

# FREECHARGE PAYMENT TECHNOLOGIES PRIVATE LIMITED





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# BOARDS' REPORT

Dear Members,

Your Directors have the pleasure in presenting the 11<sup>th</sup> Annual Report of the Company, along with Audited Financial Statements for the financial year ended March 31, 2025.

## Financial Highlights and Business Operations

(₹ in Lakhs)

Particular	As at March 31, 2025	As at March 31, 2024
Revenue from Operations	29,736.12	45,387.73
Other Income	199.97	61.34
Finance Income	1,285.07	1,107.38
(Loss)/Profit After Tax	(4,302.00)	7,862.46

## State of Company's Affairs and Future Outlook

Freecharge Payment Technologies Pvt Ltd continues to build and scale digital financial services for both retail customers and merchants. The Company remains a key partner for Axis Bank, acting as both a technology service provider and a business correspondent while also expanding its financial offerings to merchants. Through its innovative digital solutions, Freecharge is committed to driving financial inclusion, enhancing transaction efficiency, and delivering value to its users while upholding the highest standards of security and regulatory compliance.

**Merchant Business:** During the year under review, Company introduced Micro Finance (MFI) to cater to the digitally underserved segment, and is also extending credit to small and micro-business owners. This initiative is aimed at fostering financial empowerment by providing capital access to those who need it most, enabling them to grow their businesses and improve economic stability. This year, Company has intensified its focus on merchant lending, launching multiple unsecured business loan products in select strategic locations, and in process to take live secured loans such as Loan Against Property. These offerings aim to empower businesses with accessible credit solutions that support their growth and sustainability.

Moving forward, the Company plans to scale these lending products to additional geographies, further expanding its reach and ensuring financial support for a wider range of customers and merchants. The Company is setting ambitious lending targets for the next fiscal year and is dedicated to achieving them through strategic partnerships and data-driven decision-making.

**Payment Aggregation:** Payment aggregation vertical of the Company has demonstrated remarkable growth, solidifying its position as a promising up and coming player in the digital payments space. Payment Aggregation GMV grew by 108% year-over-year (YoY), while net revenue saw an impressive 73% YoY increase. These strong growth metrics reflect the Company's deepening engagement with its merchant base and its ability to scale operations effectively. To sustain this momentum, Company remains actively engaged with regulatory authorities to facilitate the expansion of its payment aggregation services. The Company is working towards onboarding new merchants and increasing penetration within its existing base.

**Payments (Retail and B2B):** Company continues to be one of the most trusted financial service providers for both merchants and retail consumers. It has established itself as one of the fastest scan-and-pay platforms for UPI transactions, ensuring quick and seamless payment experiences for its users. The Company's UPI GMV surged by 132%, growing from 3,211 Crore in FY24 to 7,461 Crore in FY25.

In line with its commitment to enhancing digital payments, Company launched UPI Lite this year. This innovation provides users with a faster and more convenient way to complete low-value transactions, making digital payments even more seamless and efficient.



**Technology and Strategic Focus:** As a key technology partner for Axis Bank, Company continues to develop and deploy cutting-edge digital solutions and APIs, enabling the bank to expand its reach and enhance its service offerings. The Company remains at the forefront of fintech innovation, designing scalable financial products that improve customer experience and operational efficiency.

**Workplace Culture and Recognitions:** Company remains dedicated to fostering an employee-centric culture, ensuring a high level of engagement and professional growth for its workforce. The Company has been recognized for its efforts through prestigious industry awards, including:

- ETHR Employee Experience Award, 2024
- BW People HR Excellence Award - Excellence in the line of Business Strategy, 2024

These accolades highlight Freecharge's commitment to building a positive and high-performance work environment that nurtures talent and encourages innovation.

Except as mentioned above, no material changes and commitments have occurred between the end of the financial year 2024-25 and the date of this report that may affect the Company's financial position. Furthermore, there has been no change in the nature of business carried out by the Company.

In the coming year, Freecharge will maintain a strong strategic focus on profitability and sustainable business growth, while ensuring stringent adherence to compliance and security standards across all operations. By optimizing marketing expenses, reducing cash burn, and prioritizing high-value users, the Company aims to build a more robust and financially resilient business. Efforts will also be directed toward increasing transaction margins and enhancing the quality of both merchant and consumer transactions.

As Freecharge continues to grow and evolve, it remains dedicated to strengthening its position as a leading digital financial services provider. By focusing on technological innovation, financial inclusion, and sustainable business practices, the Company is well-positioned to drive long-term value for its customers, partners, and stakeholders.

## Demerger

During the year under review, the Company filed an application before Hon'ble National Company Law Tribunal, Chandigarh bench (NCLT) for the approval of a scheme of arrangement for demerger of its activities related Business Correspondent and Technology Service Provider to Freecharge Business and Technology Services Ltd., a wholly owned subsidiary of Axis Bank Ltd. The said application is pending before the Hon'ble NCLT.

## Dividend

During the year under review, your Directors do not recommend any dividend.

## Share Capital

During the financial year under review, there was no change in the authorised, issued, subscribed and paid-up equity share capital of the Company.

## Extract of Annual Return

The Annual Return in Form MGT-7, pursuant to the provisions of Section 92(3) read with Section 134(3) of the Companies Act, 2013 for the financial year ended March 31, 2025, has been uploaded on the website of the Company and is available at <https://www.freecharge.in/annual-return>

## Particulars of Employees

The Company being an unlisted company, the provisions of Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time are not applicable on the Company.

### Particulars of Contracts or Arrangements with Related Parties

During the year under review, all contracts or arrangements with related parties entered into at arm's lengths basis and in ordinary course of business. As required pursuant to provisions of Section 134(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, particulars of all such contracts or arrangements are enclosed in prescribed Form AOC-2 as **Annexure-1** to this report.

### Public Deposits

The Company has not accepted any deposits from the public as defined under Chapter V of the Companies Act, 2013 and the Rules made thereunder.

### Statutory Auditors

During the year under review, the term of the existing Statutory Auditors- S.R Batliboi & Associates, LLP Chartered Accounts expired at the 10<sup>th</sup> (Tenth) Annual General Meeting of the Company held on May 28, 2024 Therefore to fill the vacancy of Statutory Auditors, the Company at its 10<sup>th</sup> (Tenth) Annual General Meeting of the Company approved the appointment of M/s Thakur, Vaidyanath Aiyar & Co. (Firm Registration No-000038N), Chartered Accountants as Statutory Auditors of the Company for a period of 5 (Five) years to hold the office from the conclusion of 10<sup>th</sup> (Tenth) annual general meeting of the Company till the conclusion of 15<sup>th</sup> (Fifteenth) Annual general meeting of the Company in accordance with the provisions of Section 139 and other applicable provisions, if any of Companies Act, 2013 and rules made thereunder.

### Auditors Report

The Auditor's report to the shareholders on financial statement for the year ended March 31, 2025 does not contain any qualification or adverse comment. The comments made by Statutory Auditors in their report for financial year ended March 31, 2025 are self-explanatory and therefore, do not call for any further explanation or comments from the Board.

### Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed DR Associates, Company Secretaries to act as the Secretarial Auditor of the Company for the financial year 2024-25. The Secretarial Auditor has conducted the audit of the secretarial records of the Company for the financial year under review and has also furnished the Secretarial Audit Report which is annexed as **Annexure - 2** to this report.

There are no qualifications, reservations or adverse remarks made in Secretarial Audit Report for the financial year 2024-25.

### Board of Directors, Key Managerial Personnel and Board and Committee Meetings

During the year under review, there are no changes in the directors and key managerial personnel of the Company.

Pursuant to provisions of Section 152 of the Companies Act, 2013, Mohit Jain retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. A resolution seeking approval from the members for the re-appointment of Mohit Jain as director of the Company shall be placed before the members of the Company at the ensuing annual general meeting of the Company.

During the financial year under review, the Board of Directors met 6 times on April 17, 2024; July 17, 2024; October 09, 2024, January 13, 2025, January 24, 2025 and March 10, 2025. The time gap between two meetings did not exceed 120 days. The summary of number of meetings attended by each Board Member is as under:

S.No.	Name of Director	No. of Meetings Attended
1	Subrat Mohanty	6
2	Mohit Jain	6
3	Sameer Bhujanga Shetty	6
4	Balaji Narayanamurthy	5

During the year under review, two (2) meetings of Corporate Social Responsibility (CSR) Committee were held on April 17, 2024 and July 17, 2024 which were attended by all the members of the CSR Committee.



### Corporate Social Responsibility (CSR) Policy and Spend

As per provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules during the year under review, the Company has contributed Rs. 13,680,000/- (One Crores Thirty-Six Lakhs Eighty Thousand Only), being 2% of Average Net Profit of the preceding 3 financial years towards the CSR expenditure in the area of Sustainable Livelihoods. The details of same is enclosed in prescribed format of Annual report on the CSR as **Annexure-3** to this Report. The Policy adopted by the Company on CSR is placed on the website of the Company at <https://www.freecharge.in/csr-policy>

### Policy on Remuneration of Directors, Key Managerial Personnel, Senior Management and Other Employees

Pursuant to the provisions of Section 178(3) of Companies Act, 2013, the Company has devised a comprehensive Remuneration Policy on remuneration of directors, Key Managerial Personnel, Senior Management and other employees. The objective of the Remuneration Policy is to attract, motivate and retain qualified and expert individuals that Company needs in order to achieve its strategic and operational objectives. The Policy is accessible on website of the Company at <https://www.freecharge.in/statutory-disclosures>

### Directors' Responsibility Statement

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, and save as otherwise mentioned elsewhere in this Report, the Directors, to the best of their knowledge and belief, confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2025, applicable accounting standards, have been followed along with proper explanations relating to material departures; whenever applicable
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year i.e. March 31, 2025 and of the Profit and Loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the Directors have prepared the annual accounts of the Company on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively. and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Annual Evaluation of performance by Board of Directors:

Pursuant to the requirements as prescribed in Section 134(3)(p) the Companies Act, 2013, the annual evaluation of the performance of the Board as collective body, Committees of Board and also of individual directors was carried out through an external agency. A questionnaire based methodology used for the performance evaluation of the board on parameters such as board functioning, governance, strategic planning, identification and management of risk, audit and compliance etc. The performance evaluation of CSR committee was conducted on parameters such as composition & quality, term of reference, committee operations etc. Outcome of said performance evaluation was placed before the board meeting for its review.

### Compliance of Secretarial Standards

Your Company complied with the applicable Secretarial Standards SS-1 and SS-2 with respect to Board Meetings and General Meetings respectively specified by the Institute of Company Secretaries of India.

## Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

### Conservation of Energy:

Steps taken for conservation	Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy are not relevant to its functioning. However, energy conservation receives attention at all levels. All efforts are made to conserve and optimize use of energy.
Steps taken for utilizing alternate sources of energy	
Capital investment on energy conservation equipment's	

### Technology Absorption:

Efforts made for technology absorption	The Company has not imported technical know-how. Your Company has not established any separate R&D facilities.
Benefits derived	
Expenditure on Research & Development, if any	
Details of technology imported, if any	
Year of import	
Whether imported technology fully absorbed	
Areas where absorption of imported technology has not taken place, if any	

### Foreign Exchange Earnings/ Outgo:

Earnings	Nil
Outgo (₹ In Lakh)	163.51

## Disclosure in terms of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has formulated and adopted a policy on prevention of sexual harassment at workplace and has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Following is the summary of the sexual harassment complaint received by the Company during the Financial year under review: -

1. Number of Complaints pending as at the start of the year- Nil
2. Number of Complaints filed during the financial year- Nil
3. Number of Complaints disposed off during the Financial Year- Nil
4. Number of Complaints pending as at the end of the year. Nil

### General Disclosures

- During the year under review, Board does not propose to transfer any amount to any reserves.
- The Company doesn't have any Subsidiary, Joint Venture or Associate Company.
- The Company has not granted any loans, guarantees or made investments in terms of provisions of Section 186 of the Companies Act, 2013.
- No material changes and commitments occurred between the end of financial year 2024-25 and the date of this report which may affect the financial position of the Company.





- During the year under review, Your Company was not required to maintain any cost records under provisions of Section 148 of Companies Act, 2013 and rules made thereunder.
- No significant and material order has been passed by the regulator/court/tribunal which may impact the going concern and Company's operations in future.
- The Company has established process to identify, assess, monitor and mitigate key financial, operational, business & compliance risks. The Company has a robust operational risk policy and framework, including strengthening controls around technology related risks as well as regular audits of high-risk items/areas.
- No application has been made or any proceeding is pending under the Insolvency and Bankruptcy Code (IBC), 2016 .
- The Company, being a wholly owned subsidiary company is not required to constitute Audit Committee for the year under review.
- The provisions of Section 177 (9) related to vigil mechanism are not applicable on the Company. However, the Company has established a whistle blower mechanism which provides adequate safeguards against victimisation of persons who use such mechanism.
- No fraud has been reported by auditors under Section 143(12) of the Companies Act, 2013.

### Acknowledgement

The Directors wish to convey their appreciation to all the members, customers, bankers, government departments and other stakeholders for their invaluable support to Company. The Directors also wish to extend the heartiest gratitude to the employees of the Company at all levels for their hard work, dedication and commitment.

By the Order of Board  
**For Freecharge Payment Technologies Private Limited**

Place: Mumbai  
Date: April 16, 2025

**Mohit Jain**  
Director  
DIN: 07945124

**Sameer Bhujanga Shetty**  
Director  
DIN: 08536421



**FORM NO. AOC -2****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions **not at Arm's length basis.**

**NOT APPLICABLE**

2. Details of contracts or arrangements or transactions **at Arm's length basis.**

S. NO.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements /transaction	Duration of contracts/ arrangement/ transaction	Salient terms of contracts/ arrangements/ transaction including the value, if any	Date of approval by the Board	Amount paid as advance, if any
1	Axis Bank Ltd. – Holding Company	1. Aggregator services for PPI 2. Business Correspondent Services including amendments/ addendums 3. Technology Service Provider including amendments/ addendums. 4. Merchant Agreement for Freecharge Services 5. Service Provider Agreement for Digital Lending. 6. Service Agreement 7. Integration Agreement 8. Internet Payment Gateway Services including amendments 9. Banking Services 10. UPI payment solution P2P and P2M including amendments 11. BBPS services 12. ESOP Cost including amendments 13. Oracle Fusion cost 14. Reimbursement of Web Continuous Hosting Charges	16.01.2028 05.10.2027 30.09.2027 31.05.2025 18.12.2026 31.03.2029 Continuous Continuous Continuous Continuous Continuous Continuous Continuous Continuous Continuous	Refer financial statements.	Not applicable. as the transaction entered in the ordinary course of business and at Arm's Length.	Nil



S. NO.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements /transaction	Duration of contracts/ arrangement/ transaction	Salient terms of contracts/ arrangements/ transaction including the value, if any	Date of approval by the Board	Amount paid as advance, if any
2	Freecharge Business and Technology Services Ltd.	1. Right to use agreement for office premises 2. Secondment Agreement 3. Accounting and Treasury Services	15.01.2026 04.04.2026 31.03.2026	Refer financial statements.	Not applicable as transaction entered in the ordinary course of business and at Arm's Length.	NIL

By the Order of Board  
**For Freecharge Payment Technologies Private Limited**

Place: Mumbai  
 Date: April 16, 2025

**Mohit Jain**  
 Director  
 DIN: 07945124

**Sameer Bhujanga Shetty**  
 Director  
 DIN: 08536421

**Form No. MR-3**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

**SECRETARIAL AUDIT REPORT**

The Members,  
Freecharge Payment Technologies Private Limited  
11<sup>th</sup> Floor, Tower C, DLF Cyber Greens, DLF Cyber City,  
DLF Phase-III, Gurgaon, Haryana, India 122002

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Freecharge Payment Technologies Private Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, statutory registers, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board Processes and Compliance Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iii) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (iv) As informed by the management, there was no other law which is specifically applicable to the Company.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following matter of emphasis:

**We report that:**

1. The Board of Directors of the Company is duly constituted in accordance with the provisions of the Act. There was no changes in the composition of the Board of Directors during the year under review.
2. Adequate notices are given to all directors for the Board Meetings and accordingly, agenda and detailed notes on agenda were sent to all directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful Participation at the meeting.



3. Majority decisions are carried through and recorded as part of the minutes.
4. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, Regulations and Guidelines.

We further report that during the audit period the Company has generally complied with the requirements of various Act, Rules and Regulations, guidelines and standards as are applicable to the Company.

**For DR Associates**

Company Secretaries

Firm Regn. No.: P2007DE003300

**Deepak Gupta**

Partner

CP No.: 4629

UDIN: F005339G000090182

Place: Noida

Date: April 11, 2025

To,

The Members

**Freecharge Payment Technologies Private Limited**

11<sup>th</sup> Floor, Tower C, DLF Cyber Greens, DLF Cyber City,  
DLF Phase-III, Gurgaon, Haryana, India 122002

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DR Associates**

Company Secretaries

Firm Regn. No.: P2007DE003300

Peer Review Certificate No.: 609/2019

**Deepak Gupta**

Partner

CP No.: 4629

UDIN: F005339G000090182

Place: Noida

Date: April 11, 2025



## Annexure – 3

## Annual Report on Corporate Social Responsibility (CSR) for the financial year 2024-25

### 1. Brief outline on CSR Policy of the Company.

The Company recognizes the importance of good corporate governance and corporate social responsibility in promoting and strengthening the trust of its shareholders and other stakeholders. The Company's CSR Policy has been framed in accordance with Section 135 of the Companies Act, 2013 (the Act), the Rules framed thereunder and Schedule VII of the Act. The Policy shall apply to all CSR programs/activities which are undertaken/sponsored by the Company or executed through Axis Bank Foundation (ABF) or through any other Trust/Society or implementation partner or NGO or by or through any Schedule VII fund(s) set up by the Government.

The broad CSR Projects, which may be undertaken/ supported by the Company as part of its CSR Focus Areas are given below:

- Poverty alleviation and measures to reduce inequalities
- Education and Skill Development
- Environmental sustainability and Rural Development
- Sanitation and Healthcare
- MSME Sector Growth
- Humanitarian relief
- Armed Forces and Paramilitary Forces Veterans and War Widows
- Capacity Building of Personnel and NGO Partners

In addition to above focus areas specified in the CSR Policy, the CSR Committee may consider and approve such other program areas which are included under Schedule VII of the Companies Act, 2013 as may be decided by the CSR Committee or recommended by the Company from time to time.

### 2. Composition of CSR Committee: The Composition of CSR Committee as on March 31, 2025 is as under:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Sameer Shetty	Non-executive Director	2	2
2.	Mohit Jain	Non-executive Director	2	2

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

The link to the CSR policy and composition of CSR Committee is <https://www.freecharge.in/csr-policy>

### 4. Provide the executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable : **Not Applicable**

5. a) Average net profit of the Company as per sub section (5) of Section 135: ₹ **683,996,500/-**
- b) Two percent of the average Net Profit of the Company as per sub-section (5) of Section 135: ₹ **13,679,930/-** or ₹ **13,680,000/- (after rounding off to next ₹ 000')**

- c) Surplus arising out of CSR Projects or programmes or activities of the previous financial years: **Nil**
- d) Amount required to be set-off for the financial year, if any: **Nil**
- e) Total CSR Obligation for the financial year ((b)+(c)-(d)): ₹ **13,680,000/-**
6. a) Amount spent on CSR Project (both ongoing Project and other than ongoing project): ₹ **13,680,000/-**
- b) Amount spent in Administrative Overheads: **Nil**
- c) Amount spent on Impact Assessment, if applicable: **Nil**
- d) Total amount spent for the financial year((a)+(b)+(c)): ₹ **1,36,80,000/-**
- e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to sub section 5 of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
13,680,000/-	-	-	-	-	-

- f) Excess amount for set off, if any -

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5)	13,680,000/-
(ii)	Total amount spent for the Financial Year	13,680,000/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. Details of Unspent CSR amount for the preceding three financial years: **Nil**

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under sub-section(6) of 135 (in ₹)	Balance Amount in unspent CSR Account under sub-section(6) of 135(in ₹)	Amount Spent in the Financial Years(in ₹)	Amount transferred to any fund specified under Schedule VII as per second proviso to sub section(5) of section 135, if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1.	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-





8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

If Yes, enter the number of Capital assets created/ acquired : **NIL**

Furnish the details relating to such(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year –

Sl. No.	Short Particulars of the Property or asset(s) including complete address and location of the property	Pin Code of the Property or asset(s)	Date of Creation	Amount of CSR Amount Spent	Date of Entity/ Authority/ Beneficiary of the Registered Owner		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

9. Specify the reason(s), if Company has failed to spend two per cent of the average net profit as sub section (5) of section 135 : **Not Applicable**

By the Order of Board  
**For Freecharge Payment Technologies Private Limited**

Place: Mumbai  
 Date: April 16, 2025

**Mohit Jain**  
 Director  
 DIN: 07945124

**Sameer Bhujanga Shetty**  
 Director  
 DIN: 08536421

# Independent Auditor's Report

To the Members of Freecharge Payment Technologies Private Limited

## Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of Freecharge Payment Technologies Private Limited ("the Company"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

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

### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the director's report in the Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the, Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 financial statements that give



a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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 are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 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 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure 1**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (i)(vi) below on reporting under Rule II(g);
- c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended,
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure 2"** to this report;
- g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h) a) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 32a to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.



- v. No dividend has been declared or paid during the year by the Company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is applicable for the financial year ended March 31, 2025. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants

FRN: 000038N

**Anil Kumar Aggarwal**

Partner

M. No: 087424

UDIN: 25087424BMLXYA3476

Place: New Delhi

Date: April 16, 2025

### Annexure referred to in paragraph 1 of “Report on Other Legal and Regulatory Requirements” of our report of even date

RE: Freecharge Payment Technologies Private Limited ('the Company')

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) Property, plant and equipment were physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in Note 11 to the financial statements, the Company has been sanctioned working capital limit in excess of ₹ five crores in aggregate from a bank during the year on the basis of security of fixed deposits held by the Company with the bank. Based on the records examined by us and sanction letter issued by the bank, the Company is not required to submit any quarterly returns/statements.
- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships(ii) or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.



- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.  
(b) There are no dues of goods and services tax, provident fund employees' state insurance, income tax, sales-tax, service tax, customs duty, value added tax, cess, goods and services tax and other statutory dues which have not been deposited on account of any dispute.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause 3(ix)(a) of the Order is not applicable to the Company.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.
- (ix) (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.



- (xi) (c) As represented to us by the management, the Company during the year has received one matter as whistle blower complain, however on review and queries by whistle blower committee, no evidence received from the complainant and matter stand dismissed by the committee.
- (xii) (a) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the Company and accordingly the requirements to report under clause 3(xiii) of the Order insofar as it relates to section 177 of the Act is not applicable to the Company.
- (xiv) (a) The Company has internal audit system commensurate with the size of the Company and nature of its business.
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (xvi) (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (xvi) (d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses in the current financial year as depicted in the statement of cash flow for the year whereas there was no cash losses in immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in Note 40 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in Note 27B to the financial statements.
- (xx) (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in Note 27B to the financial statements.



(xxi) According to the information and explanations given to us and based on examination, in our opinion, as the Company is not having any subsidiary or associate Company and does not prepare a consolidated financial statement. Therefore, the inclusion of qualification or adverse remarks in the CARO reports of other auditors in the reports of the consolidated financial statement does not arise.

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants

FRN: 000038N

**Anil Kumar Aggarwal**

Partner

M. No: 087424

UDIN: 25087424BMLXYA3476

Place: New Delhi

Date: April 16, 2025

## **Annexure to the Independent Auditor's Report of even date on the Financial Statements of Freecharge Payment Technologies Private Limited**

### **Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Freecharge Payment Technologies Private Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these financial statements.

#### **Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements**

A Company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us the Company has in all material respects, internal financial controls with reference to the financial statements of the Company and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants

FRN: 000038N

**Anil Kumar Aggarwal**

Partner

M. No: 087424

UDIN: 25087424BMLXYA3476

Place: New Delhi

Date: April 16, 2025

# Balance Sheet

As at March 31, 2025

(₹ in Lakhs)

	Notes	As at March 31, 2025	As at March 31, 2024
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	895.04	661.06
Capital work-in-progress	3	59.31	114.45
Intangible assets	4	52.07	81.03
Right of use asset	5		
Buildings		2,242.27	1,408.61
Financial assets			
Other financial assets	6	385.25	7,565.52
Other non-current assets	7	1.12	4.60
Deferred tax asset (net)	12	1,904.22	520.76
<b>Total non-current assets</b>		<b>5,539.28</b>	<b>10,356.03</b>
<b>Current assets</b>			
Financial Assets			
Investments	8	374.64	7,118.69
Trade receivables	9	4,756.63	4,618.85
Cash and cash equivalents	10	6,720.60	8,291.38
Other Bank Balances	11	7,182.39	1,379.87
Other financial assets	6	18,142.94	16,404.06
Current Tax Assets (net)		1,212.50	1,508.72
Other current assets	7	561.81	351.91
<b>Total current assets</b>		<b>38,951.51</b>	<b>39,673.48</b>
		<b>44,490.79</b>	<b>50,029.51</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	13 (a)	176,369.78	176,369.78
Other equity	13 (b)	(141,541.93)	(137,239.93)
<b>Total equity</b>		<b>34,827.85</b>	<b>39,129.85</b>
<b>Non-current liabilities</b>			
Financial liabilities			
Lease liabilities	14	1,755.15	1,108.18
Net employee defined benefit obligations	15	679.69	407.06
<b>Total non-current liabilities</b>		<b>2,434.84</b>	<b>1,515.24</b>
<b>Current liabilities</b>			
Financial liabilities			
Trade payables	16		
Total outstanding dues of micro enterprises and small enterprise		3.33	4.41
Total outstanding dues of creditors other than micro enterprises and small enterprise		535.72	1,011.18
Other payables	16	4,477.99	5,639.68
Lease liabilities	14	609.14	340.17
Other financial liabilities	18	278.17	489.95
Other current liabilities	17	535.13	1,277.44
Net employee defined benefits obligations	15	788.62	621.59
<b>Total current liabilities</b>		<b>7,228.10</b>	<b>9,384.42</b>
<b>Total liabilities</b>		<b>9,662.94</b>	<b>10,899.66</b>
<b>Total equity and liabilities</b>		<b>44,490.79</b>	<b>50,029.51</b>

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

As per our report of even date.

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants

ICAI Firm Registration Number: 000038N

**For and on behalf of Board of Directors of  
Freecharge Payment Technologies Private Limited****Anil Kumar Aggarwal**

Partner

Membership Number : 087424

**Mohit Jain**

Director

DIN : 07945124

**Sameer Bhujanga Shetty**

Director

DIN : 08536421

**Sumit Bhatnagar**

Chief Executive Officer

Place: New Delhi

Date: April 16, 2025

**Prasenjit Saha**

Chief Financial Officer

**Samarth Govila**

Company Secretary

M. No. : A17522



# Statement of Profit and Loss Account

For the year ended March 31, 2025

(₹ in Lakhs)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contracts with customers	19	29,736.12	45,387.73
Other income	20	199.97	61.34
Finance income	21	1,285.07	1,107.38
<b>Total income</b>		<b>31,221.16</b>	<b>46,556.45</b>
<b>Expenses</b>			
Service charges	22	11,550.91	9,781.83
Advertisement and publicity expenses	23	572.56	4,499.86
Employee benefits expense	24	20,264.56	17,139.87
Depreciation expense	25	981.25	813.35
Finance costs	26	261.86	130.97
Other expenses	27	3,067.52	3,571.44
<b>Total expenses</b>		<b>36,698.66</b>	<b>35,937.32</b>
<b>(Loss) / Profit for the year before tax</b>		<b>(5,477.50)</b>	<b>10,619.13</b>
Current tax	12	-	1,547.43
Current tax- relating to earlier years	12	16.93	-
Deferred tax charge	12	(1,335.38)	1,150.90
<b>Total tax expenses</b>		<b>(1,318.45)</b>	<b>2,698.33</b>
<b>(Loss)/Profit for the period after tax</b>		<b>(4,159.05)</b>	<b>7,920.80</b>
<b>Other comprehensive income</b>			
Other comprehensive income not to be reclassified to profit or loss in subsequent years:			
Re-measurement loss / (gain) on defined benefit plans		191.03	77.97
Income tax effect	12	(48.08)	(19.63)
<b>Other comprehensive loss/(gain) for the year, net of tax</b>		<b>142.95</b>	<b>58.34</b>
<b>Total comprehensive income for the year, net of tax</b>		<b>(4,302.00)</b>	<b>7,862.46</b>
(Loss)/Profit per equity share [nominal value per equity share ₹10]			
Basic, computed on the basis of profit for the year attributable to equity holders of the Company (₹) (refer note 30)		(0.24)	0.45
Diluted, computed on the basis of profit for the year attributable to equity holders of the Company (₹) (refer note 30)		(0.24)	0.45

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

As per our report of even date.

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants

ICAI Firm Registration Number: 000038N

**For and on behalf of Board of Directors of  
Freecharge Payment Technologies Private Limited**

**Anil Kumar Aggarwal**

Partner

Membership Number : 087424

**Mohit Jain**

Director

DIN : 07945124

**Sameer Bhujanga Shetty**

Director

DIN : 08536421

**Sumit Bhatnagar**

Chief Executive Officer

Place: New Delhi

Date: April 16, 2025

**Prasenjit Saha**

Chief Financial Officer

**Samarth Govila**

Company Secretary

M. No. : A17522

# Cash Flow Statement

For the year ended March 31, 2025

(₹ in lakhs)

	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Cash Flow From Operating Activities</b>		
<b>(Loss) / Profit before tax ( inclusive of other comprehensive income)</b>	<b>(5,668.53)</b>	<b>10,541.16</b>
<b>Adjustment to reconcile profit before tax to net cash flows</b>		
Depreciation of property, plant and equipment	417.37	422.11
Amortization of intangible assets	28.96	33.48
Depreciation of right of use asset	534.92	357.76
Loss on impairment of property plant and equipment	3.24	6.04
Unwinding of discount on financial assets at amortised cost	(18.75)	(16.44)
Bad debts	73.25	27.50
Interest on income tax refund	(51.91)	(35.03)
Finance charges on leases	239.35	125.60
Notional integration and maintenance charges	0.57	0.57
Bank charges	7.09	1.11
Mark to market loss on current investment	15.42	4.26
Provision for doubtful debts	(84.89)	(28.78)
Liabilities no longer required written back	(77.10)	(59.75)
Gain on sale of current investments (net)	(691.37)	(564.33)
Gain on sale of property, plant and equipment	-	-
Loss due to write off of property, plant and equipment	0.42	18.13
Round off Expenses	(0.05)	-
Interest income on bank deposits	(523.04)	(491.58)
Provision for Gratuity	472.73	135.04
<b>Operating flow before working capital changes</b>	<b>(5,322.32)</b>	<b>10,476.85</b>
<b>Adjustment for change in working capital:</b>		
(Increase) in trade receivables	(126.14)	(148.54)
(Increase) in financial assets	(1,766.73)	(2,803.83)
Decrease in other assets	2,663.34	195.84
(Decrease) in trade and other payables	(408.45)	(632.13)
(Decrease) in Other liabilities	(2,115.78)	(1,680.01)
<b>Cash generated from operations</b>	<b>(7,076.08)</b>	<b>5,408.18</b>
Income taxes (refund)/paid (net)	(2,577.02)	(133.80)
<b>Net cash (used)/flow in operating activities (A)</b>	<b>(9,653.10)</b>	<b>5,274.38</b>
<b>Cash Flow From Investing Activities</b>		
Purchase of property, plant and equipment and intangible assets	(591.27)	(484.85)
Proceeds from sale of property, plant and equipment	0.41	7.63
Sale / (Purchase) of current investments (net)	7,420.00	(4,065.01)
Interest income on bank deposits	523.04	491.58
Net Investment in fixed deposits (having original maturity of 12 months)	1,377.75	(493.53)
<b>Net cash generated from/(used in) investing activities (B)</b>	<b>8,729.93</b>	<b>(4,544.18)</b>





# Cash Flow Statement (Cont.)

For the year ended March 31, 2025

(₹ in lakhs)

	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Cash flow from financing activities</b>		
Payment of principal amount of lease liabilities	(401.17)	(301.03)
Payment of interest amount of lease liabilities	(239.35)	(125.60)
Bank charges	(7.09)	(1.11)
<b>Net cash (used) in financing activities (C)</b>	<b>(647.61)</b>	<b>(427.74)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>(1,570.78)</b>	<b>302.46</b>
<b>Effect of exchange differences on cash and cash equivalents held in foreign currency</b>		
Cash and cash equivalents at the beginning of the year	8,291.38	7,988.92
<b>Cash and cash equivalents at the end of the year</b>	<b>6,720.60</b>	<b>8,291.38</b>
<b>Components of cash and cash equivalents</b>		
<b>Balances with banks:</b>		
– On current accounts	324.34	291.46
– On current accounts with related parties	6,396.26	7,999.92
<b>Total cash and cash equivalents (Refer note 10)</b>	<b>6,720.60</b>	<b>8,291.38</b>

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

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Cash Flow Statements notified under the Companies (Indian Accounting Standards) Rules, 2015 as notified by Ministry of Corporate Affairs (as amended).
2. The above cash flow statement has been compiled from and is based on the Balance Sheet as at March 31, 2025 & March 31, 2024 and the related Statement of Profit and Loss for the year ended on that date.
3. Figures in brackets indicates cash outflow.

As per our report of even date.

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants

ICAI Firm Registration Number: 000038N

**Anil Kumar Aggarwal**

Partner

Membership Number : 087424

**Mohit Jain**

Director

DIN : 07945124

**Sameer Bhujanga Shetty**

Director

DIN : 08536421

**Prasenjit Saha**

Chief Financial Officer

**Sumit Bhatnagar**

Chief Executive Officer

**Samarth Govila**

Company Secretary

M. No. : A17522

Place: New Delhi

Date: April 16, 2025

# Statement of Changes In Equity

As at March 31, 2025

**a. Equity share capital**

		(₹ in lakhs)
	Number of shares	Amount
<b>As at April 01, 2023</b>	<b>1,763,697,829</b>	<b>176,369.78</b>
Changes in Equity Share Capital due to Prior period errors	-	-
Restated balance at the beginning of the current reporting period	1,763,697,829	176,369.78
Issue of share capital during the year	-	-
<b>As at March 31, 2024</b>	<b>1,763,697,829</b>	<b>176,369.78</b>
Changes in Equity Share Capital due to Prior period errors	-	-
Restated balance at the beginning of the current reporting period	1,763,697,829	176,369.78
Issue of share capital during the year	-	-
<b>As at March 31, 2025</b>	<b>1,763,697,829</b>	<b>176,369.78</b>

**b. Other Equity**

					(₹ in lakhs)
	Amalgamation adjustment reserve	Securities premium	Retained earnings	Contribution to equity from Holding Company	Total Equity
<b>As at April 01, 2023</b>	<b>(50,296.52)</b>	<b>34,697.36</b>	<b>(129,700.43)</b>	<b>197.20</b>	<b>(145,102.39)</b>
(Loss) / Profit for the year	-	-	7,920.80	-	7,920.80
Re-measurement Gain / (loss) on defined benefit plans	-	-	(58.34)	-	(58.34)
Share based compensation (refer note 24 and 35)	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>(50,296.52)</b>	<b>34,697.36</b>	<b>(121,837.97)</b>	<b>197.20</b>	<b>(137,239.93)</b>
(Loss) / Profit for the year	-	-	(4,159.05)	-	(4,159.05)
Re-measurement Gain / (loss) on defined benefit plans	-	-	(142.95)	-	(142.95)
Share based compensation (refer note 24 and 35)	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>(50,296.52)</b>	<b>34,697.36</b>	<b>(126,139.97)</b>	<b>197.20</b>	<b>(141,541.93)</b>

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

As per our report of even date.

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants

ICAI Firm Registration Number: 000038N

**For and on behalf of Board of Directors of  
Freecharge Payment Technologies Private Limited**

**Anil Kumar Aggarwal**

Partner

Membership Number : 087424

**Mohit Jain**

Director

DIN : 07945124

**Sameer Bhujanga Shetty**

Director

DIN : 08536421

**Sumit Bhatnagar**

Chief Executive Officer

Place: New Delhi

Date: April 16, 2025

**Prasenjit Saha**

Chief Financial Officer

**Samarth Govila**

Company Secretary

M. No. : A17522



# Notes to Financial Statements

For the year ended March 31, 2025

## 1 Corporate information

Freecharge Payment Technologies Private Limited ("the Company") (CIN:U74140HR2015PTC114857) is domiciled and incorporated in India on January 14, 2015. The Company is primarily engaged in the business of providing services to facilities online prepaid recharge, postpaid mobile phones connections, electricity and gas payment, DTH recharge & data cards etc. through its website and mobile application namely, 'Freecharge'. The Company is also engaged in the facilitating merchant payment both for offline and online merchants through Payment Aggregation and Payment Gateway services. Additionally, it also provides Business Correspondent (BC) and Technology Services (TSP) to Axis Bank.

The registered office of the Company is located at 11<sup>th</sup> Floor, Tower C, Cyber Greens, DLF Cyber City, Phase 3, Gurugram, Haryana 122002.

## 2. Material Accounting Policies

### 2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by Ministry of Company Affairs and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount - refer accounting policy regarding financial instruments. The financial statement has been presented in Indian Rupees to the nearest lakhs, except as stated otherwise.

The financial statements were authorised for issue in accordance with the resolution of the Board of Directors of the Company on April 16, 2025.

The Company has an accumulated loss of ₹ 126,140 Lakhs as on March 31, 2025 (₹ 121,838 Lakhs as on March 31, 2024). Further, based on the projection for next 12 months from the date of financial statements and basis available funds as on March 31, 2025, there are sufficient funds to continue the operations and to meet the liabilities. Therefore, the financial statements have been continued to be prepared on a going concern basis.

### 2.2 Summary of material accounting policies

#### a. Current versus non-current classification

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading

# Notes to Financial Statements

For the year ended March 31, 2025

- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## b. Foreign currencies

The Company's financial statements are presented in Indian Rupees to the nearest lakhs, which is also the Company's functional currency.

### Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income ('OCI') or statement of profit or loss are also recognised in OCI or statement of profit or loss, respectively).

## c. Fair value measurement

The Company measures financial instruments, such as, derivatives / investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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



# Notes to Financial Statements

For the year ended March 31, 2025

- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## d. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is being made. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contractual defined terms of payment and excluding taxes or duties collected on behalf of government. The following specific recognition criteria must also be met before revenue is recognized.

### Revenue from commission income

Merchant Discount Rate (MDR) is recognised on the basis of successful pay-out to the respective merchants. The settlement are done daily for such transactions to the merchant on net of MDR revenue. Revenues from operating an internet portal/Freecharge app providing recharge and bill payment services are recognised upon successful recharge / payment confirmation for the transactions executed. The Company collects Goods and Service Taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

# Notes to Financial Statements

For the year ended March 31, 2025

## Revenue from business support fee

Pursuant to arrangement with Axis Bank Limited ("Bank"), the Company in the capacity of business correspondence to Bank, sells various products or services of Bank to the end customers. Revenue from such products/services are recognised on an accrual basis based on the contractual terms of the products or services. Pursuant to addendum to the service provider agreement entered with Axis Bank Ltd("as an Business Correspondance"), w.e.f April 1, 2024, all payout for services have been charged on the basis of product pricing on business performance basis instead of cost plus markup which was valid upto March 31, 2024.

## Revenue from technical services

Pursuant to arrangement with Axis Bank Limited, the Company provides Technological services in relation to development and management of technology products for Axis Bank. The Company recognized revenue post rendering services on an accrual basis as per contractual agreement with Axis Bank. Pursuant to addendum to the service provider agreement entered with Axis Bank Ltd("as an Technology Service Provider(TSP)"), w.e.f April 1, 2024, all payout for services have been charged on the basis of cost incurred for the services with markup, instead of on the basis of mutually agreed per hour cost upto March 31, 2024.

## Sale of services

Revenue from services i.e sound box is recognized when the performance obligation is completed as per the terms of the agreement with merchant i.e. as and when services are rendered. Revenues are disclosed net of variable consideration and Goods and Services Tax charged on such services.

## Other operating revenue

Revenues from ancillary activities like convenience fees, merchant monetization fees, issuance fees, system integration, paid coupon income etc. are recognized upon completion of performance obligation.

## Interest

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit or loss.

## e. Taxes

### Current income tax

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



# Notes to Financial Statements

For the year ended March 31, 2025

## Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that 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, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year 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.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending



# Notes to Financial Statements

For the year ended March 31, 2025

on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in statement of profit or loss.

## f. Property, plant and equipment

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

A revaluation surplus is recorded in OCI and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit and loss. A revaluation deficit is recognised in the statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation reserve.

An annual transfer from the asset revaluation reserve to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred directly to retained earnings.

Depreciation is calculated on straight line basis over the estimated useful life as follows

Category of assets	Estimated useful life
Computers and data processing units	3 to 6 years
Office machinery and equipments	18 months to 5 years
Furniture and fittings	18 months to 10 years
Mobile devices	2 years
Leasehold improvement	over lease term

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Capital work in progress is stated at cost.

## g. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.



# Notes to Financial Statements

For the year ended March 31, 2025

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

## **h. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## **i. Impairment of non-financial assets**

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

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

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

# Notes to Financial Statements

For the year ended March 31, 2025

Impairment losses of continuing operations are recognised in the statement of profit or loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life as estimated by the management.

For assets an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

## j. Provisions, Contingent Liabilities and Contingent Assets

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 resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

### Provision for bonus

Provision for bonus is recognised on time proportion basis over the period of service

### Contingent Liabilities and Contingent Assets

A disclosure of contingent liability is made when there is:

- a possible obligation arising from a past event, the existence of which will be confirmed by occurrence or nonoccurrence of one or more uncertain future events not within the control of the Company; or
- a present obligation arising from a past event which is not recognised as it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.



# Notes to Financial Statements

For the year ended March 31, 2025

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

## **k. Retirement and other employee benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

In accordance with Indian law, the Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees on retirement or on termination of employment for an amount based on the respective employee's salary and the years of employment with the Company.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method based on an actuarial valuation performed by an independent actuary.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit obligations, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit obligations or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and
- Net interest expense or income

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. The compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

# Notes to Financial Statements

For the year ended March 31, 2025

Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the year during which services are rendered by the employee.

## I. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial assets

#### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

#### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

#### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

#### Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement



# Notes to Financial Statements

For the year ended March 31, 2025

of profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

## **Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit or loss.

## **Equity investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit or loss.

## **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

# Notes to Financial Statements

For the year ended March 31, 2025

## Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b) Available for sale financial assets
- c) Lease receivables under Ind AS 116
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

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

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

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit or loss. This amount is reflected under the head 'other expenses' in the statement of profit or loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.



# Notes to Financial Statements

For the year ended March 31, 2025

- Available for sale financial assets: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

## Financial liabilities

### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

### Subsequent measurement

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

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit or loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.



# Notes to Financial Statements

For the year ended March 31, 2025

## **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

## **Embedded derivatives**

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

## **Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

## **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## **m. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.



# Notes to Financial Statements

For the year ended March 31, 2025

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## **n. Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

## **o. Share Based Payments**

The Holding Company provides share based payment schemes to employees of the companies in the group including Freecharge Payment Technologies Private Limited. In accordance with para 43A of Ind AS 102 "Share Based Payments", Company accounts for relevant cost in relation to options granted to its employees by the holding Company. Cost for such options is recorded at fair value as on date of grant over the vesting periods.

## **p. Leases**

Ind AS 116 sets out the principles for recognition, measurement, presentation, and disclosure of leases for both lessees and lessors.

### **"The Company as a lessee"**

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

# Notes to Financial Statements

For the year ended March 31, 2025

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment about whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Aggregate depreciation expenses on the ROU assets is included under depreciation and amortisation in statement of profits and loss.

For changes in the carrying amount of ROU and lease liabilities refer note 5 and note 14.



# Notes to Financial Statements

For the year ended March 31, 2025

## 3. Property, plant and equipment

					(₹ in lakhs)
	Leasehold improvements	Computers	Office machinery and equipments	Furniture and fittings	Total
Cost					
<b>As at April 01, 2023</b>	<b>341.06</b>	<b>1,398.68</b>	<b>170.23</b>	<b>96.49</b>	<b>2,006.46</b>
Additions	7.58	337.27	72.62	19.81	437.28
Disposals	-	(86.65)	(5.37)	(1.04)	(93.06)
Impairment/ write off during the year*	(20.12)	(35.47)	(19.69)	(18.65)	(93.93)
<b>As at March 31, 2024</b>	<b>328.52</b>	<b>1,613.83</b>	<b>217.79</b>	<b>96.61</b>	<b>2,256.75</b>
Additions	5.31	412.93	203.95	33.23	655.42
Disposals	-	(3.69)	(0.87)	-	(4.56)
Impairment/ write off during the year**	-	-	(3.24)	-	(3.24)
<b>As at March 31, 2025</b>	<b>333.83</b>	<b>2,023.07</b>	<b>417.63</b>	<b>129.84</b>	<b>2,904.37</b>

## Depreciation

					(₹ in lakhs)
	Leasehold improvements	Computers	Office machinery and equipments	Furniture and fittings	Total
<b>As at April 01, 2023</b>	<b>300.37</b>	<b>858.53</b>	<b>109.12</b>	<b>60.75</b>	<b>1,328.77</b>
Charge for the year	30.19	347.59	34.23	10.10	422.11
Disposals	-	(86.65)	(5.33)	(0.54)	(92.52)
Impairment/ write off during the year*	(9.23)	(29.76)	(13.57)	(10.11)	(62.67)
<b>As at March 31, 2024</b>	<b>321.33</b>	<b>1,089.71</b>	<b>124.45</b>	<b>60.20</b>	<b>1,595.69</b>
Charge for the year	3.02	340.79	59.94	13.62	417.37
Disposals	-	(3.57)	(0.16)	-	(3.73)
Impairment/ write off during the year**	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>324.35</b>	<b>1,426.93</b>	<b>184.23</b>	<b>73.82</b>	<b>2,009.33</b>

## Net book value

					(₹ in lakhs)
	Leasehold improvements	Computers	Office machinery and equipments	Furniture and fittings	Total
<b>As at March 31, 2025</b>	<b>9.48</b>	<b>596.14</b>	<b>233.40</b>	<b>56.02</b>	<b>895.04</b>
<b>As at March 31, 2024</b>	<b>7.19</b>	<b>524.12</b>	<b>93.34</b>	<b>36.41</b>	<b>661.06</b>

	As at March 31, 2025	As at March 31, 2024
Capital work in progress (CWIP)	59.31	114.45

# Notes to Financial Statements

For the year ended March 31, 2025

## Ageing of Capital work in progress as at March 31, 2025

(₹ in lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	13.44	45.87	-	<b>59.31</b>
Projects temporarily suspended	-	-	-	-	-

## Ageing of Capital work in progress as at March 31, 2024

(₹ in lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	28.25	86.20	-	-	<b>114.45</b>
Projects temporarily suspended	-	-	-	-	-

\*The Company has vacated its office space in Maruthi Shappire (Bangalore) and terminated its lease agreement effective April 10, 2024. Accordingly, the Company has written off certain identified assets, of the said premises, that had a net book value of ₹ 25.20 lakhs. The gross block and accumulated depreciation of such assets were ₹ 73.42 lakhs and ₹ 48.42 lakhs, respectively.

\*\* Impairment of Sound box - ₹ 3.24 lakh

## 4. Intangible Assets

(₹ in lakhs)

	Software	Domain name	Trademarks	Server Licence	Total
Cost					
<b>As at April 01, 2023</b>	<b>95.40</b>	<b>40.05</b>	<b>5.13</b>	<b>164.19</b>	<b>304.77</b>
Additions	-	-	-	36.40	36.40
Disposals / adjustments	-	-	-	-	-
Write off during the year	-	-	-	(7.67)	(7.67)
<b>As at March 31, 2024</b>	<b>95.40</b>	<b>40.05</b>	<b>5.13</b>	<b>192.92</b>	<b>333.50</b>
Additions	-	-	-	-	-
Disposals / adjustments	-	-	-	-	-
Write off during the year	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>95.40</b>	<b>40.05</b>	<b>5.13</b>	<b>192.92</b>	<b>333.50</b>



# Notes to Financial Statements

For the year ended March 31, 2025

## Depreciation

	(₹ in lakhs)				
	Software	Domain name	Trademarks	Server Licence	Total
<b>As at April 01, 2023</b>	<b>95.40</b>	<b>32.81</b>	<b>2.10</b>	<b>96.35</b>	<b>226.66</b>
Charge for the year	-	1.40	0.51	31.57	33.48
Disposals / adjustments	-	-	-	-	-
Write off during the year	-	-	-	(7.67)	(7.67)
<b>As at March 31, 2024</b>	<b>95.40</b>	<b>34.21</b>	<b>2.61</b>	<b>120.25</b>	<b>252.47</b>
Charge for the year	-	1.40	0.51	27.05	28.96
Disposals / adjustments	-	-	-	-	-
Write off during the year	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>95.40</b>	<b>35.61</b>	<b>3.12</b>	<b>147.30</b>	<b>281.43</b>

## Net book value

	(₹ in lakhs)				
	Software	Domain name	Trademarks	Server Licence	Total
<b>As at March 31, 2025</b>	<b>-</b>	<b>4.44</b>	<b>2.01</b>	<b>45.62</b>	<b>52.07</b>
<b>As at March 31, 2024</b>	<b>-</b>	<b>5.84</b>	<b>2.52</b>	<b>72.67</b>	<b>81.03</b>

## 5. Right of use assets

	(₹ in lakhs)
	Amounts
<b>Balance as at April 01, 2023</b>	<b>352.91</b>
Reinstatement during the year	1,094.40
Depreciation impact due to reinstatement	-
Additions during the year	392.03
Disposals during the year	(72.97)
Depreciation for the year	(357.76)
<b>Balance as at March 31, 2024</b>	<b>1,408.61</b>
Reinstatement during the year	-
Depreciation impact due to reinstatement	-
Additions during the year	1,429.35
Disposals during the year*	(60.77)
Depreciation for the year	(534.92)
<b>Balance as at March 31, 2025</b>	<b>2,242.27</b>

\*The Company has terminated lease agreement for 12 offices during the year.

# Notes to Financial Statements

For the year ended March 31, 2025

## 6. Other financial assets

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Other financial assets</b>		
<b>Unsecured, considered good unless stated otherwise</b>		
Security deposits		
- considered good	399.11	243.92
- considered doubtful	-	-
	<b>399.11</b>	<b>243.92</b>
Less: Provision for doubtful deposits	-	-
	<b>399.11</b>	<b>243.92</b>
Advances recoverable in cash or kind		
- considered good	6,783.18	6,762.56
- considered doubtful	249.15	249.51
	<b>7,032.33</b>	<b>7,012.07</b>
Less: Provision for doubtful advances	(249.15)	(249.51)
	<b>6,783.18</b>	<b>6,762.56</b>
Restricted cash held in separate accounts*	1.97	1.97
Restricted cash held in separate accounts - Related parties* (refer note 34)	8,785.83	5,021.30
Margin money deposit**	-	1,643.98
Deposits with original maturity of more than 12 months with Related party (refer note 34)	-	5,713.38
Recoverable from related parties (refer note 34)	2,550.61	4,582.47
Interest accrued on Fixed Deposits	7.49	-
<b>Total Other financial assets</b>	<b>18,528.19</b>	<b>23,969.58</b>
Current	18,142.94	16,404.06
Non-current	385.25	7,565.52
<b>Total other financial assets</b>	<b>18,528.19</b>	<b>23,969.58</b>

\* Pursuant to Reserve Bank of India notification dated November 24, 2009 the Company acts as an 'Intermediaries' and has accordingly received the said amount in its nodal bank account. From this nodal bank account, the Company has transferred the respective amount to the merchants. Balance lying in this nodal bank account as at March 31, 2025 & March 31, 2024 is disclosed as 'Restricted Cash held in separate accounts' & 'Restricted cash held in separate accounts - Related parties' (Refer note 34) in the financial statements.

\*\* Margin money deposits with a carrying amount of March 31, 2025 ₹ Nil (March 31, 2024 : ₹ 1,643.98 lakhs) are given to secure OD facility from Axis Bank. (Refer note 34)

## 7. Other assets

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Other assets</b>		
Prepayments	562.93	356.51
<b>Total other assets</b>	<b>562.93</b>	<b>356.51</b>
Current	561.81	351.91
Non-current	1.12	4.60
<b>Total other assets</b>	<b>562.93</b>	<b>356.51</b>



# Notes to Financial Statements

For the year ended March 31, 2025

## 8. Investments

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Investments</b>		
<b>Investments at fair value through profit &amp; loss (fully paid)</b>		
<b>Unquoted mutual funds</b>		
4,721 (March 31, 2024 : 141,417) units of Axis liquid Fund	136.12	3,795.25
17,653 (March 31, 2024 : 262,398) units of Axis overnight fund	238.52	3,323.44
<b>Total investments at fair value through profit &amp; loss</b>	<b>374.64</b>	<b>7,118.69</b>
<b>Total investments</b>	<b>374.64</b>	<b>7,118.69</b>
Current	374.64	7,118.69
Non-current	-	-
<b>Total investments</b>	<b>374.64</b>	<b>7,118.69</b>

## 9. Trade receivables

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Trade receivables</b>		
Trade receivables	17.90	11.06
Trade receivables - related parties (refer note 34)	4,738.73	4,607.79
<b>Total trade receivables</b>	<b>4,756.63</b>	<b>4,618.85</b>
<b>Breakup for Trade receivables</b>		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	4,756.63	4,618.85
<b>Total</b>	<b>4,756.63</b>	<b>4,618.85</b>
Current	4,756.63	4,618.85
Non-current	-	-
<b>Total trade receivable</b>	<b>4,756.63</b>	<b>4,618.85</b>



# Notes to Financial Statements

For the year ended March 31, 2025

## Ageing of Trade receivables as at March 31, 2025

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not Due	Less than 6 Months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	3,169.28	104.97	1,482.38	-	-	-	-	4,756.63
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

## Ageing of Trade receivables as at March 31, 2024

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not Due	Less than 6 Months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,198.01	3,289.64	107.08	24.12	-	-	-	4,618.85
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

Trade receivables are non-interest bearing and are generally on terms of 15 to 90 days. For terms and conditions relating to related party receivables (refer note 34).



# Notes to Financial Statements

For the year ended March 31, 2025

## 10. Cash and cash equivalents

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Cash and cash equivalents</b>		
Balances with banks:		
– On current accounts	324.34	291.46
– On current accounts with related parties (refer note 34)	6,396.26	7,999.92
<b>Total cash and cash equivalents</b>	<b>6,720.60</b>	<b>8,291.38</b>
Current	6,720.60	8,291.38
Non-current	-	-
<b>Total cash and cash equivalents</b>	<b>6,720.60</b>	<b>8,291.38</b>

## 11. Bank balances other than above

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
Deposits with original maturity of more than 3 months but less than 12 months with Related party (refer note 34)	3,652.97	19.09
Margin money deposit with related Related party ( refer note 34)*	3,104.51	1,252.89
Margin money deposit*	424.91	107.89
	<b>7,182.39</b>	<b>1,379.87</b>

\* Margin money deposits with a carrying amount of ₹ 3,104.51 lakhs (March 31, 2024 : ₹ 1,252.89 lakhs) are given to secure corporate credit card limit and overdraft facility from Axis bank. Further ₹ 424.91 lakhs for March 31, 2025, (March 31, 2024 : 107.89 lakhs) are given to secure overdraft facility from SBI bank and payment gateway services from HDFC Bank. (Refer note 34)

## 12. Income tax

The major components of income tax expense for the years ended March 31, 2025 and March 31, 2024 are:

	(₹ in lakhs)	
Statement of Profit & Loss	For the year ended March 31, 2025	For year ended March 31, 2024
<b>Current income tax:</b>		
Current income tax charge	-	1,547.43
Current income tax charge - relating to earlier years	16.93	-
Deferred tax charge	(1,335.38)	1,150.90
<b>Income tax expense reported in the statement of profit and Loss</b>	<b>(1,318.45)</b>	<b>2,698.33</b>
<b>OCI section</b>		
Deferred tax related to items recognised in other comprehensive income during the year		
Net (loss) / gain on remeasurements of defined benefit plans	(48.08)	(19.63)
<b>Tax charged to other comprehensive income</b>	<b>(48.08)</b>	<b>(19.63)</b>

The Major Components of deferred tax assets and liabilities are as followed.

In view of the reasonable certainty of future taxable income, the Company has recognised deferred tax assets.

# Notes to Financial Statements

For the year ended March 31, 2025

The deferred tax and current tax have been computed at 25.17%.

(₹ in lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	1,904.22	520.76
Deferred tax liabilities	-	-
	<b>1,904.22</b>	<b>520.76</b>

(₹ in lakhs)				
Movement in deferred tax balances:	Recognised in balance sheet		Recognised in statement of profit and loss	
	As at March 31, 2025	As at March 31, 2024	For year ended March 31, 2025	For year ended March 31, 2024
Difference in carrying values of property, plant & equipment and intangible assets	152.20	152.21	(0.01)	5.97
Provision for Leave encashment	160.53	131.24	29.29	12.54
Provision for Gratuity	209.02	134.79	74.23	28.59
Losses available for offsetting against future taxable income	1,264.82	-	1,264.82	(1,182.48)
Fair valuation of Investments in mutual funds	(0.92)	(4.80)	3.88	1.07
Fair valuation of Security deposits	21.63	13.25	8.38	9.11
Impact of Ind AS 116 - Leases	30.73	10.00	20.73	0.50
Others	66.21	84.07	(17.86)	(6.57)
<b>Deferred tax charge</b>			<b>1,383.46</b>	<b>(1,131.27)</b>
<b>Net deferred tax assets</b>	<b>1,904.22</b>	<b>520.76</b>		

## 13. (a) Share capital

(₹ in lakhs)		
	As at March 31, 2025	As at March 31, 2024
<b>Authorized shares</b>		
4,006,010,000 (March 31, 2024: 4,006,010,000) equity shares of ₹ 10 each	400,601.00	400,601.00
<b>Issued, subscribed and fully paid-up shares</b>		
1,763,697,829 (March 31, 2024: 1,763,697,829) equity shares of ₹ 10 each fully paid-up	176,369.78	176,369.78
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>176,369.78</b>	<b>176,369.78</b>

### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

#### Equity shares

(₹ in lakhs)				
	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	1,763,697,829	176,369.78	1,763,697,829	176,369.78
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>1,763,697,829</b>	<b>176,369.78</b>	<b>1,763,697,829</b>	<b>176,369.78</b>



# Notes to Financial Statements

For the year ended March 31, 2025

## (b) Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (c) Shares held by holding

Out of equity shares issued by the Company, shares held by its holding Company, ultimate Holding Company and their subsidiaries / associates are as below:

	As at March 31, 2025	As at March 31, 2024
Axis Bank Limited, Holding Company and their nominees 1,763,697,829 (March 31, 2024 : 1,763,697,829) equity shares of ₹ 10 each fully paid-up (refer note 34)	1,763,697,829	1,763,697,829

## (d) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Holding percentage	No. of shares	Holding percentage
Axis Bank Limited, Holding Company and their nominees	1,763,697,829	100.00%	1,763,697,829	100.00%

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

## (e) Shares held by promoters

Promoter Name	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of total shares	No. of shares	% of total shares
Axis Bank Limited, Holding Company and their nominees	1,763,697,829	100%	1,763,697,829	100%

# Notes to Financial Statements

For the year ended March 31, 2025

## 13 (b) Other Equity

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>(i) Amalgamation adjustment reserve</b>		
Opening balance	(50,296.52)	(50,296.52)
Addition during the year	-	-
<b>Closing balance (A)</b>	<b>(50,296.52)</b>	<b>(50,296.52)</b>
<b>(ii) Securities premium</b>		
Opening balance	34,697.36	34,697.36
Addition during the year	-	-
<b>Closing balance (B)</b>	<b>34,697.36</b>	<b>34,697.36</b>
<b>(iii) Retained earnings</b>		
Opening balance	(121,837.97)	(129,700.43)
Add : (Loss) / Profit for the year	(4,159.05)	7,920.80
Add : Re-measurement (Loss) / Gain on defined benefit plans	(142.95)	(58.34)
<b>Closing balance (C)</b>	<b>(126,139.97)</b>	<b>(121,837.97)</b>
<b>(iv) Contribution to equity from Holding Company</b>		
Opening balance	197.20	197.20
Add : Share based compensation (refer note 24 and 35)	-	-
<b>Closing balance (D)</b>	<b>197.20</b>	<b>197.20</b>
<b>Total other equity (A+B+C+D)</b>	<b>(141,541.93)</b>	<b>(137,239.93)</b>

### Nature and purpose of reserves

#### (i) Amalgamation adjustment reserve

Amalgamation adjustment reserve represent net loss on account of amalgamation of Accelyst Solutions Pvt. Ltd (ASPL), a wholly owned subsidiary of Axis Bank Limited, into and with the Company. This reserve will be utilised in accordance with the provisions of the Companies Act.

#### (ii) Securities premium

Securities premium is used to record the premium on issue of shares. This reserve will be utilised in accordance with the provisions of the Companies Act.

#### (iii) Retained earnings

Retained earnings are the (loss) / profits that the Company has earned/incurred till date.

Retained earnings includes re-measurement (loss) /gain on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss. Retained earnings is a free reserve available to the Company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

#### (iv) Contribution to equity by Holding Company

These reserves represent the notional investment by Holding Company by way of granting shares under Employee Stock Option plans of the Holding Company to the employees of the Company. This reserve will be utilised in accordance with the provisions of the Companies Act.



# Notes to Financial Statements

For the year ended March 31, 2025

## 14. Lease liabilities

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Opening Balance</b>	1,448.35	390.67
Reinstatement during the year	-	1,050.00
Additions during the year	1,376.32	381.69
Disposals during the year*	(59.21)	(72.98)
Finance cost accrued during the year	239.35	125.60
Payment of lease liabilities	(640.52)	(426.63)
<b>Closing Balance</b>	<b>2,364.29</b>	<b>1,448.35</b>
Current	609.14	340.17
Non-current	1,755.15	1,108.18
<b>Total other financial liabilities</b>	<b>2,364.29</b>	<b>1,448.35</b>

\*The Company has terminated lease agreement for 12 offices during the year.

## 15. Net employee defined benefits obligations

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
Provision for gratuity	830.49	507.21
Provision for compensated absences	637.82	521.44
<b>Total net employee defined benefit obligations</b>	<b>1,468.31</b>	<b>1,028.65</b>
Current	788.62	621.59
Non-current	679.69	407.06
<b>Total net employee defined benefit obligations</b>	<b>1,468.31</b>	<b>1,028.65</b>

In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment of amounts that are based on salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The following tables summarises the components of net benefit expense recognised in the income statement and the funded status and amounts recognised in the balance sheet for the plan:

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
Current Service cost	125.32	93.62
Interest cost on benefit obligation	32.64	26.26
<b>Net benefit expense</b>	<b>157.96</b>	<b>119.88</b>

# Notes to Financial Statements

For the year ended March 31, 2025

## Changes in the present value of the defined benefit obligation are as follows :

	(₹ in lakhs)
<b>Defined benefit obligation at April 01, 2023</b>	<b>421.98</b>
Current Service cost	93.62
Past Service cost	-
Interest cost on benefit obligation	26.26
Benefits paid	(107.37)
Acquisition	(5.25)
Actuarial gains / (losses) on obligation	77.97
<b>Defined benefit obligation at March 31, 2024</b>	<b>507.21</b>
Current Service cost	125.32
Past Service cost	-
Interest cost on benefit obligation	32.64
Benefits paid	(16.65)
Acquisition	(9.06)
Actuarial gains / (losses) on obligation	191.03
<b>Defined benefit obligation at March 31, 2025</b>	<b>830.49</b>

The principal actuarial assumptions used in determining gratuity benefit obligations for the Company's plans are shown below:

	As at March 31, 2025	As at March 31, 2024
Discount rate	6.59%	7.14%
Salary escalation rate	8.50%	8.00%
Withdrawal rate	30%	35%

## Sensitivity Analysis

The Company regularly assesses these assumptions with the projected long term plans and prevalent industry standards.

The impact of sensitivity due to change in the significant actuarial assumptions on the defined benefit obligations is given in the table below:

		As at March 31, 2025	As at March 31, 2024
	Change in Assumption	Gratuity	
Discount rate	1.00%	802.55	492.18
	-1.00%	860.40	523.15
Salary Increase rate	1.00%	860.15	523.81
	-1.00%	802.01	491.12

The above sensitivity analysis is determined based on a method that extrapolates the impact on the net defined benefit obligations, as a result of reasonable possible changes in the significant actuarial assumptions. Further, the above sensitivity analysis is based on a reasonably possible change in a particular underlying actuarial assumption, while assuming all other assumptions to be constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.



# Notes to Financial Statements

For the year ended March 31, 2025

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**The table below summarises the maturity profile of the Company's gratuity liability:**

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
Within one year	150.80	100.15
Between one and three years	307.61	206.04
Between three and five years	258.05	169.21
Above five years	358.48	171.28
Weighted average duration (in years)	3.32	2.85

## 16. Trade and other payables

	(₹ in lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprise	3.33	4.41
Total outstanding dues of creditors other than micro enterprises and small enterprise	535.72	1,011.18
<b>Total trade payable</b>	<b>539.05</b>	<b>1,015.59</b>
Trade creditors	27.30	118.93
Accrued Expense	511.75	896.66
<b>Total trade payable</b>	<b>539.05</b>	<b>1,015.59</b>
Trade payables	539.05	1,015.59
Trade payables - related parties (refer note 34)	-	-
<b>Total trade payable</b>	<b>539.05</b>	<b>1,015.59</b>
<b>Other payables</b>		
Accrued salaries and benefits	1,090.00	1,298.56
Payable to creditors for capital goods	9.01	-
Payable to related parties (refer note 34)	171.34	1,663.59
Payable to merchants	3,198.79	2,620.08
Other payables	8.85	57.45
<b>Total other payables</b>	<b>4,477.99</b>	<b>5,639.68</b>
<b>Total trade and other payables</b>	<b>5,017.04</b>	<b>6,655.27</b>
Current	5,017.04	6,655.27
Non-current	-	-
<b>Total trade and other payables</b>	<b>5,017.04</b>	<b>6,655.27</b>



# Notes to Financial Statements

For the year ended March 31, 2025

## Ageing of Trade payables as at March 31, 2025

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Provisions	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	3.33	-	-	-	-	3.33
(ii) Others	511.75	23.97	-	-	-	-	535.72
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-

## Ageing of Trade payables as at March 31, 2024

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Provisions	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	2.35	2.06	-	-	-	4.41
(ii) Others	896.66	113.62	0.90	-	-	-	1,011.18
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-

## 17. Other current liabilities

(₹ in lakhs)

	As at March 31, 2025	As at March 31, 2024
Statutory liabilities payable	535.13	1,277.44
<b>Total other current liabilities</b>	<b>535.13</b>	<b>1,277.44</b>
Current	535.13	1,277.44
Non-current	-	-
<b>Total other current liabilities</b>	<b>535.13</b>	<b>1,277.44</b>

## 18. Other financial liabilities

(₹ in lakhs)

	As at March 31, 2025	As at March 31, 2024
<b>Other financial liabilities</b>		
Other payables to aggregators	278.17	489.95
<b>Total other financial liabilities</b>	<b>278.17</b>	<b>489.95</b>



# Notes to Financial Statements

For the year ended March 31, 2025

## 19. Revenue from contracts with customers

### Disaggregated revenue information

	(₹ in lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from commission fees	11,078.36	3,878.78
Revenue from commission fees - related party (refer note 34)	3,210.61	736.21
Revenue from business support fees (refer note 34)	625.17	16,343.86
Revenue from TSP fees (refer note 34)	14,553.95	17,339.58
Other operating revenue	268.03	7,089.30
<b>Total revenue from contracts with customers</b>	<b>29,736.12</b>	<b>45,387.73</b>
India	29,736.12	45,387.73
Outside India	-	-
<b>Total revenue from contracts with customers</b>	<b>29,736.12</b>	<b>45,387.73</b>
<b>Timing of revenue recognition</b>		
Services transferred over time	15,179.12	33,683.44
Services transferred at a point in time	14,557.00	11,704.29
<b>Total revenue from contracts with customers</b>	<b>29,736.12</b>	<b>45,387.73</b>
<b>Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price</b>		
Revenue as per contracted price	29,736.12	45,387.73
<b>Revenue from contract with customers</b>	<b>29,736.12</b>	<b>45,387.73</b>

## 20. Other income

	(₹ in lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Liabilities no longer required written back	77.10	59.75
Other non - operating income	25.23	1.59
Other non - operating income - related party (refer note 34)	97.64	-
<b>Total other income</b>	<b>199.97</b>	<b>61.34</b>

## 21. Finance income

	(₹ in lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on bank deposits (refer note 34)	523.04	491.58
Interest on income tax refund	51.91	35.03
Unwinding of discount on financial assets at amortised cost	18.75	16.44
Realised Gain on sale of current investments (net)	691.37	564.33
<b>Total finance income</b>	<b>1,285.07</b>	<b>1,107.38</b>

# Notes to Financial Statements

For the year ended March 31, 2025

## 22. Service charges

		(₹ in lakhs)
	For the year ended March 31, 2025	For the year ended March 31, 2024
Payment gateway charges	1,354.30	5,881.71
Payment gateway charges - related party (refer note 34)	8,762.67	2,365.95
Web Hosting and Other charges	1,433.94	1,534.17
<b>Total service charges</b>	<b>11,550.91</b>	<b>9,781.83</b>

## 23. Advertisement and publicity expenses

		(₹ in lakhs)
	For the year ended March 31, 2025	For the year ended March 31, 2024
Advertisement and other expenses	572.56	4,499.86
<b>Total advertisement and publicity expenses</b>	<b>572.56</b>	<b>4,499.86</b>

## 24. Employee benefits expense

		(₹ in lakhs)
	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	18,813.59	15,804.68
Contribution to provident and other fund	807.57	599.54
Gratuity expense (refer note 15)	157.96	119.88
Employee stock option scheme (refer note 34 and 35)	218.02	244.20
Staff welfare expenses	267.42	371.57
<b>Total employee benefit expenses</b>	<b>20,264.56</b>	<b>17,139.87</b>

## 25. Depreciation expense

		(₹ in lakhs)
	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment (refer note 3)	417.37	422.11
Amortisation of intangible assets (refer note 4)	28.96	33.48
Depreciation of right of use asset (refer note 5)	534.92	357.76
<b>Total depreciation expense</b>	<b>981.25</b>	<b>813.35</b>

## 26. Finance costs

		(₹ in lakhs)
	For the year ended March 31, 2025	For the year ended March 31, 2024
Finance charges on leases	239.35	125.60
Bank charges (refer note 34)	7.09	1.11
Mark to market loss on current investments	15.42	4.26
<b>Total finance costs</b>	<b>261.86</b>	<b>130.97</b>



# Notes to Financial Statements

For the year ended March 31, 2025

## 27. Other expenses

		(₹ in lakhs)
	For the year ended March 31, 2025	For the year ended March 31, 2024
Power and fuel	41.24	37.58
Rent	15.93	18.60
Bad debt	73.25	27.50
Provision for Doubtful Debts	(84.89)	(28.78)
Payment to auditor (Refer note A below)	16.17	24.72
CSR Expenses ( Refer note B below)	136.80	102.12
Legal and professional fees	1,107.27	1,314.10
Rates and taxes	8.46	17.07
Repairs and maintenance		
- Building	81.90	63.93
- Others	23.12	20.90
Traveling and conveyance	354.96	263.76
Software expenses	897.04	1,187.37
Collection Agency Commission	(45.57)	216.73
Loss on sale / write off of property plant and equipment	0.42	18.13
Loss on impairment of property plant and equipment	3.24	6.04
Recruitment expenses	139.18	33.44
Foreign exchange loss	2.12	3.88
Loss due to technical configuration issues	33.89	9.12
Administrative & miscellaneous expenses	262.99	235.23
<b>Total other expenses</b>	<b>3,067.52</b>	<b>3,571.44</b>

### A. Payment to Auditors\*

		(₹ in lakhs)
	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>As auditor:</b>		
Audit fee	12.50	19.50
Tax audit fee	0.75	1.00
Limited Review	1.75	3.00
Certification fees	0.25	-
Out of pocket expenses	0.92	1.22
	<b>16.17</b>	<b>24.72</b>

\* Excluding taxes

# Notes to Financial Statements

For the year ended March 31, 2025

## B. Details of CSR expenditure:

		(₹ in lakhs)	
		For the year ended March 31, 2025	For the year ended March 31, 2024
a.	Gross amount required to be spent by the Company during the year	136.80	102.12
b.	Amount approved by the Board to be spent during the year	136.80	102.12
		Amount paid	Amount yet to be paid
c.	Amount spent during the year ending on March 31, 2025:		
-	Sustainable Livelihood	136.80	-
d.	Amount spent during the year ending on March 31, 2024:		
-	Sustainable Livelihood	102.12	-
		For the year ended March 31, 2025	For the year ended March 31, 2024
e. i.	Details related to spent obligations		
i)	Contribution to Axis Bank Foundation for Sustainable Livelihood Program	136.80	102.12
ii.	Details related to unspent obligations	-	-

## 28. Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

	(₹ in lakhs)			
	Carrying Value		Fair Value	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Financial assets				
Investments at fair value through profit & loss	374.64	7,118.69	374.64	7,118.69
Other financial assets	18,528.19	23,969.58	18,528.19	23,969.58
Total	18,902.83	31,088.27	18,902.83	31,088.27
Financial liabilities				
Other financial liabilities	278.17	489.95	278.17	489.95
Total	278.17	489.95	278.17	489.95

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables, other payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities 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 following methods and assumptions were used to estimate the fair values:

- Long-term receivables are evaluated by the Company based on parameters such as interest rates, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.



# Notes to Financial Statements

For the year ended March 31, 2025

- (b) The financial instruments in the nature of investment in mutual funds which are recognised at Fair Value are categorised as Level 1 within the fair value hierarchy, as the Quoted prices (unadjusted) being available in active markets for identical assets.

**29.** The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include, liquidity risk and market risk. The Board provides independent oversight to the effectiveness of the risk management process.

The following sections provide details regarding the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

## **a) Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including investment securities, cash and short-term deposits), the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Company trades only with recognised and creditworthy third parties. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

### *Excessive risk concentration*

Concentration arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

### *Exposure to credit risk*

The Company's maximum exposure to credit risk for the components of the statement of financial position as of March 31, 2025 and March 31, 2024 is the carrying amounts as disclosed in note 9 (Trade receivables).

### *Financial assets that are neither past due nor impaired*

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Company. Cash and short-term deposits and investment securities that are neither past due nor impaired are placed with reputable financial institutions or companies with high credit ratings and no history of default.

### *Financial assets that are either past due or impaired*

Information regarding financial assets that are either past due or impaired is disclosed in note 9 (Trade receivables).

# Notes to Financial Statements

For the year ended March 31, 2025

## b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company maintains a balance between continuity of funding and flexibility.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Access to sources of funding is sufficiently available.

## c) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.

## 30. Earnings per share (EPS)

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

Diluted EPS amounts are calculated by dividing the (loss) / profit attributable to equity holders of the Company 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:

	As at March 31, 2025	As at March 31, 2024
(Loss)/Profit for the year attributable to equity share holders of the Company (₹ in lakhs) (A)	(4,302.00)	7,862.46
Weighted average number of equity shares in calculating basic EPS (Nos) (B)	1,763,697,829	1,763,697,829
Basic earning per equity share (₹) (A/B)	(0.24)	0.45
Weighted average number of equity shares in calculating diluted EPS (Nos) (C)	1,763,697,829	1,763,697,829
Diluted earning per equity share (₹) (A/C)	(0.24)	0.45

## 31. Segment information

The Company's primary business is to provide, promote, develop, design, set-up, maintain, operate, market and carry on the business of all types of physical, electronic and virtual payment system services, e-wallets, mobile wallets, pre-paid instruments, whether open, closed, semi-closed, cash card, payment gateways service. The Company also owns and operates a web and mobile based recharge platform called Freecharge which enables users to recharge mobile talktime, pay mobile bills, utility bills, data cards, direct to home (DTH) recharge and metro bills etc. It also provides Business Correspondent (BC) and Technology Services (TSP) to Axis Bank. The Chief Operating Decision Makers of the Company review all these aforementioned services under technology enable services either to its customers or to the Holding Company and hence do not identify any separate reportable business or geographical segments to be disclosed as per notified Ind AS - 108 "Operating Segments".



# Notes to Financial Statements

For the year ended March 31, 2025

## 32. Commitments and contingencies

### a. Contingent liabilities

Contingent liabilities as at March 31, 2025 : ₹ 3,547.94 lakhs (March 31, 2024 : ₹ 3,547.94 lakhs)

In the case of Delhi Towers Ltd v. Government of the National Capital Territory of Delhi (2009), the High Court has held that schemes of amalgamation would qualify as conveyances and would attract stamp duty under Entry 23 of Schedule 1A of the Stamp Act, 1899 as applicable to Delhi. In the judgement, the court also discussed notification dated December 25, 1937. As per notification dated December 25, 1937 the Central Govt. granted exemption from payment of stamp duty on amalgamation scheme where the transfer takes place between two subsidiary companies of each of which not less than 90 per cent of the share capital is in the beneficial ownership of a common parent company provided that a certificate is obtained from the officer appointed in this behalf by the Chief Commissioner of Delhi that the conditions above prescribed are fulfilled.

The Company had applied for adjudication on May 04, 2021 to Collector of Stamp. Collector of Stamp vide order F. No. COS(DC)/NDD/2021/782 dated May 26, 2022, imposed on the Company (i) an amount of ₹ 3,547.94 Lakhs as stamp duty under Article 23 of Schedule 1-A of the Stamp Act and (ii) an additional amount of ₹ 3,547.94 Lakhs as penalty without providing any justification for imposing such penalty and directed the Company to pay the total sum of ₹ 7,095.88 Lakhs within 30 days. The copy of said order was received by Company on July 19, 2022. The Company filed a Writ Petition before Delhi High Court against the said order of Collector of Stamp. High Court vide an Interim order dated Aug 22, 2022 directed Collector of Stamp not to initiate any recovery proceedings till the next date of hearing. Next date of hearing is on July 21, 2025.

### b. Capital commitments and other commitments

At March 31, 2025, the Company has commitments of ₹ 71.64 lakhs (March 31, 2024 : ₹ 59.95 lakhs) net of advances relating to capital contracts.

## 33. Amounts due to micro and small enterprises under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 based on the information available with the Company:

(₹ in lakhs)		
	As at March 31, 2025	As at March 31, 2024
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	3.33	4.41
b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-



# Notes to Financial Statements

For the year ended March 31, 2025

## 34. Related party disclosures

### a) Names of related parties where control exists and/or with whom transactions have taken place

Holding Company	Axis Bank Limited
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### b) Names of subsidiary with whom transactions have taken place

Fellow Subsidiary	Axis Securities Limited
	Axis Finance limited
	Axis Asset Management Company Limited
	Freecharge Business and Technology Services Limited

### c) Names of other related parties with whom transactions have taken place

Key management personnel (KMP)	Mr. Mohit Jain, Director (Managing Director w.e.f. April 1, 2023 to December 31, 2023 and Director w.e.f. January 1, 2024)
	Mr. Balaji Narayanamurthy, Director w.e.f. September 18, 2023
	Mr. Sameer Bhujanga Shetty, Director
	Mr. Subrat Mohanty, Director
	Mr. Sumit Bhatnagar, Chief Executive Officer (w.e.f. December 20, 2023)
	Mr. Rahul Vermani, Chief Financial Officer (till December 15, 2023)
	Mr. Prasenjit Saha, Chief Financial Officer (w.e.f. December 16, 2023)
	Mr. Samarth Govila, Company Secretary

## Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant year:

	From April 1, 2024 to March 31, 2025			From April 1, 2023 to March 31, 2024		
	Holding Company	Fellow Subsidiary	Key management personnel	Holding Company	Fellow Subsidiary	Key management personnel
<b>Transactions during the year</b>						
<b>Revenue from contracts with customers (refer note 19)</b>						
Axis Bank Limited	18,376.13	-	-	34,365.87	-	-
Axis Securities Limited	-	-	-	-	1.22	-
Axis Asset Management Company Limited	-	-	-	-	51.66	-
Axis Finance limited	-	-	-	-	0.98	-
<b>Other Non Operating Income (refer note 19)</b>						
Freecharge Business and Technology Services Limited	-	97.64	-	-	-	-
<b>Finance income (refer note 21)</b>						
Axis Bank Limited	508.35	-	-	484.35	-	-

(₹ in lakhs)



# Notes to Financial Statements

For the year ended March 31, 2025

## Related party disclosures (Cont.)

(₹ in lakhs)

	From April 1, 2024 to March 31, 2025			From April 1, 2023 to March 31, 2024		
	Holding Company	Fellow Subsidiary	Key management personnel	Holding Company	Fellow Subsidiary	Key management personnel
<b>Rent (refer note 27)</b>						
Axis Bank Limited	0.13	-	-	2.47	-	-
<b>Finance costs (refer note 26)</b>						
Axis Bank Limited	7.06	-	-	1.05	-	-
<b>Advertisement and publicity expenses (net) (refer note 23)</b>						
Axis Bank Limited	-	-	-	-	-	-
<b>Payment gateway charges (refer note 22)</b>						
Axis Bank Limited	8,762.67	-	-	2,365.95	-	-
<b>Reimbursement of expenses by related party</b>						
Axis Bank Limited	(1.77)	-	-	(14.93)	-	-
<b>Reimbursement of expenses to related party</b>						
Axis Bank Limited	26.14	-	-	14.68	-	-
<b>Employee stock option scheme related expense (refer note 24)</b>						
Axis Bank Limited	218.02	-	-	244.20	-	-
<b>Employee benefits expense</b>						
Cross charged salary to FBTSL (refer no 24)	-	(33.42)	-	-	-	-
<b>Other expenses</b>						
Axis Bank Limited	5.75	-	-	62.81	-	-
<b>Salary, bonus and contribution to PF #</b>	-	-	399.22	-	-	405.64

# Remuneration and other benefits of key managerial persons does not includes the provisions made for gratuity and leave benefits, as they are determined on an accrued basis for the Company as a whole.

# Notes to Financial Statements

For the year ended March 31, 2025

## Related party disclosures (Cont.)

### Terms and Conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

(₹ in lakhs)

	As at March 31, 2025			As at March 31, 2024		
	Holding Company	Fellow Subsidiary	Key management personnel	Holding Company	Fellow Subsidiary	Key management personnel
<b>Balance as at the year end:</b>						
<b>Equity Share Capital (refer note 13)</b>						
Axis Bank Limited Holding Company and their nominees	176,369.78	-	-	176,369.78	-	-
<b>Deemed Capital Contribution (ESOP)</b>						
Axis Bank Limited	197.20	-	-	197.20	-	-
<b>Share premium on issue of shares (refer note 13)</b>						
Axis Bank Limited Holding Company and their nominees	34,697.36	-	-	34,697.36	-	-
<b>Trade receivables (refer note 9)</b>						
Axis Bank Limited	4,738.73	-	-	4,607.79	-	-
<b>Trade Payables (refer note 16)</b>						
Axis Bank Limited	-	-	-	-	-	-
<b>Other Payables (refer note 16)</b>						
Axis Bank Limited	171.34	-	-	1,663.59	-	-
<b>Other financial liabilities (refer note 18)</b>						
Axis Bank Limited	-	-	-	-	-	-
<b>Other financial asset (refer note 6)</b>						
Axis Bank Limited	11,330.59	-	-	16,961.13	-	-
Freecharge Business and Technology Services Limited	-	5.85	-	-	-	-
<b>Bank balances other than above (refer note 11)</b>						
Axis Bank Limited	6,757.48	-	-	1,271.98	-	-
<b>Cash and cash equivalents (refer note 10)</b>						
Axis Bank Limited	6,396.26	-	-	7,999.92	-	-

## 35. Employee stock option plan

The Holding Company provides share-based payment schemes to employees of the Company and its subsidiaries. During the year ended March 31, 2025, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and grant are as below.

Since the financial year 2000-01, the Holding Company has formulated and adopted Employee Stock Option Schemes (ESOS) for the benefit of the eligible Employees of the Bank and that of its subsidiary companies, in terms of the



# Notes to Financial Statements

For the year ended March 31, 2025

Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended. The objective of the said ESOS is to enhance employee motivation, enable employees to participate, directly or indirectly, in the long-term growth and financial success of the Holding Company, to act as a retention mechanism by enabling employee participation in the business of the Bank as its active stakeholder and to usher an 'ownermanager' culture.

The net compensation expense arising from equity settled share based payment transaction is March 31, 2025 ₹ 218.02 lakhs (March 31, 2024 ₹ 244.20 lakhs)

The relevant terms of the grant are as below:

Vesting period	3 years
Exercise period	0-5 Years
Exercise price (₹ /-)	₹ 488.35 - ₹ 1,063.25

The details of activity under the ESOS Scheme 2000-01 is as follows:

	As at March 31, 2025		As at March 31, 2024	
	No. of options*	Weighted average exercise price	No. of options*	Weighted average exercise price
Outstanding at the beginning of the year	81,274	710.28	128,499	688.97
Granted during the year	12,350	1,063.25	77,211	848.80
Transfer from group company	-	-	51,000	726.01
Forfeited during the year	1,402	725.90	23,046	747.98
Lapsed during the year	-	-	6,530	653.27
Exercised during the year	18,502	648.29	23,849	636.40
Transfer to group company	-	-	122,011	792.44
Outstanding at the end of the year	<b>73,720</b>	<b>784.67</b>	<b>81,274</b>	<b>710.28</b>
Exercisable at the end of the year	<b>58,540</b>	<b>722.80</b>	<b>55,722</b>	<b>692.19</b>

The holding company also issued Restricted Stock Unit (RSU) to eligible employees of the Bank and that of its subsidiary companies. The relevant term of grant is as follow:

Vesting period	3 years
Exercise period	0-5 Years
Exercise price (₹ /-)	₹ 2.00

RSU	As at March 31, 2025		As at March 31, 2024	
	No. of options*	Weighted average exercise price	No. of options*	Weighted average exercise price
Outstanding at the beginning of the year	18,405	2.00	-	-
Granted during the year	25,601	2.00	23,005	2.00
Transfer from group company	-	-	-	-
Forfeited during the year	3,029	2.00	3,532	2.00
Lapsed during the year	-	-	-	-
Exercised during the year	2,478	2.00	-	-
Transfer to group company	-	-	1,068	2.00
Outstanding at the end of the year	<b>38,499</b>	<b>2.00</b>	<b>18,405</b>	<b>2.00</b>
Exercisable at the end of the year	<b>7,532</b>	<b>2.00</b>	<b>5,522</b>	<b>2.00</b>

\*includes the options granted to employees prior to their transfer to the Company from other group companies.

# Notes to Financial Statements

For the year ended March 31, 2025

## 36. Expenditure in foreign currency (on accrual basis)

	(₹ in lakhs)	
	For year ended March 31, 2025	For year ended March 31, 2024
Expenditure:		
Software expenses	107.05	184.72
Advertisement and other expenses	0.71	112.75
Hosting charges	51.25	51.27
Other expenses	8.30	8.64
<b>Total</b>	<b>167.31</b>	<b>357.38</b>

There were no earnings in foreign currency during current and previous year.

## 37. Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at the reporting date

Particulars	Amount
Unhedged foreign currency payable	As at March 31, 2025 : Nil
	As at March 31, 2024 : Nil

## 38. Disclosure of Struck off Companies

There are no amount payable or receivable with respect to any company which has been struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

## 39. Freecharge amongst other businesses is providing Payment Services in line with the extant of Business Correspondent ("BC") guidelines. Pursuant to Guidelines on Regulation of Payment Aggregators and Payment Gateways' (the "Guidelines") on Regulation of Payment Aggregator ("PA") issued by Reserve Bank of India ("RBI") in March 2020 requiring authorisation for carrying out PA activities, Freecharge applied for a PA license in September 2021 for its online payments business.

On February 10, 2023, RBI returned the said PA application citing that Payment Aggregation activities are outside the scope of a BC in terms of Para 8 (D) of Master Circular of Branch Authorisation dated June 01, 2014 and advised the Company to submit fresh application within 120 days i.e. by June 10, 2023 and not to onboard any new online merchants. The Company has accordingly stopped onboarding new online merchant but continues to onboard offline merchants and provide PA services to all existing merchants. However, this does not impact existing PA operations (Online and offline) or other businesses of the Company.

The Company has re-submitted the application on June 6, 2023, and same is under process as per status of PA applications published by RBI.



# Notes to Financial Statements

For the year ended March 31, 2025

## 40. Ratio Analysis

Particulars	Numerator	Denominator	Numerator		Denominator		Ratio		% Variance	Reason for variance
			March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024		
(a) Current ratio	Current assets	Current liabilities	38,951.51	39,673.48	7,228.10	9,384.42	5.39	4.23	27%	Due to increase in merchant business
(b) Debt-equity ratio	Total debt	Shareholder's equity	2,364.29	1,448.35	34,827.85	39,129.85	0.07	0.04	83%	Due to increase in lease assets arrangement during the year.
(c) Debt service coverage ratio	Earnings available for debt service	Debt service	(4,237.82)	11,586.51	640.52	426.63	-6.62	27.16	-124%	Due to decrease in operational earnings*
(d) Return on equity ratio	Net profits after taxes	Average shareholder's equity	(4,159.05)	7,920.80	36,978.85	35,198.62	-0.11	0.23	-150%	Due to decrease in operational earnings*
(e) Inventory turnover ratio	Cost of goods sold	Average inventory								
(f) Trade receivables turnover ratio	Net credit sales	Average trade receivable	18,448.05	34,524.06	4,687.74	4,543.94	3.94	7.60	-48%	Due to decrease in operational net credit sales
(g) Trade payables turnover ratio	Net credit purchases	Average trade payables	4,338.80	7,787.75	777.32	1,361.53	5.58	5.72	-2%	Not Applicable
(h) Net capital turnover ratio	Net sales	Working capital	29,736.12	45,387.73	31,723.41	30,289.06	0.94	1.50	-37%	Due to decrease in operational net credit sales
(i) Net profit ratio	Net profit after tax	Net sales	(4,159.05)	7,920.80	29,736.12	45,387.73	-0.14	0.17	-180%	Due to decrease in operational earnings*
(j) Return on capital employed	Earnings before interest and taxes	Capital employed	(5,238.15)	10,744.73	37,192.14	40,578.20	-0.14	0.26	-153%	Due to decrease in operational earnings*
(k) Return on investment	Interest (Finance Income)	Investment	675.95	560.07	374.64	7,118.69		0.08	2193%	On account of gain on redemption of mutual fund investment

(₹ in lakhs, except ratio)

# Notes to Financial Statements

For the year ended March 31, 2025

## Notes

Total Debts = Total lease liabilities

Debt Service = Interest and Lease payments

Net credit sales = Represent sales for which collections are not happened immediately.

Net credit purchases = Represent Services taken from vendors for which Company availed credit period.

Working capital = Total Current Assets - Total Current Liabilities

Capital employed = Total Equity and Total Debts

\*Major reasons for substantial deviations in the net profit due to business strategy choices, the Company has transitioned to a revenue model, rather than a cost-recovery model, effective April 1, 2024, for all services provided to Axis Bank under the business correspondence arrangement and other services (except Technology Services). Further, the Company has decided to invest its efforts in financial inclusion, requiring significant Opex investments in physical presence across various geographies. This opex investments is expected to generate long-term results, ultimately strengthening the Company's profitability in the subsequent years.

## 41. Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the Company's financial statements.

## 42. Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vi) The Company does not have any such transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.



# Notes to Financial Statements

For the year ended March 31, 2025

- 43.** The Company have Microsoft Navision accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further no instance of audit trail feature being tampered with respect of the accounting software.
- 44.** On July 17, 2024, the Board of Directors of Freecharge Payment Technologies Private Limited, has approved a Scheme of Demerger (the Scheme) for the transfer of Business Correspondence ("BC") and Technology Service Provision ("TSP") activities to Freecharge Business and Technology Services Limited, a 100% subsidiary of Axis Bank Limited. Accordingly, a joint petition under Section 230- 232 of the Companies Act, 2013 for the approval of the Scheme has been filed with the National Company Law Tribunal ("NCLT") Chandigarh bench on July 31, 2024 and the same is under process.
- 45.** Previous year figures have been regrouped / reclassified, wherever necessary, to conform to current year's classification. These are not material and do not effect the previously reported net profit or shareholders' equity.

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants

ICAI Firm Registration Number: 000038N

**Anil Kumar Aggarwal**

Partner

Membership Number : 087424

**Mohit Jain**

Director

DIN : 07945124

**Sameer Bhujanga Shetty**

Director

DIN : 08536421

**Prasenjit Saha**

Chief Financial Officer

**For and on behalf of Board of Directors of  
Freecharge Payment Technologies Private Limited**

**Sumit Bhatnagar**

Chief Executive Officer

**Samarth Govila**

Company Secretary

M. No. : A17522

Place: New Delhi

Date: April 16, 2025



