CIEL®

HR inspired by science

Rising in Symphony

Annual Report
2023-24

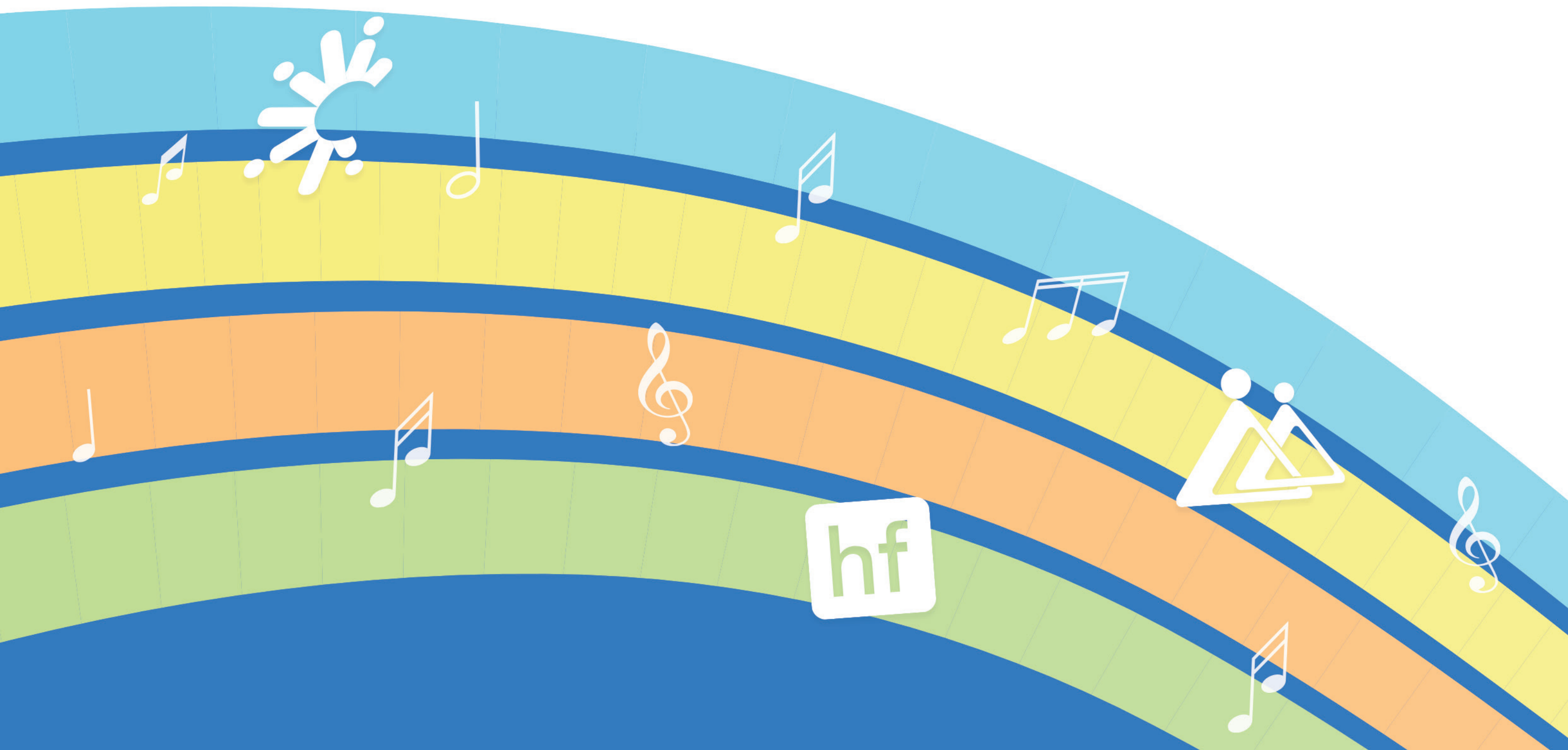
Index

Corporate Overview

Statutory Reports and Financial Statements

Rising in **Symphony**

Uniting Steps Towards New Horizons



FY24 was the year of expanding our horizons—we made significant progress in pushing the boundaries and transforming our frontiers. For FY25, our theme is "**Rising in Symphony**"—we will work with a sense of harmony, unity and collective progress. We will all come together as people and members of this institution, CIEL; and in terms of systems and processes to create something greater than the sum of their parts, much like the instruments in an orchestra combine to produce a beautiful piece of music.

"No one can whistle a symphony. It takes an orchestra to play it"

CIEL HR Group:
A Legacy of HR Excellence

Our Story

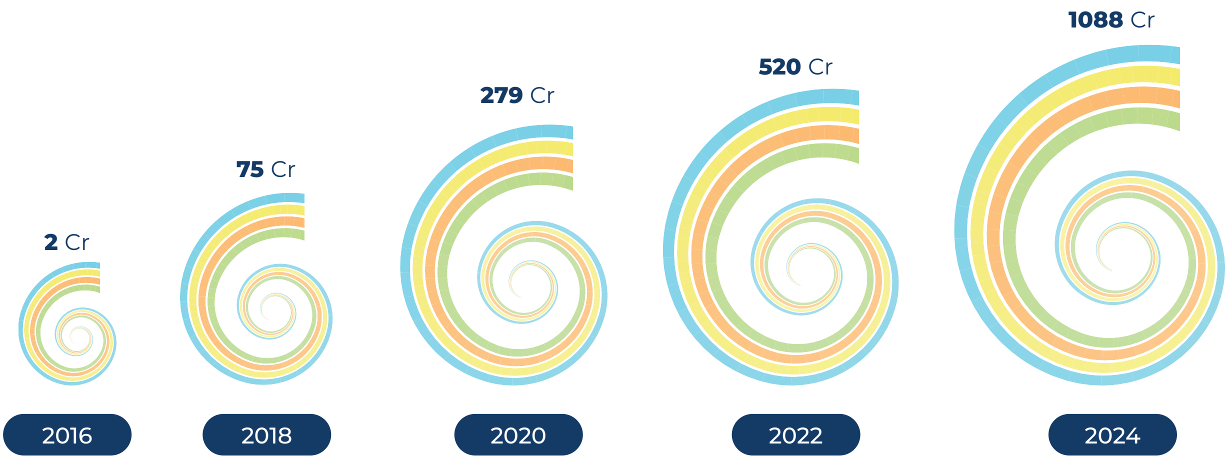
CIEL HR Group offers comprehensive HR solutions, encompassing a variety of HR services and HR Tech platforms, making it a single destination for all HR requirements. In 1992, our leaders founded Ma Foi, which grew to be the most significant player in India and operated globally; they pioneered several practices in the HR industry in India. Backed by their experience, CIEL HR was born in 2015 (the company was incorporated in 2010 and commenced business operations in 2015) and is now ranked among India's Top 10 HR Solutions companies.

Led by a highly experienced and skilled team, CIEL operates from 92 offices across 43 locations in India, catering to companies in consumer products and services, IT and outsourcing, manufacturing, energy, infrastructure, financial services, healthcare, pharmaceuticals and life sciences. CIEL HR is recognised among India's largest HR solution providers, with the broadest geographical reach.

Recognised for its meticulous brand-building efforts, CIEL HR boasts a brand strength rating of AA and a brand value of USD 30 Million (as per Brand Finance India 100 Report, an Annual Report on the most valuable and most robust Indian brands, June 2024).

CIEL means 'sky' in French, representing our commitment to achieving excellence in fulfilling talent needs and career aspirations.

Soaring New Heights



Note: Total revenue (in Crore) YoY 2016 to 2024

Strategic Evolution: Enhancing Our Trajectory

Inorganic Growth through Acquisitions

We've shifted towards inorganic growth by strategically acquiring companies that bring complementary strengths to the HR domain. This approach broadens our capabilities and consolidates our position in the industry, leveraging synergies to enhance service delivery.

Investments in HR Tech Platforms

We've significantly increased our investments in HR Tech platforms to provide a more holistic offering and scale profitability. These platforms are designed to integrate seamlessly with existing services, improving client engagement and operational efficiency.

Expansion of Digital Infrastructure

Our digital infrastructure and tools have been rapidly expanded and upgraded. This development aims to achieve superior operational efficiency, enhance data analytics capabilities and ensure robust cybersecurity measures across all digital interactions.

Our Mission

CIEL promotes learning with humility, serving with dignity and growing with integrity. Members of CIEL care about customers deeply and deliver best-in-class solutions keeping the interest of all other stakeholders in mind. CIEL will combine the power of technology with the capability of its members to deliver value to its stakeholders through rigorous execution.

Our Vision

Our vision is to emerge as one of the world's most respected HR services companies, anchored on growth, professionalism, dignity and diversity.

CIEL HR Platforms and Services Overview

CIEL offers comprehensive HR solutions, providing various platforms and services that address multiple employee lifecycle aspects. From upskilling freshers and attracting top talent to assessing potential, developing employees, managing careers, and ensuring compliance, our offerings are designed to help businesses build a solid and engaged workforce. The following section details our platforms and services, clearly showing how they support business success.

HR Platforms

Fresher Upskilling: ProSculpt & Helevate

ProSculpt

ProSculpt assists colleges in assessment, placement and training, aids employers in hiring freshers and helps students upskill, build resumes and assess employability. Leveraging data-driven insights, these platforms recommend curriculam aligned with industry trends, optimise placement processes and help align academic offerings with the dynamic demands of the corporate landscape.

HELEVATE™ MA FOI'S HR ELEVATION PROGRAM

Helevate helps upskill fresh graduates by offering skill development courses that bridge the gap between their college education and real-world requirements. It provides access to industry best practices, preparing students for the job market and connecting them with employers. This makes Helevate valuable for educational institutions in India.

Human Resources Management System (HRMS): HfactoR

hf HfactoR

HfactoR streamlines core HR functions, including tracking employee journeys from hire to retire, automating payroll calculations, managing leave requests and handling attendance tracking. This platform simplifies benefits administration, saving time and resources for companies of all sizes. Additionally, HfactoR's AI-enabled capabilities identify potential matches from a repository of resumes, automate candidate outreach and score applications to recommend the best matches for job requirements.

Talent Assessment and Development: Jombay

JOMBAY A CIEL HR GROUP COMPANY

This platform evaluates employees' leadership potential, aiding in promotions and succession planning. Jombay evaluates employees' strengths, weaknesses and leadership derailers at different managerial positions.

In addition to identifying developmental needs, **Jombay** creates developmental journeys for employees. The journeys ensure a sustained effort towards the holistic development of employees, focusing on different managerial competencies, including business, individual, operations, customers and People-related competencies. Suitable for organisations of all sizes, Jombay helps organisations ensure the right people are in the right roles and helps develop future managers and leaders internally.

Talent Engagement: Jombay

WOW MANAGER PROGRAM

Jombay is a diagnostic tool to gauge workforce satisfaction and adopts an innovative method of gathering employee feedback in response to open-ended questions rather than traditional surveys. We deploy our LLM (Large Language Models) to interpret the input, pinpoint areas for improvement and suggest action plans for the managers, ultimately fostering a more engaged and productive workforce. It benefits companies of all sizes by promoting a positive work environment and reducing employee turnover.

Learning Experience Platform (LXP): Courseplay

Courseplay centralises employee learning materials, allowing for personalised learning journeys and progress tracking. It provides organisations with insights into skill development, helping bridge workforce skill gaps and fostering continuous employee growth. Courseplay revolutionises workforce empowerment through learning, offering a comprehensive Learning Management and Experience Platform. Leveraging AI, it translates content into different languages, features a conversational chatbot to guide learners, generates quiz questions from learning content and provides a recommendation engine for personalised learning pathways. Its assessment engine extends beyond grammar checks to evaluate product knowledge, ensuring a robust and dynamic learning experience.

RegTech for HR Compliance Management: eZYCOMP

eZYCOMP focuses on Regulatory Technology (RegTech) to help organisations manage HR compliance with India's central and state employment laws. It provides document management, a compliance calendar, dashboards and actionable insights to address compliance gaps. This platform is invaluable for large and medium-sized organisations, enabling them to streamline HR compliance processes, reduce non-compliance risk and enhance efficiency in managing diverse statutory obligations. eZYCOMP helps organisations avoid penalties and reputational damage by ensuring adherence to regulatory requirements.

HR Services

Search, Selection and RPO

Executive Search:
We handle the recruitment of talent for strategic roles such as CXOs, various leadership positions and high-impact roles in client organisations. Our expert consultants use a well-defined process to leverage their network of contacts and market knowledge to research and find the best matches in the talent market. They attract these potential candidates to these opportunities, evaluate their fitment and help the client organisation make the best choices.

Selection:
We support organisations in continuously filling open roles, complementing their internal recruitment efforts. Our team, equipped with industry-specific expertise and cutting-edge AI technology, manages each recruitment cycle efficiently.

Recruitment Process Outsourcing (RPO):
Our comprehensive RPO services allow companies to outsource extensive portions of their recruitment processes. From strategising and job description creation to candidate sourcing, screening and onboarding, we handle all aspects to optimise recruitment workflows and let businesses focus on core operations.

Value Staffing

CIEL HR offers flexible staffing solutions, providing organisations with temporary employees across various sectors. This model enables clients to adapt to business demands without permanent headcount increases, aligning with fluctuating market conditions. Clients benefit from the agility to scale their workforce during peak periods and the option to convert exemplary temporary employees to permanent roles.

Additionally, CIEL HR supports organisations in fulfilling regulatory requirements for apprenticeships in India. As a licensed third-party aggregator for the Government of India, we facilitate apprentice recruitment and comprehensive management, ensuring compliance with statutory provisions.

Professional Staffing Solutions

CIEL HR specialises in professional staffing, catering to IT, Engineering, Healthcare, Marketing, Finance, HR and Business Support sectors. We provide organisations with access to highly skilled professionals for short-term and long-term contractual roles. CIEL HR identifies and recruits niche talent and manages their employment lifecycle, including payroll and compliance with legal and statutory requirements.

HR Advisory Services

Ma Foi assists organisations with strategic HR consulting, including organisational design, role definition and HR practices benchmarking. Our expert consultants tailor solutions to each client's needs, ensuring buy-in and effective implementation.

Payroll and Compliance Outsourcing

Ma Foi manages comprehensive payroll services, from leave and attendance tracking to investment declarations and statutory deductions. The service includes generating necessary payroll documents like bank advice files and payslips. Additionally, Ma Foi offers a self-service portal for employees and extends its expertise to Labor Law Compliance, ensuring timely statutory payments and filings and providing advisory services for complex queries and disputes.

Skilling

Recognising the growing importance of upskilling and reskilling the workforce, CIEL Skills and Careers, a subsidiary of CIEL HR, offers skilling programmes. They support companies through Central Govt, State Govt and CSR-based (Corporate Social Responsibility based) company-sponsored skilling programmes across different industries and sectors.

CIEL Skills acts as a bridge, identifying suitable candidates for the Skilling Projects, training them to become industry-ready and placing them in the desired industries. CIEL Skills runs programmes end-to-end, from identifying suitable candidates to training and assessment to placement.

Our Journey: Ma Foi to CIEL HR

1992
Ma Foi Founded

1996
Expansion to multiple locations across India

2001
International operations

2004
Part of Vedior & Ma Foi Academy inception

2006
IT venture: Minvesta Infotech

2008
Global merger with 2nd Largest HR Company

2011
Inception of Strategic Consulting, Connecting Dots Analytics & Research, E-Learning and Education

2015
CIEL takes birth with the unique strength of deploying Technology in all its Services and expanded to multiple cities in India

2016
Launched iBridge, first-of-its-kind in India; Offices in 24 locations in India and Dubai

2017
230+ People in the company, 45+ Branches, 900+ Clients and 8000+ Placements

2018
300+ People in the company, 45+ Branches, 1500+ Clients, 15000+ placements & 7000+ Deputees

2019
Received ISO 9001:2015 Certification

2020
Recognised as Great Place to Work by Great Place to Work Institute

2021
Crossed INR 306 Cr Revenue. Rated as No. 1 among Staffing firms in India in terms of Geo-spread by SIA

2022
CIEL acquired Jombay; Great Place to Work 3 times in a row with 74 offices, 50 locations

2023
CIEL acquired Aargee Staffing; CIEL is Great Place to Work certified for 4 straight years

2024
CIEL acquired Courseplay; Great Place to Work 5 times consecutively with 92 offices, 43 locations

Chairperson's Message

Dear Shareholders,

The past year has been a remarkable period for CIEL HR as we have continued to forge ahead, achieving significant growth and making substantial strides in our journey. We have crossed the Revenue milestone of INR 10 Billion and grown by 36%, multiple times our industry's growth rate. This impressive growth has been sustained through our strategic investments in HR platforms, an unwavering focus on sectors that have shown resilience and promise, our relentless focus on operational excellence and an expanding geo-presence in 43 locations with 92 operating offices.

Our teams across all business lines have nurtured client relationships deeply and added new clients at a healthy pace. Retaining members has been a strategic priority for us, with the active involvement of the executive board members. We have been certified as a 'Great Place to Work' for the fifth time in a row.

CIEL HR has emerged as a formidable force in the HR solutions industry in India, as recognised by Brand Finance, the world's leading brand valuation consultancy, in its India 100 by Brand Value study. Our brand strength has been rated as AA, and the brand has been valued at USD 30 Million.

CIEL has taken strides in strategic inorganic growth that complements our momentum. The integration of Jombay into our fold in FY23 has proven to be a resounding success, with revenue growth of 47% and the launch of new products such as the 1000 Women Leaders Programme, HR 30 under 30, CHRO of Tomorrow and Workplace of Winners. In FY24, we acquired a 100% stake in an IT staffing company, Aargee Staffing Services and a controlling stake in Courseplay, one of the leading HR platforms in learning management and experience. Leveraging the experience of integrating Jombay, we are ensuring that our new acquisitions in FY24 are equally fruitful.

The global environment continues to experience significant challenges, such as economic slowdown in developed markets and geopolitical conflicts impacting global supply chains and investment decisions of large corporations. We see economies impacted by inflation and choppy monetary policies. At the same time, we see opportunities as the global macro-outlook stabilises and the Indian economy grows faster than many of its counterparts.

The Indian economy and industry, in particular, will benefit hugely as we see many global shifts around us regarding AI, cybersecurity, green energy, climate technologies, supply chains, advanced manufacturing, and talent. We see every industry adapting to these; hence, they need HR solutions that keep pace with their thinking and help them identify talent with the potential to navigate the non-linearities of the future. These organisations will need solutions to upskill their talent continuously and run their day-to-day operations with no disruptions and the highest efficiency so that their energies are fully available to face the brittleness of the business environment and the associated anxieties in dealing with them.

We will continue to make substantial investments in technology across our HR platforms, building our brand and strengthening people capabilities so that we are always ready to partner with our customers during the rapid shifts around us.

On behalf of the company's Board of Directors, I want to express my heartfelt appreciation to our valued customers, partners, members, alumni, bankers and shareholders for their continued trust, confidence, support and commitment to CIEL.

FY24 was the year of expanding our horizons—we made significant progress in pushing the boundaries and transforming our frontiers. For FY25, our theme is 'Rising in Symphony'—we will work with a sense of harmony, unity, and collective progress. We will all come together as people and members of this institution, CIEL; and in terms of systems and processes to create something greater than the sum of their parts, much like the instruments in an orchestra combine to produce a beautiful piece of music.

Henry Ford, the founder of the Ford Motor Company, credited as a pioneer in making automobiles affordable for middle-class Americans, famously said, "Coming together is a beginning; keeping together is progress; working together is success." Henry Ford had a clear purpose in his mind; he shaped it with the help of his team who showed excellence in every aspect of the business that separated them from other companies.

Our best is yet to come. We shall rise in Symphony!

#GetTheBestOutofUs
Sd/- K. Pandiarajan
Executive Chairperson and Director
CIEL HR Group

Board of Directors

K. Pandiarajan

Executive Chairperson & Director of CIEL HR Group

K. Pandiarajan, a luminary in India's HR industry, co-founded Ma Foi Management Consultants in 1992, marking the beginning of professional HR services in India. Under his leadership, Ma Foi became the first HR services company in the country to achieve significant revenue milestone of INR 1000 Crore. His strategic vision propelled the company to attract private equity investments, fuelling its international expansion before its acquisition by Randstad. An esteemed alumnus of XLRI Jamshedpur, Pandiarajan is also a recognised Eisenhower Fellow of the year 2000 and has held prominent roles, including Founder Chairman of the Indian Staffing Federation and Ex-Chairman of the Executive Recruiters Association.

Hemalatha Rajan

Director of CIEL HR Group

Hemalatha Rajan is a seasoned Chartered Accountant with over 34 years of diversified experience spanning HR, finance, auditing and executive search. Beginning her illustrious career at S B Billimoria (now part of Deloitte), she co-founded Ma Foi Management Consultants, scaling it into India's largest HR services company with a presence in 14 countries. A revered leader, Hemalatha has adeptly guided businesses through transitions to new ownership while championing sustainable livelihoods for impoverished women and their families. Her extensive governance experience includes board roles in several companies and NGOs dedicated to transforming lives of the underprivileged.

Aditya Narayan Mishra

MD & CEO OF CIEL HR

Aditya Narayan Mishra commands the helm at CIEL HR, distinguishing himself as a pivotal figure in HR solutions industry known for his deep insights in the HR Tech industry and the employment markets in India. With an MBA from Jadavpur University, he brings a strategic approach to leadership and innovation at CIEL HR Group. His career spans over 32 years, beginning at Larsen & Toubro and enriched by 25 years in HR Solutions, he has developed extensive expertise in the industry and orchestrated some of India's largest HR challenges. He also served as an Executive Board Member of the Indian Staffing Federation (ISF) from 2013 to 2015 contributing to the growth of this new-age Industry.

Santhosh Nair

Director & COO of CIEL HR

An industry leader with more than 26 years of experience, Santhosh Nair with more than 2 decades in the HR Services sector. During his time in Ma Foi, he integrated 2 staffing businesses of Randstad entities in India with Ma Foi - Randstad. The business grew from 19000 to 50000 deputees. Santhosh started the Shared Services Centre in Ma Foi – Randstad to enhance operational efficiency in the Staffing business. His strategic oversight has been instrumental in expanding CIEL HR's reach into Tier 2 and Tier 3 cities, driving growth and integration across various staffing segments. Santhosh holds an MBA in Marketing from Madras University. This credential complements his ability to develop and implement effective staffing solutions, streamline processes and establish shared services centres to optimise efficiency and standardisation.

Rajiv Krishnan

MD & CEO, Ma Foi Group & CIEL Skills and Careers

Rajiv Krishnan, an accomplished leader in the HR industry, has made significant strides in shaping corporate strategies and educational frameworks across various sectors. Holding a post-graduate degree in Management from XLRI, he has spearheaded initiatives at renowned organisations like Korn Ferry, EY and Mercer Consulting. Rajiv's leadership was pivotal in developing innovative consulting products such as ProSculpt and EzyConsult. His visionary approach has guided Ma Foi Group and CIEL Skills and Careers, enhancing their market presence and service offerings.

Independent **Directors**

NT Arun Kumar

Independent Director

Arun Kumar NT has over 30 years of management experience, mostly in banking and financial services, having played roles of global leader of technology, operations, outsourcing & offshoring and building innovative IT, BPO and Shared Services supply chains across product categories and geographies. Arun has led the Innovation & Capability Centres at Telstra, building them right from scratch. Prior to that, he led the India & China offshoring strategy and execution at UBS. He has worked with some of the global leaders like Citibank, PepsiCo and Dun & Bradstreet. Armed with the experience in a wide array of industry sectors and global leaders, in the recent past, he has been an advisor and board member, guiding the management teams on digital business models, M&A and leadership transformation.

Lilian Jessie Paul

Independent Director

Jessie Paul, CEO of Paul Writer, has nearly 30 years of experience helping B2B tech companies with marketing strategies and been running her own firm for 14+ years. With senior marketing roles at Wipro, Infosys and iGATE, she carries deep understanding of the tech industry and excels in advising technology-led enterprises in positioning, branding and go-to-market approaches. Jessie serves as an independent director on the Boards of four listed companies and multiple other unlisted Boards. She is a well-acclaimed author of a prominent marketing newsletter and several books on marketing techniques.

Chandu Nair

Independent Director

Chandu Nair, based in Chennai is an advisor to entrepreneurs and businesses driven by them. He is a well-known investor associated with two funds and involved in cross-border M&A deals. He specialises in knowledge process outsourcing (KPO) and IT enabled services; he cofounded Scope e-Knowledge Centre and led it to be a global player in the KPO domain. He has extensive experience in consumer marketing, business journalism, consulting and market research. He has worked with notable companies like Asian Paints and BusinessWorld. Currently, he is an independent director at multiple Boards, teaches at business schools and writes on startups and entrepreneurship.

Roopa Satish

Independent Director

Roopa Satish, an IIM Lucknow alumnus and a career banker with 30+ years of experience, has worked in marquee brands like BNP Paribas and ABN Amro before joining IndusInd Bank in 2008 as a part of its management team tasked with the turnaround responsibility. At IndusInd, she set up and scaled the Corporate and Investment Banking Groups over 15 years. She was also responsible for establishing the ESG Unit and helped the bank win top ESG accolades. Roopa led the data analytics unit in the bank and has expertise in working with multilateral agencies for Blended Finance and Gender-Lens investing. She currently advises on sustainable finance in South Asia and holds several Board positions.

Ipsita Kathuria

Independent Director

Ipsita Kathuria, an HR and Talent Management professional with 35+ years of experience, has held leadership roles in both public and private sectors in India before joining the International Monetary Fund (IMF) in the US. At the IMF, she worked on diversity and inclusion, succession management and talent management. Ipsita founded TalentNomics India to advance women's leadership globally. She previously worked at Steel Authority of India Limited and IIS Infotech, specialising in performance management, leadership development and diversity initiatives.

CIEL's Commitment to **Sustainability Excellence**

At CIEL HR, our commitment to Environmental, Social and Governance (ESG) principles drives our operations and strategic initiatives, ensuring we move forward responsibly and with foresight.

We recognise our role in shaping the world and are committed to driving positive change. Embracing the transformative power of diversity and inclusion, we aim to foster an environment where everyone has the opportunity to thrive. Our commitment extends to minimising environmental impact, enhancing education and skill development and ensuring health and safety. Together, we strive to build a more equitable and sustainable future, ensuring our actions today contribute to a better tomorrow for everyone.

Why We Commit to ESG Initiatives?

We are dedicated to making a lasting positive impact on both businesses and communities. By championing ESG initiatives, we aim to:

- Cultivate a more inclusive and compassionate corporate culture.
- Serve as a role model for all stakeholders.
- Achieve profitability with purpose.
- Contribute to a sustainable and improved world for everyone.

CIEL HR Group's ESG Framework

Environmentally Conscious: Eco-Smart Operations

CIEL HR maintains operations that naturally support a low carbon footprint. Our dedication to environmental stewardship goes beyond these natural advantages. We proactively implement sustainability initiatives across our corporate practices to enhance our environmental impact.

Sustainable Operations and Waste Management

We are dedicated to minimising our environmental impact through focused efforts on waste management and energy conservation. Our initiatives include robust recycling programmes and policies aimed at reducing waste production. We champion eco-friendly materials and practices, setting a high standard for sustainability in our operations.

A key part of our sustainability drive is the 'Bring Your Own Mug' campaign, which has been introduced across all offices. We encouraged staff to use reusable coffee mugs instead of disposable ones, significantly reducing waste and our carbon footprint. This initiative not only promotes environmental responsibility but also supports our long-term goals for sustainability.

Eco-Friendly Technology and Repurposing Initiatives

At CIEL HR Group, our commitment to environmental stewardship includes rigorous electronic waste management. Each office has a robust e-waste disposal programme, ensuring compliance with environmental standards. We collaborate with certified recyclers who employ eco-friendly methods, focusing on repairing and repurposing electronic devices to support a circular economy and extend product lifecycles.

Additionally, we are dedicated to reducing paper use. We encourage digital communication and resource use, advocating for electronic formats over printed materials. We recommend double-sided printing and efficient document formatting for necessary print tasks, maintaining our sustainability practices year over year.

Enhancing Energy Efficiency at CIEL HR Group Facilities

CIEL HR Group has upgraded all its facilities to LED lighting, significantly reducing energy consumption and greenhouse gas emissions. This commitment to sustainability is a key aspect of our future projects and is bolstered by encouraging our team to adopt energy-saving practices. We advocate using energy-efficient appliances, resource sharing and remote work options to consistently minimise our environmental impact.

Supporting Eco-Friendly Commuting Practices

At CIEL, we champion sustainable commuting by promoting public transportation, electric vehicles (EVs) and shared transport methods among our stakeholders. Our initiatives include providing public transport passes, offering incentives for carpooling and ride-sharing, and ensuring easy access to public transit for our employees. Building on last year's efforts, we have intensified encouragement for adopting EVs over traditional fuel-based vehicles, reinforcing our commitment to reducing environmental impact and promoting greener commuting habits.

People Conscious: Nurturing Talent

Empowering Employment

CIEL HR Group is dedicated to fostering stable and rewarding careers. Our digital platforms have connected us with over 0.9 Million potential job seekers seeking formal employment. We provide comprehensive social security benefits to ensure our employees' health and financial well-being.

Commitment to Diversity

We recognise that diversity is a key driver of our success. Among our 758 employees, women constitute 47.5% of our core team and 15% of our deputees. We actively promote gender equality through targeted recruitment, mentorship programmes and re-entry opportunities for women. Our commitment extends to significant diversity and disability hiring projects for prominent brands, enhancing our diverse talent pool.

Digital Job Search Transformation

We are transforming job discovery with our digital platform, CIEL Jobs. Utilising advanced technology, CIEL Jobs equips job seekers with cutting-edge tools to find employment opportunities efficiently. The platform is tailored for blue-collar job seekers and is user-friendly, supporting diverse backgrounds. It has already processed over 10,000 applications. Additionally, CIEL Jobs features a unique forum where candidates can discuss market trends and interview questions and gain insights, effectively bridging the talent demand-supply gap.

Enhancing SME and Startup Recruitment

Our product, CIEL Rapid, revolutionises recruitment for SMEs and start-ups by offering a modular hiring approach. Businesses can choose and pay for only the necessary recruitment steps, from sourcing validated profiles to managing candidate engagement. This flexibility significantly reduces costs and supports the sustainable growth of small and medium-sized enterprises throughout India.

Great Place To Work (GPTW)

CIEL HR is honoured to receive the Great Place to Work certification for the fifth consecutive year, highlighting our commitment to an exceptional workplace environment. This recognition underscores our dedication to fostering a positive employee experience that attracts and retains top talent, reinforcing our status as an employer of choice.

Expanding Nationwide Reach

CIEL HR Group has significantly expanded its geographic footprint, now operating 92 offices across 43 strategic locations nationwide. This expansion strengthens our commitment to diversity and inclusivity, ensuring fair and equal treatment for all our employees, whether permanent or temporary.

4 QUALITY EDUCATION
5 GENDER EQUALITY
8 DECENT WORK AND ECONOMIC GROWTH
10 REDUCED INEQUALITIES

Creating Value for All Stakeholders

CIEL HR is dedicated to delivering value by understanding and addressing the unique needs of all stakeholders. We combine client insights with our expertise to provide customised HR solutions that enhance efficiency. Candidates receive career advice and opportunities that match their aspirations. Our employees, whom we call members, enjoy a collaborative and ethical workplace that fosters innovation. Business partners benefit from access to our advanced tech tools and support, facilitating mutual growth. Vendors appreciate our long-term engagements and the opportunities for value-added contributions.

We manage shareholder interactions with the utmost professionalism and transparency. Regular communication informs shareholders about our strategic initiatives, financial performance and ESG commitments, ensuring they are engaged and well-informed partners in our growth journey. Our balanced approach to stakeholder engagement promotes trust and aligns their interests with our long-term vision, driving our success and ensuring sustainable growth and positive impacts across all groups.

Sustaining Community and Career Growth through Corporate Social Responsibility at CIEL HR

CIEL HR remains dedicated to its Corporate Social Responsibility (CSR) initiatives, empowering youth and women through skill development to enhance employability. With over 30 years of HR expertise, our programmes have effectively bridged the gap between youth aspirations and employer expectations. Notable achievements include:

Skill Development and Employment

We have trained over 2,150 individuals in BFSI, Healthcare, and IT-ITES sectors, with over 1,500 successfully securing job placements. Remarkably, of these trainees, over 1,600 were women, including 400 in the healthcare sector, significantly enhancing their employment opportunities.

Environmental and Entrepreneurial Initiatives

Our advanced welding centre in Bhubaneswar and training programmes in food processing promote both community well-being and environmental sustainability. These initiatives are supported by partnerships with esteemed organisations such as Tech Mahindra Foundation and Tata Strive, amplifying our impact.

Community Drives with Goonj

For the second consecutive year, CIEL HR has partnered with Goonj to conduct a collection drive that supports environmental sustainability and community well-being. We encouraged our members to donate various items, such as clothes, stationery, woollens, toys and games, aligning with our commitment to sustainable practices and responsible consumption. This effort supports those in need while promoting a culture of giving and sustainability within our community.

Robust Governance: Integrity in Leadership

Non-Executive Directors
To enhance our corporate governance, CIEL HR Group has welcomed five non-executive and independent directors to the board. These directors bring diverse perspectives and industry expertise, significantly strengthening our governance practices. They are crucial in continually reviewing and updating our ESG policies, ensuring our practices align with the highest standards for sustainable business operations.

Reinforcing Ethical Standards with Our Anti-bribery Policy
CIEL HR Group rigorously enforces its Anti-bribery Policy to uphold the highest standards of ethical practice. Our comprehensive code of conduct prohibits all employees and business partners from participating in or condoning bribery, ensuring our operations consistently reflect our core values of integrity and responsibility.

ISO Certification
CIEL consistently upholds high quality and security standards, maintaining ISO 9001:2015 and ISO/IEC 27001:2013 certifications. Our ISO certification is a testament of our dedication to quality management practices and excellence in customer service.

Commitment to Health and Safety
At CIEL, we prioritise creating a safe and healthy work environment for all our members. Our Health and Safety Policy adheres to all legal requirements and encourages proactive safety measures, including the use of personal protective equipment and adherence to safe work practices. We empower our employees to remain vigilant, report unsafe conditions and follow emergency protocols meticulously. Our policy is regularly updated to improve safety protocols and uphold a high workplace safety standard.

VAPT
CIEL rigorously upholds robust cybersecurity practices through comprehensive Vulnerability Assessment and Penetration Testing (VAPT) across our systems and infrastructure. These critical assessments help us identify and proactively address potential security vulnerabilities. In addition to regular VAPT activities, we consistently implement the latest security updates and patches, ensuring our systems are robustly fortified against evolving cyber threats.

POSH Committee
CIEL is committed to maintaining a safe and inclusive work environment. We actively enhance our efforts to prevent and address sexual harassment through regular training and awareness sessions, empowering our employees. The Prevention of Sexual Harassment (POSH) committee operates vigilantly, ensuring compliance and providing a reliable channel for concerns through our whistleblower policy.

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

CIEL HR's
Brand Strength

Recognition by BrandFinance

Brand Strength Rating of AA
Brand value of USD 30 Million

CIEL HR was recognised in the India 100 Annual Report 2024 on the most valuable and strongest Indian brands as **'a formidable force in the HR services industry.'**

Award for Learning Excellence

Excellence in Learning and Development

Courseplay was honoured at the Learning and Development Summit & Awards 2024 for significant educational advancements and workforce development achievements.

Awards by Software Suggest for Courseplay

User Most Likely to Recommend 2023
Endorsed for Outstanding User Recommendation

Best Support 2024
Celebrated for Exceptional Client Support

Fastest Growing Products 2024
Honoured for Rapid Market Expansion

Thought Leadership in the HR Solutions Market

Eminent media across television, print and digital sought our opinions, views and thoughts on employment markets, jobs, workplace dynamics, talent trends and policy matters. We were quoted more than 600 times in the last 1 year, making us a leading voice in the HR Solutions market in India.

Engaged an active community of more than 400,000 on social channels and achieved a 40% YoY growth in LinkedIn followers. It reflects our expertise and trust built through active community interaction, creating 10 Million+ social impressions last year.

Other Recognition

Partnered with Fortune India as their Knowledge Partner

Identified The Top 30 Future Ready Workplaces in India Inc. for 2024

Directors' Report

CIEL HR SERVICES LIMITED

(formerly known as CIEL HR Services Private Limited)

Your Directors have great pleasure in presenting the 14th Annual Report and Audited Statement of Accounts for the financial year ended 31st March 2024. The summarised financial results of the Company are presented hereunder:

1. Financial Results - Financial Highlights

Your Company (hereinafter referred as 'CIEL') during the financial year under review made a turnover of over INR 10857.35 million as against the previous financial year turnover of INR 7996.35 million recording a growth of 36%. Your Company achieved a profit after tax of INR 108.48 million for the Financial Year ended 31st March 2024 as against a Loss of INR 31.53 million in the previous financial year.

Your company has voluntarily adopted Indian Accounting Standards ("IND AS") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as its new accounting standards from the financial year ending 31 March 2024 to make its financial performance comparable with global companies and widen its prospects to attract investors not only from India but all over the world.

Your Directors are confident of sustaining the momentum of profitable growth. Your Company has ambitious plans ahead of growing organically as well as in the inorganic route; has successfully crossed the Revenue milestone of INR 10 billion in FY24.

The Consolidated and Standalone Financial Results of the Company are as under:

(figures in INR millions except, per equity share data)

Particulars	Consolidated		Standalone	
	FY 24	**FY 23**	**FY 24**	**FY 23**
Revenue from operations	10857.35	7996.35	10419.21	7669.29
Other Income	24.61	10.83	24.76	7.76
Total Income	10881.96	8007.18	10443.97	7677.05
Profit/(Loss) before tax	124.52	(26.95)	68.05	(27.37)
Income tax (credit)/ Expense	16.04	4.58	5.18	(0.88)
Profit/(Loss) after tax	108.48	(31.53)	62.87	(26.49)
Other comprehensive income	1.06	0.13	0.76	0.77
Total comprehensive income for the year	109.54	(31.40)	63.63	(25.72)
Earnings per share:				
- Basic (INR)	12.74	(6.72)	8.03	(6.13)
- Diluted (INR)	12.63	(6.62)	7.96	(6.04)
Earnings before interest, depreciation and amortisation	216.95	62.35	127.69	57.40
Earnings before interest, depreciation and amortisation (Adjusted)	253.95	125.97	151.06	116.96
Total equity	**827.64**	**354.28**	**841.56**	**413.15**

*The Company's consolidated and standalone financial statements up to and for the year ended 31 March 2023 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006 notified under the section 133 of the Act, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (" IGAAP"). The figures for FY 23 as presented above are restated under IND AS.

2. State of Company's Affairs and Future Outlook

Your Company has taken huge strides forward in the year: grown by 36% while the industry has grown by 14% and the GDP by 8%.

CIEL has been able to sustain the growth momentum by investing in its growth muscles and refocusing its efforts on the sectors that have been performing better than the rest. All lines of the company's business have been growing faster than the industry and in the days ahead, the profitability will increase as the benefits of economy of scale kick in incrementally. Further, CIEL has focused a significant amount of effort on inorganic growth that complements its current momentum.

Inorganic Growth:

Jombay became a part of CIEL in FY23 and has flourished well all through FY24. Your company continues to remain a popular brand known for its robust technology and its indigenous models. Jombay made inroads into large market opportunities such as women leadership, first-time managers and managing multi-generational workforces. We recorded 47% growth in revenues in FY24 vis-a-vis FY23.

During the year, CIEL continued its quest for inorganic growth by integrating businesses that complemented your company's service offerings and matched its ethos. Your company leverages its experiences and learnings while integrating newly acquired organisations with mainstream business operations.

We acquired 100% equity in Aargee Staffing Services Private Limited, an IT Staffing Services company with a client portfolio that complements ours well. The key resources of Aargee have integrated well into the larger business and have started contributing well to the overall business of the Group. Annualised Revenue impact of INR 159.08 million and annualised EBITDA impact of INR 3.93 million.

52% stake was acquired in Firstventure Corporation Private Limited, a Learning Management and Experience Platform, Courseplay to bolster our HR Platform offerings to the market. The acquisition has enhanced your company's pool of technical talent and paved the way further to deploy the latest technologies on all our Tech platforms to keep us ahead of the game. Annualised Revenue impact of INR 36.56 million and annualised EBITDA impact of INR 1.42 million.

Leadership and Culture:

Your Company has a leadership team which is hands-on in leading engagements with key customers, working with teams at various levels in delivering upon the assignments and in the process, coaching and inspiring team members to maximise the results. CIEL uses a performance management system anchored on the principles of OKR framework. All our leaders right from our Executive Directors have their objectives aligned and the key results for each of them have been defined to achieve the objectives. Our Group Management Council ("GMC") is presided by our Executive Chairman who reviews the progress every month and the leaders in the GMC take up the necessary course corrections to achieve both our short-term and long-term objectives. We track the performance of every business against predefined key performance indicators and targets every week. Reporting managers across all levels provide weekly feedback to their team members on their achievements of the week and the pipeline for the coming week. This rigour helps us stay focused on our OKRs and works at the core of CIEL's execution excellence.

The leaders continue to be personally involved not only in the rigorous execution of the strategy but also in connecting with the members and business partners spread across India, listening to their experiences and suggestions for improvement. For example, they have embarked upon a new programme to fast-track the contribution and success of our newly inducted partners. Our leaders have been proactive in implementing new ideas and methods gathered from the market as well as the members in CIEL.

Institutional Meet continues to be held once a year to bring together the members delivering critical business impact and drawn from all levels in the organisation across the hierarchy. This unique platform stands out in our organisation's culture; it serves as a forum to reflect upon the progress made and chart the future course for the organisation. This practice encourages members in CIEL to belong to the institution and walk the extra mile to contribute to its development.

CIEL continues to focus on talent retention by sustaining a workplace that is nurturing, positive and passionate about stakeholder satisfaction. All people managers and the members holding critical corporate roles continue to remain critical for our success. The organisation through its leadership behaviours, HR policies and practices, has been able to provide its members a meaningful environment to pursue their career goals.

Your Company has been certified as a 'Great Place to Work' for the 5th consecutive year. We believe our leadership practices play an important role in achieving these distinctions and strengthening our brand in the talent market consistently.

Your Company continues to invest energy in delivering best-in-class services to its customers and build its reputation as a reliable service provider. In FY 23-24, more than 95% of business has been the result of its continuous efforts in customer relationships and aligning internal systems and processes to create consistent value for them. The journey of quality management continues in the form of retaining ISO 9001:2015 certification.

Right from onboarding of the new joiners in the Company and bringing them to the mainstream of the business to developing the capability of the members have been key focus areas for the human resources function in CIEL. Dedicated efforts on an ongoing basis are invested consciously under the active involvement of the CEO's office have been highly effective. The development programme has helped CIEL absorb the new joiners effectively and deliver high levels of productivity.

Geographic Presence:

92 offices in 43 locations in India bring CIEL closest to the candidates and hence, put your Company in the best position to tap the local talent pool servicing the ever-expanding needs of its clients, particularly in Consumer Goods, Engineering and IT. CIEL has been able to find the right-matching candidates pan India with industry-leading conversion ratios.

The widespread geographic presence makes your company the largest in India and is a competitive advantage given the range of services offered to the clients. This helps us expand our wallet share with customers and build a long-lasting relationship. More than 25% of our revenues come from multi-service offerings to the same client.

Your company operates in a unique asset-light model where an entrepreneur partners with CIEL as a franchisee to operate a branch office using CIEL's digital infrastructure, systems, processes and brand following the same set of guardrails that a branch owned and operated by CIEL adheres to. Your company pays the partner a share of the revenues generated by the franchisee-operated branch based on a set of standardised terms agreed in the contract. This model helps your company scale up rapidly and grow its market share in the huge HR Solutions market in India.

HR Platforms and Leveraging AI:

Your Company continues its investment in technology by building digital assets which boost internal efficiencies and at the same time, deliver increasing value to our clients, candidates and deputees. In FY 24, CIEL has brought out new features in its platforms which make them safer and more secure against external threats and enable the users to carry out their business seamlessly and efficiently. Your Company has invested nearly INR 100 Million in the development of these assets during FY 24.

Jombay is ushering in a new era of Talent Assessment and Talent Engagement, where AI serves as a powerful ally to human expertise. Our AI-powered solutions enhance and amplify human judgement; make the processes efficient and bring out deeper insights.

Our assessment platform can now complete the scoring of hundreds and thousands of assessor-led tools in a single day. This dramatic increase in processing speed significantly reduces turnaround times, especially for subjective evaluations that traditionally required extensive human review. Moreover, our AI minimises human assessor bias, ensuring fairer outcomes for all candidates.

Our approach to Talent Engagement has evolved beyond conventional survey methods. Instead of relying solely on multiple-choice responses, Jombay's AI analyses employee narratives. This innovative method provides a more nuanced and accurate understanding of engagement levels within an organisation, capturing the rich context and sentiment that standard surveys often miss. And our AI-based action-planning dashboard for managers substantially reduces the action-planning cycle by an order of magnitude.

By harnessing AI to handle large volumes of data quickly and extract meaningful insights, Jombay is making these critical processes more accessible, efficient, and impactful for organisations of all sizes. Our platform stands out as a true example of marrying behavioural sciences with cutting-edge technology, opening new possibilities in the world of talent management and engagement.

At Courseplay, we are revolutionising how businesses empower their workforce through learning. Our comprehensive Learning Management and Experience Platform is designed to seamlessly integrate AI capabilities, ushering in a new era of employee development and growth.

Today, AI acts as our intelligent learning architect. We leverage AI to translate content into different languages, offer a conversational chatbot to guide learners, generate quiz questions from learning content, provide a recommendation engine for personalised learning pathways and our assessment engine can go beyond grammar checks to evaluate product knowledge.

Additionally, we plan to expand our AI capabilities to further customise and personalise the learning experience for learners by predicting skill gaps and analysing data to identify at-risk learners and help organisations implement targeted retention strategies, ensuring our platform remains at the forefront of intelligent learning and growth solutions.

HfactoR offers a modern HRMS platform to manage the employee lifecycle in an organisation. This platform has played a pivotal role in making sure that the tech infrastructure runs well in CIEL and stays as a top-runner in the market. The platform has AI-enabled capabilities and enables integration at multiple touchpoints. For the recruitment process, AI capabilities help identify potential matches from a repository of resumes, automate the reach-out to them and score their applications to recommend the ones matching best with the job requirements.

Looking forward, we plan a seamless automation of the interview process using AI; also, we plan to forecast the joining probability of a candidate during the post-offer stage by leveraging AI. In the self-service portal for employees, we plan to deploy co-pilots for the employees to help them get their queries addressed fast and generate insights from various transactions on the platform to help decision-making at senior levels in the management.

At Ma Foi, we present Ezyconseil, a state-of-the-art platform revolutionising the gig economy by connecting high-end freelancers with vast opportunities and delivering unparalleled expertise to clients. Focused on senior consultants with over 15 years of experience in fields such as business strategy, growth and transformation, operations, supply chain and project management, Ezyconseil bridges the gap between clients and top-tier talent. This transformative platform is our launchpad for multifold growth, leveraging our consultants' vast expertise for rapid business development.

Ma Foi has brought online HR compliance management to new heights with EzyComp by leveraging its three decades of experience in the field.

EzyComp is a cutting-edge cloud-based solution that enables organisations to streamline the HR compliance process, reduce risk of non-compliance and enhance efficiency in dealing with dynamic and diverse statutory obligations.

Ma Foi 's Institutional Product Prosculpt -In a world of uncertain transition from academic to profession, ProSculpt shines as a hopeful beacon. Pioneering career development and campus placements, Prosculpt aims to reshape fresher hiring with a cutting-edge strategic approach, benefiting students, campuses and employers.

Prosculpt empower students through comprehensive resources and mentorship while bridging academia-industry gaps via institutional collaboration for positive change. By leveraging data-driven insights, curriculum recommendations, and industry trends analysis & optimize placement processes, aligning academic offerings with the dynamic demands of the corporate landscape.

Your Company remains committed to "HR inspired by Science" while delivering value to all its stakeholders.

Significant Developments and Recognitions

During the year, your Company declared bonus shares (three shares for every four shares held) to reward our shareholders; this move boosts our paid-up capital and thus, makes our balance sheet stronger. At the same time, your company made a rights offer that yielded a fund-raise of INR 60 Million.

CIEL was converted into a public limited company with effect from 30 November 2023. This strategic move opens up multiple doors for us to access the public markets. In the coming years, we plan to fuel our growth ambitions by raising capital from the general public through a variety of options including an IPO. Further, this raises the profile of your company in terms of market recognition; and enhances the credibility and confidence in the stakeholder's mind.

On LinkedIn, CIEL grew to be the 3rd largest LinkedIn brand among the Top 10 HR players in India. Your Company maintains the #1 spot in the weightage of spokesperson mentions in the media and #2 spot in Brand Share of Headline Mentions. Our research on the talent market continues and we publish the reports every month. In FY24, Fortune India chose CIEL as their Knowledge Partner to identify the 'Future Ready Workplaces of India'. Jombay hosted one-of-a-kind WoW (Workplace of Winners) conferences engaging 250+ HR leaders.

Brand Finance, the world's leading brand valuation consultancy, in its India 100 by Brand Value study recognises CIEL HR for its brand strength. The study is an objective assessment of over 250 Indian brands spanning many sectors. The study assigns your Company a brand value of USD 30 million. They state that "This rapidly growing brand presents a compelling future prospect."

Market Outlook

India has emerged as an attractive destination in the world for FDI (foreign direct investment) and PE/VC (Private Equity and Venture Capital) investments. The ecosystem for start-ups has grown stronger than ever before with a huge rise in investor interest, the number of startups and the interest among talented young people to work in startups. Given the track record of the quality of work churned out of the India Centres of multinational companies, we see many more companies exploring setting up their GCCs (Global Capability Centres) in India. All these point towards a rise in demand for finding highly skilled people in IT, Engineering and Finance, in particular.

The government of India has made progress in promulgating new Labour Codes. As we await operational guidelines to come out soon, this development will help companies save efforts and time in compliance. Further, they will be encouraged to outsource the manpower required for their non-core business processes. This will boost the demand for Staffing services provided by your Company.

Economic development and policy interventions by the Government are increasing formal employment; we anticipate the size of the formal workforce to increase 3x over the next two decades. This points towards the long-term prospects for the sector.

Technology has been playing a big role in every business and a Boardroom discussion for companies across industry sectors. Every business is seeking technology tools to make their processes more efficient and effective. Your Company has the unique position in the Indian market of offering a bunch of HR platforms that make HR processes automated and value-accretive. In the days ahead, your company will not only take some of these platforms global but add more capabilities to make our offerings relevant and robust.

Companies are increasingly looking for integrated solutions that drive organisational excellence, enhance business performance, and facilitate transformational growth. With the rapid pace of technological advancements and evolving business landscapes, organisations are facing complex challenges that require innovative approaches and deep industry knowledge. As businesses strive to achieve their strategic objectives and maintain a competitive edge, the focus on strategic HR and business transformation is expected to grow. We see significant opportunities for your Company's advisory services to make a substantial impact across various sectors.

The staffing industry is maturing and with the growth opportunities, the market is likely to consolidate with a few big players at the top followed by a few specialised / niche-focused mid-sized players. Achieving scalable and sustainable revenue growth with an established market presence will become important.

With the increased adoption of Flexi staffing, new demand segments are emerging in areas such as Engineering & Manufacturing, Telecom, Logistics, Health and Hospitality, where talent with industry-specific skills is needed.

The labour market is getting dynamic with migration and reverse migration taking place at the same time. Businesses are facing uncertainties in the supply of skilled people and experiencing cost increases. To deal with these challenges, they are looking at taking on apprentices. We see the National Apprenticeship Promotion Scheme (NAPS) consistently raising its annual targets and being proactive to improve participation.

Your Company has established itself as India's fastest-growing tech-led HR solutions company offering HR Services & Platforms impacting every part of the employee lifecycle and among the Top 10 by Revenues. We are recognised for our geographic presence, asset-light model of operation, our image of a thought leader in the market, a reliable service provider with tech-enabled systems, robust processes and a proven leadership team. We are on a journey of organic as well as inorganic growth.

3. Change in Nature of Business

The Company carries on the business of HR services anchored on the values of growth, professionalism, dignity and diversity. There is no change in the nature of business of your Company during the financial year under review, though we have built greater Scale, Scope and Depth within the same HR domain.

4. Dividend

Your Directors approved an interim dividend of INR 1.40 per fully paid-up equity share (14%) of INR 10/- each on 80,84,141 fully paid up equity shares as at 31st March, 2024 aggregating to INR 1,13,17,797/- (Indian Rupees One Crore Thirteen Lakhs Seventeen Thousand Seven Hundred and Ninety Seven only).

Considering funds requirement for Company's future business plan, your Directors do not recommend any final dividend for the FY 2023-24.

5. Employee Stock Options Scheme

Your Company has adopted Employees Stock Option Scheme (ESOP's), namely:

1. CIEL HR Services Limited Employee Stock Option Plan, 2022.

2. CIEL Group Employee Stock Option Scheme, 2024.

Details of ESOP as required pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014, for the financial year ended 31st March 2024 is enclosed as Annexure A.

6. Changes in Share Capital and Debentures

As at 31st March 2024, the capital structure of your Company was as under:

Particulars	No of Shares	Face Value (in INR)	Total Amount (in INR)
Authorized Share Capital: Equity Shares	1,10,00,000	10/-	11,00,00,000
Total	**1,10,00,000**	**10/-**	**11,00,00,000**
Issued, Subscribed and Paid Up Capital: Equity Shares	80,84,141	10/-	8,08,41,410
Total	**80,84,141**	**10/-**	**8,08,41,410**

During the financial year under review, securities were issued as per details below:

a. 1,248 equity shares having face value of INR 10/- each and at a premium of INR 1,192/- aggregating to INR 15,00,096/- were allotted on 12th June 2023 on private placement basis.

b. 1,50,000 Non-Convertible Debentures were allotted on 12th June 2023 at INR 10/- each aggregating to INR 15,00,000/-.

c. 2,50,000 Non-Convertible Debentures were allotted on 9th August 2023 at INR 10/- each aggregating to INR 25,00,000/-.

d. 60,00,000 Compulsorily Convertible Debentures were converted into 62,398 equity shares on 15th November 2023 at INR 961.60/- each.

e. 33,41,460 equity shares having face value of INR 10/- each were allotted as bonus shares in the proportion of 3 (Three only) Equity share for every 4 (Four only) equity shares on 15th November 2023

f. 1,230 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- were allotted on 28th December 2023 on private placement basis for consideration other than cash.

g. 3,178 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- were allotted on 28th December 2023 on private placement basis for consideration other than cash.

h. 1,21,321 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- aggregating to INR 12,44,75,346/- were allotted on 22nd January 2024 on private placement basis.

i. 6,60,000 Non-Convertible Debentures were allotted on 22nd January 2024 at ₹10/- each aggregating to Rs 66,00,000/-.

j. 50,092 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- aggregating to INR 5,13,94,392/- were allotted on 9th February 2024 on private placement basis.

k. 19,844 equity shares having face value of INR 10/- each and at a premium of INR 1, 016/- aggregating to INR 2,03,59,944/- were allotted on 16th March 2024 on private placement basis for consideration other than cash.

l. 26,508 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- aggregating to INR 2,71,97,208/- were allotted on 30th March 2024 on private placement basis.

m. 65,223 equity shares having face value of INR 10/- each and at a premium of INR 910/- aggregating to INR 6,00,05,160/- were allotted on 31st March 2024 on rights basis.

7. Transfer to Reserves

During the financial year under review, the company has not transferred any amount to General Reserves.

8. Deposits

Your Company has not accepted any deposits during the financial year under review.

9. Annual Return

As per Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the annual return of the Company for the financial year ended March 31, 2024 is available at the web address: https://www.cielhr.com/financial/

10. Cost Records

Your Company is not required to maintain cost records and accounts as specified by the Central Government under Sub-section (1) of Section 148 of the Companies Act, 2013.

11. Reporting of Frauds by Auditors

During the financial year, no frauds were reported by the auditors under sub-section (12) of section 143 of the Companies Act, 2013.

12. Board Meetings

During the financial year ended 31st March 2024, 9 Board Meetings were held.

13. Subsidiaries, Joint Ventures and Associate Companies

1. Integrum Technologies Private Limited became a subsidiary company during the financial year 2018 - 19.

   Integrum Technologies Private Limited is a subsidiary of the Company incorporated on 13th August 2018. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

2. Ciel Technologies Private Limited (Formerly known as Ciel IT Solutions Private Limited) became a wholly owned subsidiary company during the financial year 2021-22

   Ciel Technologies Private Limited (Formerly known as Ciel IT Solutions Private Limited), incorporated on 23rd November 2011, is a wholly owned subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

3. Ma Foi Strategic Consultants Private Limited became a subsidiary company during the financial year 2022-23

   Ma Foi Strategic Consultants Private Limited, incorporated on 6th January 2011, is a subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

4. Ciel Skills and Careers Private Limited (Formerly known as Ma Foi Educational Services Private Limited) became a subsidiary company during the financial year 2022-23

   Ciel Skills and Careers Private Limited (Formerly known as Ma Foi Educational Services Private Limited), incorporated on 30th December 2011, is a subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

5. Next Leap Career Solutions Private Limited became a subsidiary company during the financial year 2022-23

   Next Leap Career Solutions Private Limited, incorporated on 18th October 2010, is a subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

6. Aargee Staffing Services Private Limited became a subsidiary company during the financial year 2023-24

   Aargee Staffing Services Private Limited, incorporated on 9th March 2009, is a subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

7. Firstventure Corporation Private Limited became a subsidiary company during the financial year 2023-24

   Firstventure Corporation Private Limited, incorporated on 14th March 2012, is a subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

   Statement containing salient features of the financial statement of the subsidiary, pursuant to first proviso to sub – section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014 forms part of the financial statements in **Form AOC -1** and is enclosed as Annexure B.

14. Particulars of Loans, Guarantees or Investments under Section 186 of Companies Act, 2013

During the financial year under review:

1. The Company has granted an inter-corporate loan of INR 2.31 million to CIEL Skills and Careers Private Limited under Section 186 of the Companies Act, 2013 and the Rules framed thereunder.

2. The Company has granted an inter-corporate loan of INR 57.19 million to M/s Ma Foi Strategic Consultants Private Limited under Section 186 of the Companies Act, 2013 and the Rules framed thereunder.

3. The Company has granted an inter-corporate loan of INR 12.79 million to M/s Integrum Technologies Private Limited under Section 186 of the Companies Act, 2013 and the Rules framed thereunder.

4. The Company has granted an inter-corporate loan of INR 5.90 million to M/s Aargee Staffing Services Private Limited under Section 186 of the Companies Act, 2013 and the Rules framed thereunder.

5. The Company has made investment in the equity share capital of M/s Next Leap Career Solutions Private Limited, as given below:

S. No.	Date of Investment	No. of shares	Face Value (INR)
1	28 December, 2023	51,125	10

6. The Company has made investment in the equity share capital of M/s Aargee Staffing Services Private Limited, as given below:

S. No.	Date of Investment	No. of shares	Face Value (INR)
1	28 December, 2023	6,00,000	10

7. The Company has made investment in the equity share capital of M/s Firstventure Corporation Private Limited, as given below:

S. No.	Date of Investment	No. of shares	Face Value (INR)
1	16 March, 2024	3,09,031	10

15. Particulars of Contracts or Arrangements with Related Parties

All transactions entered into by the Company with related parties were in the ordinary course of business and on an arm's length basis.

There are no materially significant related party transactions with promoters, key managerial personnel or other designated persons which may have potential conflict with interest of the Company at large. The details of transactions with related parties are given the financial statements and in form AOC 2 attached to this Report as Annexure C.

16. Material Changes Affecting the Financial Position of the Company

There are no material changes and commitments between 31st March 2024 and the date of this report having an adverse bearing on the financial position of the Company.

17. Conservation of Energy, Technological Absorption & Foreign Exchange Earnings/ Outgo

i. Conservation of Energy & Technology Absorption

The Company does not have any activity relating to conservation of energy and technology absorption and does not own any manufacturing facility. Hence, the requirement of disclosure of particulars relating to conservation of energy and technology absorption in terms of Section 134 of the Companies Act, 2013 and the rules framed thereunder is not applicable. Moreover, the Company has taken significant measures to reduce the energy consumption by using energy-efficient equipment.

Technology upgradation is constantly being undertaken to improve service quality and reduce costs. Training is also imparted to the company's personnel on the improved techniques of quality controls.

ii. Research & Development (R & D)

Your company does not have any research and development facility and has not incurred any expenditure towards research and development.

iii. Foreign Exchange Earnings and Outgo

Your company has immaterial foreign exchange earnings and outgo during the financial year under review

18. Risk Management Policy

The Company follows well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organisation's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

19. Directors and Key Managerial Personnel

i. Composition of Board

As on date of this report, your Company's Board of Directors comprises of the following members, namely:

Sl. No.	Name of the Director	Category	DIN
1.	Mr. K. Pandiarajan	Executive Chairperson and Director	00116011
2.	Ms. Hemalatha Rajan	Executive Director	00115674
3.	Mr. Aditya Narayan Mishra	Managing Director & CEO	05303409
4.	Mr. Santhosh Kumar Nair	Executive Director & COO	07279988
5.	Mr. Doraiswamy Krishnan Rajiv	Executive Director	00221856
6.	Mr. Arunkumar Nerur Thiagarajan	Independent Director	02407722
7.	Ms. Lilian Jessie Paul	Additional Independent Director	02864506
8.	Mr. Chandu Nair	Additional Independent Director	00259276
9.	Ms. Roopa Satish	Additional Independent Director	07943586
10.	Ms. Ipsita Kathuria	Additional Independent Director	10643220

ii. Changes in the Board

The following changes took place in the composition of the Board:

Sl. No.	Name of the Director	Category	DIN	Remarks
1.	Mr. Doraiswamy Krishnan Rajiv	Executive Director with effect from 12th February 2024	00221856	Change of Designation from Non Executive Director to Executive Director
2.	Mr. Arunkumar Nerur Thiagarajan	Independent Director with effect from 12th February 2024	02407722	Change of Designation from Non Executive Director to Independent Director
3.	Ms. Lilian Jessie Paul	Additional Independent Director with effect from 30 May 2024	02864506	Fresh Appointment
4.	Mr. Chandu Nair	Additional Independent Director with effect from 30 May 2024	00259276	Fresh Appointment
5.	Ms. Roopa Satish	Additional Independent Director with effect from 27 June 2024	07943586	Fresh Appointment
6.	Ms. Ipsita Kathuria	Additional Independent Director with effect from 27 June 2024	10643220	Fresh Appointment

iii. Key Management Personnel

As on date of this report, your Company has seven Key Managerial Personnels, namely,

Sl. No.	Name of the KMP	Category	DIN
1.	Mr. K. Pandiarajan	Executive Chairperson and Director	00116011
2.	Ms. Hemalatha Rajan	Executive Director	00115674
3.	Mr. Aditya Narayan Mishra	Managing Director & CEO	05303409
4.	Mr. Santosh Kumar Nair	Executive Director & COO	07279988
5.	Mr. Doraiswamy Krishnan Rajiv	Executive Director	00221856
6.	Mr. Saurabh Ashok More	Chief Financial Officer	PAN : APOPM3000R
7.	Ms. Lalita Pasari	Company Secretary	PAN : AKXPA3158L

iv. Declaration from Independent Directors

Pursuant to Section 149(7) of the Companies Act, 2013 read along with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013 and Regulation 25(8) of the SEBI (LODR) Regulations, 2015, the Company has received necessary declarations/ disclosures from each of the Independent Director of the Company stating that he/she meets the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and that he/she has a valid certificate of registration for his/her enrollment into the data bank for Independent Directors.

In the opinion of the Board of Directors, the Independent Directors of your Company satisfy the necessary attributes as to integrity, experience (including proficiency) and high levels of skill and expertise.

20. Details of Significant & Material Orders Passed by the Regulators or Court or Tribunal

During the financial year, there are no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and your Company's operations in future.

21. Information as per clauses (xi) and (xii) of Rule 8(5) of the Companies (Accounts) Rules, 2014

There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 in respect of the Company during the financial year ended March 31, 2024 and there was no such application made or any proceeding as at March 31, 2024.

The Company has not entered into any one-time settlement with its lenders during the financial year ended March 31, 2024 and therefore the requirements of clause (xii) of Rule 8(5) of the Companies (Accounts) Rules, 2014 are not applicable. No application was made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 in respect of the Company during the financial year ended March 31, 2024.

22. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

Your Company has in place an Anti-Sexual Harassment Policy named "Policy Against Sexual Harassment" in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committees (ICC) has been set up to redress complaints received regarding sexual harassment

Your Directors further state that no complaints were received or pending disposal during the financial year ended 31st March 2024 pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

23. Loan from Director

Your Company has not availed any loan from directors during the financial year under review.

24. Whistle Blower Policy & Vigil Mechanism

As per the provisions of Section 177(9) of the Companies Act, 2013, your Company has established a Vigil Mechanism and has adopted a Whistle Blower Policy for directors and employees to report their genuine concerns. The Whistle Blower Policy has been formulated with a view to providing a mechanism for employees and directors to approach the Audit Committee of the Company.

25. Transfer to Investor Education and Protection Fund

Pursuant to Section 125 of the Companies Act, 2013, Your Company did not have any funds lying unpaid or unclaimed for a period of Seven years Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

26. Corporate Social Responsibility

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has adopted a Policy on CSR and the Policy has been placed in the website of the Company at www.cielhr.com

The Company has duly constituted a Corporate Social Responsibility Committee as per the provisions of Section 135 of the Companies Act, 2013 and devised a Policy for the implementation of the CSR framework, broadly defining the areas of spending for its promotion / development, of at least two percent of the average net profits made during the last three immediately preceding Financial Years on the activities mentioned under Schedule VII to the Companies Act, 2013.

The CSR Committee monitors the Policy of the Company from time to time and endeavours to ensure that the requisite amount is spent on CSR activities as per the framework.

The Company vide the CSR Amendment Rules, January 2021, has formulated an Annual Action Plan for the financial year 2023-2024 and has adopted the CSR Policy as per the amended rules. Annual Report on CSR for the financial year ended 31st March 2024 is attached to this Report as Annexure D.

27. Committees

i. Audit Committee

The requirement of formation of the Audit Committee and the concept of vigil mechanism under Section 177 of Companies Act 2013 is applicable to our company. Our Company has constituted an Audit Committee.

Members of the Audit Committee are:

Sl. No.	Name of the Director	Category	DIN	Remarks
1.	Mr. Arunkumar Nerur Thiagarajan	Independent Director	02407722	To act as the Chairman of the Committee
2.	Ms. Roopa Satish	Independent Director	07943586	-
3.	Ms. Hemalatha Rajan	Executive Director	00115674	-

ii. Nomination and Remuneration Committee

The requirement of formation of Nomination and Remuneration Committee under Section 178 of Companies Act 2013 is applicable to our company. Our Company already had a Nomination and Remuneration Committee which has been reconstituted.

Members of the Nomination and Remuneration Committee are:

Sl. No.	Name of the Director	Category	DIN	Remarks
1.	Mr. Chandu Nair	Independent Director	00259276	To act as the Chairman of the Committee
2.	Ms. Lilian Jessie Paul	Independent Director	02864506	-
3.	Mr. Arunkumar Nerur Thiagarajan	Independent Director	02407722	-

iii. Corporate Social Responsibility Committee

The requirement of formation of the Corporate Social Responsibility Committee under Section 135 of Companies Act 2013 was applicable to our company. Our Company already had a Corporate Social Responsibility Committee which has been reconstituted.

Members of the Corporate Social Responsibility Committee are:

Sl. No.	Name of the Director	Category	DIN	Remarks
1.	Ms. Hemalatha Rajan	Executive Director	00115674	To act as the Chairman of the Committee
2.	Mr. Aditya Narayan Mishra	Managing Director & CEO	05303409	-
3.	Mr. Doraiswamy Krishnan Rajiv	Executive Director	00221856	-
4.	Ms. Ipsita Kathuria	Independent Director	10643220	-

28. Auditors

i. Statutory Auditors:

M/s. MSKA & Associates, Chartered Accountants having FRN No: 105047W were appointed as the statutory auditors of the Company at the Extra-Ordinary General Meeting (EGM) of the shareholders held on 28th December 2023 to hold office up to the conclusion of the 14th AGM to be held in the year 2024. The report of the Auditors to the Shareholders is attached herewith.

The notes to the accounts forming part of the financial statements are self-explanatory and need no further clarifications or explanations. The report of the auditors to the shareholders is attached herewith and the same do not contain any qualifications, reservation, disclaimer or adverse remarks. In accordance with Sec129(3) of Companies Act 2013, the audited consolidated financial statements including financials of subsidiary companies are furnished with this Annual Report.

Your Directors have recommended the re-appointment of M/s. MSKA & Associates as the Statutory Auditors of the Company for a period of 5 financial years up to the conclusion of the 19th AGM to be held in the year 2029.

ii. Internal Auditors:

To carry out an internal audit of its operations, your Company has engaged M/s. A John Moris & Co, Chartered Accountants, as its Internal Auditors. Their audit is complemented by an In-house audit team. Between them, they cover the entire Internal Audit Scope which covers the activities carried out at Corporate Office and across branches of the Company. As a part of its efforts to evaluate the effectiveness of the internal control systems, your Company's audit teams evaluate the adequacy of control measures on a periodic basis and recommend improvements, wherever appropriate.

iii. Secretarial Auditors:

M/s S Sandeep & Associates, Practising Company Secretaries were appointed to conduct the secretarial audit of the Company for the financial year 2023-24, as required under Section 204 of the Companies Act, 2013 and rules made thereunder.

The secretarial audit report for the financial year ended 31st March 2024, forms part of this report as Annexure E and does not contain any qualification, reservation or adverse remarks.

29. Compliance with Secretarial Standards as Issued by the Institute of Company Secretaries of India

The Company is in compliance with the relevant provisions of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government.

30. Disclosure as required under rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

There were no employees (other than Directors) whose particulars are required to be disclosed in accordance with Section 197(12) of Companies Act 2013 read with Rules 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) 2014. Remuneration paid to Directors are disclosed in Form AOC-2 attached to this Report as Annexure C.

31. Directors' Responsibility Statement

To the best of their knowledge and belief, and according to the information and explanations obtained by them, your Directors confirm the following in terms of Section 134 of the Companies Act, 2013 and the Rules made thereunder:-

a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

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 and of the profit 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 on a going concern basis; and

e. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgement

The Directors wish to thank the bankers, customers, service agencies, shareholders and other stakeholders for their support. We wish to specifically thank our distinguished alumni who are our brand ambassadors in the corporate world. The directors also thank the employees for their contribution during the financial year under review.

For and on behalf of the board
For **CIEL HR SERVICES PRIVATE LIMITED**
(formerly known as CIEL HR Services Private Limited)

K. Pandiarajan
Executive Chairman and Director
DIN: 00116011

Place: Chennai
Date: 27th June 2024

Annexure – A

Ciel Hr Services Private Limited Employee Stock Option Plan, 2022

Pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014, the details of the CIEL HR Services Limited Employee Stock Option Plan, 2022 (ESOP 2022) during the financial year ended 31st March 2024 are:-

	Nature of Disclosures		ESOP 2022
a.	Options approved to be issued as ESOPs		5,50,000
b.	Options Granted as at 31st March 2024		71,900
c.	Options vested as at 31st March 2024		60,610
d.	Options outstanding as on 1st April 2023		66,900
e.	Options Exercised during FY 2023-24		-
f.	The total number of shares arising as a result of exercise of Option		-
g.	Options Lapsed /Surrendered		3790
h.	The exercise price		10
i.	Options outstanding as on 31st March 2024		68,110
j.	Variation of Terms of Option		The conversion ratio i.e. Option: Shares ratio has been varied from 1:1 to 4:7 and thereafter 4:35
k.	Total number of options in force		68,110
l.	Money realized by exercise of options during the year 2023-24		-
m.	Details of options granted to		
	i.	key managerial personnel	5,000
	ii.	any other employee who received a grant of options in any one year of option amounting to 5 per cent or more of options granted during that year	-
	iii.	Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	-

CIEL GROUP EMPLOYEE STOCK OPTION SCHEME, 2024 (ESOP 2024)

Pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014, the details of the CIEL Group Employee Stock Option Scheme, 2024 (ESOP 2024) are:-

The said ESOP 2024 was approved by the shareholder in the Extraordinary General Meeting held on 10th June, 2024

Nature of Disclosures		ESOP 2024
a.	Options approved to be issued as ESOPs	22,00,000
b.	Options Granted as at 31st March 2024	NA
c.	Options vested as at 31st March 2024	NA
d.	Options outstanding as on 1st April 2023	NA
e.	Options Exercised during FY 2023-24	NA
f.	The total number of shares arising as a result of exercise of Option	NA
g.	Options Lapsed /Surrendered	NA
h.	The exercise price	NA
i.	Options outstanding as on 31st March 2024	NA
j.	Variation of Terms of Option	NA
k.	Total number of options in force	NA
l.	Money realized by exercise of options during the year 2023-24	NA
m.	Details of options granted to iv. key managerial personnel v. any other employee who received a grant of options in any one year of option amounting to 5 per cent or more of options granted during that year vi. Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NA

For and on behalf of the board

For CIEL HR SERVICES LIMITED
(formerly known as CIEL HR Services Private Limited)

K. Pandiarajan
Executive Chairman and Director
DIN: 00116011

Date : 27th June 2024

Annexure – B

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Ciel Technologies Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	0.10
5.	Reserves & surplus	(0.92)
6.	Total assets	7.08
7.	Total Liabilities	7.91
8.	Investments	Nil
9.	Turnover	21.67
10.	Profit/Loss before taxation	(4.26)
11.	Provision for taxation	0.05
12.	Profit/Loss after taxation	(4.31)
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Integrum Technologies Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	7.55
5.	Reserves & surplus	(2.16)
6.	Total assets	36.32
7.	Total Liabilities	30.93
8.	Investments	Nil
9.	Turnover	25.12
10.	Profit/Loss before taxation	2.93
11.	Provision for taxation	1.62
12.	Profit/Loss after taxation	1.31
13.	Proposed Dividend	Nil
14.	% of shareholding	62.50%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Ciel Skills And Careers Private Limited (Formerly known as Ma Foi Educational Services Private Limited)
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	20.40
5.	Reserves & surplus	(9.60)
6.	Total assets	56.36
7.	Total Liabilities	45.56
8.	Investments	Nil
9.	Turnover	61.23
10.	Profit/Loss before taxation	4.12
11.	Provision for taxation	(2.73)
12.	Profit/Loss after taxation	6.85
13.	Proposed Dividend	Nil
14.	% of shareholding	50.98%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Ma Foi Strategic Consultants Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	78.65
5.	Reserves & surplus	(79.37)
6.	Total assets	143.96
7.	Total Liabilities	144.68
8.	Investments	0.18
9.	Turnover	114.76
10.	Profit/Loss before taxation	5.64
11.	Provision for taxation	(4.16)
12.	Profit/Loss after taxation	9.81
13.	Proposed Dividend	Nil
14.	% of shareholding	51.01%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Next Leap Career Solutions Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	5.71
5.	Reserves & surplus	125.99
6.	Total assets	259.93
7.	Total Liabilities	128.23
8.	Investments	Nil
9.	Turnover	293.76
10.	Profit/Loss before taxation	57.95
11.	Provision for taxation	14.91
12.	Profit/Loss after taxation	43.04
13.	Proposed Dividend	Nil
14.	% of shareholding	91.40%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Aargee Staffing Services Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	6.00
5.	Reserves & surplus	(8.82)
6.	Total assets	55.75
7.	Total Liabilities	58.57
8.	Investments	Nil
9.	Turnover	159.08
10.	Profit/Loss before taxation	1.65
11.	Provision for taxation	3.54
12.	Profit/Loss after taxation	(1.89)
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Firstventure Corporation Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	5.98
5.	Reserves & surplus	32.18
6.	Total assets	70.74
7.	Total Liabilities	32.59
8.	Investments	Nil
9.	Turnover	36.56
10.	Profit/Loss before taxation	(11.35)
11.	Provision for taxation	(0.25)
12.	Profit/Loss after taxation	(11.60)
13.	Proposed Dividend	Nil
14.	% of shareholding	51.70%

Part "B": Associates and Joint Ventures – Not Applicable

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures		-
1.	Latest audited Balance Sheet Date	-
2.	Shares of Associate/Joint Ventures held by the company on the year end	-
	No.	-
	Amount of Investment in Associates/Joint Venture	-
	Extend of Holding%	-
3.	Description of how there is significant influence	-
4.	Reason why the associate/joint venture is not consolidated	-
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	-
6.	Profit/Loss for the year	-
	i. Considered in Consolidation	-
	ii. Not Considered in Consolidation	-

For and on behalf of the board

For CIEL HR SERVICES LIMITED
(formerly known as CIEL HR Services Private Limited)

K. Pandiarajan
Executive Chairman and Director
DIN: 00116011

Date : 27th June 2024

Annexure - C

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 transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2024, which were not at arm length basis. The Company has laid down policies and processes/ procedures to ensure compliance with the subject section in the Companies Act, 2013 and the corresponding Rules.

2. Details of material contracts or arrangement or transactions at arm's length basis

Sl. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board, if any	
(f)	Amount paid as advances, if any	

There were no material contracts or arrangements or transactions entered into during the financial year ended 31st March 2024 crossing the materiality threshold of 10% of the annual consolidated turnover as per the latest audited financial statements of the Company. The details of contracts or arrangements or transactions at arm's length basis for the year ended 31st March 2024 are detailed in the notes to Financial Statement annexed to the Annual Report for which appropriate approvals have been taken from the Board of Directors and shareholders from time to time.

For and on behalf of the board

For CIEL HR SERVICES LIMITED
(formerly known as CIEL HR Services Private Limited)

K. Pandiarajan
Executive Chairman and Director
DIN: 00116011

Date : 27th June 2024

Annexure - D

Annual Report on CSR Activities

Corporate Social Responsibility Policy

1. **Brief outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   Ciel HR Services Limited (Formerly known as Ciel HR Services Private Limited) is a growing company and is committed towards social welfare of the common people. Your Company has adopted a policy for Corporate Social Responsibility which has been placed in the website of the Company www.cielhr.com. As per the CSR policy, your Company shall seek to positively impact the lives of the disadvantaged by supporting and engaging in activities that aim to improve their wellbeing.

   The Company will undertake its CSR activities either directly or through a Registered Trust or through a Registered Society or establish Company registered under Section 8 of the Companies Act, 2013 or even in collaboration with other entities.

   Your company would be undertaking the CSR activities as listed in Schedule VII and Section 135 of the Companies Act, 2013 and the Rules framed thereunder. The CSR Committee will oversee the implementation and monitoring of all CSR projects/ programmes / activities and periodic reports shall be provided for review to the Board as and when necessary.

   As per Section 135 of the Companies Act, 2013, your Company, does not meet the applicability threshold for the year ended 31 March 2024 and hence company is not required to spend funds on Corporate Social Responsibility ("CSR") activities. Whereas for the year ended 31 March 2023 Corporate Social Responsibility ("CSR") was applicable and CSR committee has been formed by the Company as per the Act. Details of CSR spent by the company voluntarily in the reporting period is provided below as per the prescribed format.

2. **Composition of the CSR Committee**

Sl. No	Name of the 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	Remarks
1	Adityanarayan Mishra,	Managing Director and CEO	1	1	-
2	Mr. Doraiswamy Krishnan Rajiv,	Non-Executive Director	1	1	Appointed as committee member wef 27.06.2024
3	Mr. Arunkumar Nerur Thiagarajan	Non-Executive Director	1	1	Ceased to be the committee member wef 27.06.2024
4	Ms. Hemalatha Rajan	Executive Director	0	0	-
5	Ms. Ipsita Kathura	Non-Executive Director	0	0	Appointed as committee member wef 27.06.2024

3. **Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:** www.cielhr.com

4. **Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014: NA**

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : - NIL**

6. **Average net profit of the Company as per section 135(5) of the Companies Act, 2013**
-Average net profit: **NA**

7. a) Two percent of average net profit of the company as per section 135(5) – **NA**
   b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. - **NIL**
   c) Amount required to be set off for the financial year, if any – **NIL**
   d) Total CSR obligation for the financial year (7a+7b-7c) – **NA**

8. a) CSR amount spent or unspent for the financial year-

Total Amount Spent for the Financial Year. (in INR Million)	Amount Unspent (INR in Millions)				
	Total Amount transferred to Unspent CSR Account as per section 135(6) - NIL -		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1.00	Nil	NA	Nil	Nil	NA

   b) Details of CSR amount spent against ongoing projects for the financial year: - Nil

(1)	(2)	(3)	(4)	(5)		(6)	(7)
S. No.	Name of the Project	Item from the list of activities In schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project Duration	Amount allocated for the project (in INR).
				State	District		
1	Project	....					

(8)	(9)	(10)	(11)	
Amount spent in the current financial Year (in INR).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR).	Mode of Implementation Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
			Name	CSR Registration Number.
		No	....	....

   c) Details of CSR amount spent against **other than ongoing projects** for the financial year:-

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No.	Name of the Project	Item from the list of activities In schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the Project (INR in Millions).	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number.
1	The Ma Foi Foundation Project	Promoting Education	Yes	Tamil Nadu	Chennai	1.00	No	The Ma Foi Foundation	CSR00000940
2									

   d) Amount spent in Administrative Overheads – **NIL-**
   e) Amount spent on Impact Assessment, if applicable - **NIL-**
   f) Total amount spent for the Financial Year (8b+8c+8d+8e) – **INR 10,00,000**

g) Excess amount for set off, if any – **NA**

Sl. No.	Particulars	Amount (INR in Millions)
(i)	Two percent of average net profit of the company as per section 135(5)	NA
(ii)	Total amount spent for the Financial Year	1.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1.00

9. (a) Details of Unspent CSR amount for the preceding three financial years: - NA

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in INR)	Amount spent in the reporting Financial Year (in INR)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in INR)
				Name of the Fund	Amount (in INR)	Date of transfer	
1.							
2.							
3.							
	TOTAL						

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in INR)	Amount spent on the project in the reporting Financial Year (in INR).	Cumulative amount spent at the end of reporting Financial Year (in INR)	Status of the project - Completed /Ongoing
1.								
2.								
3.								
	TOTAL							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). – NA

a) Date of creation or acquisition of the capital asset(s). –

b) Amount of CSR spent for creation or acquisition of capital asset. –

c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. —

d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). –

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). NA

For and on behalf of the board

For CIEL HR SERVICES LIMITED
(formerly known as CIEL HR Services Private Limited)

K. Pandiarajan
Executive Chairman and Director
DIN: 00116011

Date : 27th June 2024

Form No. MR-3

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

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

To,
The Members,
CIEL HR SERVICES LIMITED (formerly known as CIEL HR Services Private Limited)
Plot No. 3726, Door No. 41, 'Ma Foi House',
6^{th} Avenue, Q- Block, Anna Nagar, Chennai - 600040.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of M/s. **CIEL HR SERVICES LIMITED (formerly known as CIEL HR Services Private Limited)**, bearing CIN U74140TN2010PLC077095 (hereinafter called "the Company").

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, 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 31^{st} March 2024, has 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 31^{st} March 2024 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as applicable to the Company.

(iii) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder as applicable to the extent of Foreign Direct Investment. The Company does not have any External Commercial Borrowings or other credit facilities or Overseas Direct Investment.

We further report that, we have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

We further report that, during the period under review the Company has complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that, during the audit period there were no actions / events in pursuance of:

a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder as applicable to the Company;

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

f) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

h) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014;

i) The Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2009

j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

We further report that, during the period under review the Company has not entered into any Listing Agreements with any Stock Exchange.

We further report that

- as of the date of this report, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate Notice of all the Board meetings was given to all the Directors, along with agenda and detailed notes on agenda were sent and a proper system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting to enable meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- The Directors have complied with the disclosure requirements in respect of their eligibility for appointment, their independence, wherever applicable;

We further report that based on the information received, records maintained and representation received, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that, the Company has converted its status from a 'Private' Company to 'Public' Company with effect from 30th November 2023.

We further report that, during the audit period, the Company has offered, issued and allotted equity shares on various dates as given below:

a. 1,248 equity shares having face value of INR 10/- each and at a premium of INR 1,192/- aggregating to INR 15,00,096/- were allotted on 12th June 2023 on private placement basis.

b. 62,398 Compulsorily Convertible Debentures were converted into equity shares on 15th November 2023 at INR 961.60/- each.

c. 33,41,460 equity shares having face value of INR 10/- each were allotted as bonus shares in the proportion of 3 (Three only) Equity share for every 4 (Four only) equity shares on 15th November 2023

d. 1,230 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- were allotted on 28th December 2023 on private placement basis for consideration other than cash.

e. 3,178 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- were allotted on 28th December 2023 on private placement basis for consideration other than cash.

f. 1,21,321 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- aggregating to INR 12,44,75,346/- were allotted on 22nd January 2024 on private placement basis.

g. 50,092 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- aggregating to INR 5,13,94,392/- were allotted on 9th February 2024 on private placement basis.

h. 19,844 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- aggregating to INR 2,03,59,944/- were allotted on 16th March 2024 on private placement basis for consideration other than cash.

i. 26,508 equity shares having face value of INR 10/- each and at a premium of INR 1,016/- aggregating to INR 2,71,97,208/- were allotted on 30th March 2024 on private placement basis.

j. 65,223 equity shares having face value of INR 10/- each and at a premium of INR 910/- aggregating to INR 6,00,05,160/- were allotted on 31st March 2024 on rights basis.

We further report that there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

For S Sandeep & Associates

Place: Chennai
Date: 27th June 2024
UDIN: F005853F000625978

S Sandeep
Managing Partner
FCS 5853; COP 5987

Independent Auditor's Report

To the Members of **CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited) ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024 and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity, Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31,2024, and its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone 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 obtained by us is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

Our opinion on the standalone 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 standalone the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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.

Responsibilities of Management and Board of Directors for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. 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 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are 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 the Board of Directors 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 Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

Other Matter

(a) The comparative financial information of the Company for the year ended March 31, 2023 and the transition date opening Balance Sheet as at April 1, 2022 included in these standalone financial statements, are based on the previously issued standalone financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act audited by the predecessor auditor whose report for the year ended March 31, 2023 and March 31, 2022 dated April 27, 2023 and May 9, 2022 respectively expressed an unmodified audit opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matters.

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 "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report 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 matter stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g).

   (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on March 31,2024from 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 standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".

   (g) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).

   (h) 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, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      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. 1. 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, 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.

2. 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, as on the date of this audit report, that the Company shall, 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.

3. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

v. On the basis of our verification interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

vi. Based on our examination, the Company has used two accounting softwares for maintaining its books of account in regard to processing of payroll(APPI) and generation of revenue invoices(ICON) during the year ended March 31, 2024, which does not have a feature of recording audit trail (edit log) facility.

The Company upgraded its accounting software on May 6, 2023 to the Edit Log version of software from an earlier version of the accounting software it operated for maintaining its books of account during the year ended March 31, 2024. Based on our examination, we are unable to comment whether the earlier version of the accounting software had a feature of recording audit trail (edit log) facility and whether it was enabled therein. However, the Edit Log version of the accounting software has a feature of recording audit trail (edit log) facility, which was enabled in the said software and the same has been operated effectively throughout the period from May 6, 2023 to March 31, 2024. Also, we did not come across any instance of the audit trail feature being tampered with during this period in the Edit Log version of the accounting software.

3. The company was converted into a public company with effect from November 30, 2023 as per the revised Certificate of Incorporation dated November 30, 2023 issued by the registrar of Companies, Chennai. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the company to its directors, post conversion into public Company, is within the limits laid under Section 197 of the Act and the rules thereunder.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 24205226BKEAKG2941

Place: Hyderabad
Date: June 27, 2024

Annexure A to The Independent Auditor's Report on Even Date on The Standalone Financial Statements of CIEL HR Services Limited (Formerly Known as CIEL Hr Services Private Limited)

Auditor's Responsibilities for the Audit of the Standalone 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 standalone 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 standalone 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 and Board of Directors.
- Conclude on the appropriateness of management and Board of Director'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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 24205226BKEAKG2941

Place: Hyderabad
Date: June 27, 2024

Annexure B to Independent Auditors' Report of Even Date on The Standalone Financial Statements of CIEL HR Services Limited (Formerly Known as CIEL Hr Services Privated Limited) For The Year Ended March 31, 2024

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

i. (a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and relevant details of right-of-use-assets.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) Property, Plant and Equipment, and right of use assets have been physically verified by the management at during the year and no material discrepancies were identified on such verification.

(c) According to the information and explanations given to us, there are no immovable properties, and accordingly, the provisions stated under clause 3(i)(c) of the Order are not applicable to the Company.

(d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (Including Right of Use Assets) during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.

(e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.

ii. (a) The Company is involved in the business of rendering services and does not hold any inventory. Accordingly, the provisions stated under clause 3(ii)(a) of the Order are not applicable to the Company.

(b) During the year the Company has been sanctioned working capital limits in excess of INR 5 Crores in aggregate from Banks and financial institutions on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the standalone financial statements, quarterly returns / statements filed with such Banks and financial institutions are in agreement with the books of accounts of the Company.

iii. (a) According to the information explanation provided to us, the Company has provided loans to other entities.

(A) The details of such loans subsidiaries are as follows:

Particulars	Loans
Aggregate amount provided during the year -Subsidiaries	INR 148.44 Mn
Balance Outstanding as at balance sheet date in respect of above cases - Subsidiaries	INR 137.43 Mn

(B) The Company has not given any loans, advances, guarantee or security(ies) to parties other than Subsidiaries.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made, terms and conditions in relation to grant of all loans are not prejudicial to the interest of the Company.

(c) The loans are repayable on demand. During the year, the Company has not demanded such loans or interest. Accordingly, in our opinion the repayments of principal amounts and receipts of interest are regular.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount remaining outstanding as at the balance sheet date as the loans are repayable on demand and the Company has not demanded such loans.

(e) According to the information explanation provided to us, the loans or advances in the nature of loan granted has not been demanded by the Company during the year. Accordingly, the provisions stated under clause 3(iii)(e) of the Order are not applicable to the Company.

(f) According to the information explanation provided to us, the Company has granted loans repayable on demand. None of these are granted to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013.The details of the same are as follows:

Particulars	Related Parties
Aggregate amount of loans - Repayable on demand	INR 137.43 Mn
Percentage of loans to the total loans	100 %

iv. According to the information and explanations given to us, there are no loans, guarantees, and security in respect of which provisions of sections 185 of the Companies Act, 2013 are applicable and accordingly, the provisions stated under clause 3(iv) of the Order to that extent is not applicable to the Company.

According to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013, in respect of loans, investments.

v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of Sections 73, 74, 75 and 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the provisions stated under clause 3(iv) of the Order is not applicable to the Company. Also, there are no amounts outstanding as on March 31, 2024, which are in the nature of deposits.

vi. The provisions of sub-Section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company as the Central Government of India has not specified the maintenance of

cost records for any of the products/services of the Company. Accordingly, the provisions stated under clause 3(vi) of the Order are not applicable to the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax and other statutory dues have generally been regularly deposited with the appropriate authorities during the year, though there has been a slight delay in a few cases.

There are no undisputed amounts payable in respect of Goods and Services tax, provident fund, employees state insurance, income-tax and other statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues relating to goods and services tax, provident fund, employees' state insurance, income-tax and other statutory dues which have not been deposited on account of any dispute.

viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment of the Company. Accordingly, the provision stated under clause 3(viii) of the Order is not applicable to the Company.

ix. (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanation given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries, associates.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, reporting under the Clause 3(ix)(f) of the order is not applicable to the Company.

x. (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated under clause 3(x)(a) of the Order are not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made private placement of shares during the year and the requirements of Section 42 and Section 62 of the Act have been complied with. The amount raised has been used for the purposes for which they were raised.

xi. (a) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year in the course of our audit.

(b) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the provisions stated under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards. The company has constituted Audit Committee as required by Section 177 of the Companies Act 2013 at the Board meeting held on 27th June 2024. Accordingly, the provisions stated under clause 3(xiii) of the Order relating to Section 177 of the Companies Act, 2013 are not applicable to the Company.

xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.

xv. According to the information and explanations given to us, in our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and accordingly, the reporting on compliance with the provisions of Section 192 of the Companies Act, 2013 in clause 3(xv) of the Order is not applicable to the Company.

xvi. The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the provisions stated under clause 3(xvi)(a) to 3(xvi)(d) of the Order are not applicable to the Company.

xvii. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the provisions stated under clause 3(xvii) of the Order are not applicable to the Company.

xviii. There has been resignation of the statutory auditors during the year, there were no issues, objections or concerns raised by the outgoing auditor.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone 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. According to the information and explanations given to us and based on our verification, provisions of Section 135 of the Companies Act, 2013, are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 24205226BKEAKG2941

Place: Hyderabad
Date: June 27, 2024

Annexure C to The Independent Auditor's Report of Even Date on The Standalone Financial Statements of CIEL HR Services Limited (Formerly Known As CIEL Hr Services Private Limited)

[Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited) on the Standalone Financial Statements for the year ended March 31, 2024]

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

We have audited the internal financial controls with reference to standalone financial statements of CIEL HR Services Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company, including has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31,2024 , based on the internal control with reference to standalone financial statements 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 (ICAI) (the "Guidance Note").

Management's and Board of Director's Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to standalone 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone 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 standalone 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 Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

A company's internal financial control with reference to standalone1 financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls With reference to Standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 24205226BKEAKG2941

Place: Hyderabad
Date: June 27, 2024

Standalone Balance Sheet

as at 31 March 2024

(Amount in INR Millions, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023	As at 1 April 2022
I ASSETS				
Non-current assets				
Property, plant and equipment	6	4.10	4.25	3.96
Right-of- use assets	7	21.89	34.67	39.60
Other intangible assets	8	5.97	9.17	14.74
Financial assets				
Investments	9	359.10	239.91	4.82
Other financial assets	10	101.16	81.70	76.65
Other non-current assets	11	96.43	69.17	48.56
Deferred Tax Asset (Net)	31	6.35	5.77	3.46
Total non-current assets		**595.00**	**444.64**	**191.79**
Current assets				
Financial assets				
Trade receivables	12	1,346.56	921.00	701.16
Cash and cash equivalents	13	20.12	2.22	43.57
Loans	14	137.43	75.15	17.69
Other financial assets	10	32.40	1.40	1.70
Other current assets	15	264.99	183.11	92.73
Total current assets		**1,801.50**	**1,182.88**	**856.85**
Total assets		**2,396.50**	**1,627.52**	**1,048.64**
II EQUITY AND LIABILITIES				
Equity				
Equity share capital	16	80.84	43.92	41.85
Other equity	17	760.72	369.23	94.58
Total equity		**841.56**	**413.15**	**136.43**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	18	43.70	112.96	101.09
Lease Liabilities	34	11.66	24.19	30.89
Provisions	19	108.75	78.85	57.27
Total non-current liabilities		**164.11**	**216.00**	**189.25**
Current liabilities				
Financial liabilities				
Borrowings	20	487.36	359.00	156.47
Lease Liabilities	34	12.53	11.58	7.75
Trade payables	21			
i) total outstanding dues of micro enterprises and small enterprises		-	-	-
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		68.60	52.64	25.54
Other financial liabilities	22	577.11	393.86	410.93
Other current liabilities	23	219.24	169.31	117.20
Provisions	19	18.28	10.28	5.07
Current tax liabilities (net)	24	7.71	1.70	-
Total current liabilities		**1,390.83**	**998.37**	**722.96**
Total liabilities		**1,554.94**	**1,214.37**	**912.21**
Total equity and liabilities		**2,396.50**	**1,627.52**	**1,048.64**

See accompanying notes forming part of the standalone financial statements. 1-46

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

For and on behalf of the Board of Directors of
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 27 June 2024

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 27 June 2024

Saurabh Ashok More
Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Standalone Statement of Profit and Loss

for the year ended 31 March 2024

(Amount in INR Millions, unless otherwise stated)

	Notes	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations	25	10,419.21	**7,669.29**
Other income	26	24.76	7.76
Total income		10,443.97	**7,677.05**
EXPENSES			
Employee benefits expenses	27	10,120.16	7,464.81
Finance costs	28	66.04	70.74
Depreciation and amortization expenses	29	18.36	21.79
Other expenses	30	171.36	147.08
Total expenses		**10,375.92**	**7,704.42**
Profit /(Loss) before tax		**68.05**	**(27.37)**
Tax expense			
Current tax	31	6.01	1.70
Deferred tax charge / (credit)	31	(0.83)	(2.58)
Total tax expense		**5.18**	**(0.88)**
Profit/(loss) for the year		**62.87**	**(26.49)**
Other comprehensive income			
Re-measurement gains/ (losses) on defined benefit plans		1.02	1.03
Income tax effect on these items		(0.26)	(0.26)
Other comprehensive income for the year, net of tax		**0.76**	**0.77**
Total comprehensive income for the year, net of tax		**63.63**	**(25.72)**
Earnings / (Loss) per share (face value of INR 10 each)	**32**		
Basic earnings /(loss) per share (INR)		8.03	(6.13)
Diluted earnings /(loss) per share (INR)		7.96	(6.04)

See accompanying notes forming part of the standalone financial statements. 1-46

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

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Place: Bangalore, India
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Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Standalone Statement of Cash Flows

for the year ended March 31, 2024

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
Cash flow from operating activities		
Profit/(Loss) before tax	68.05	(27.37)
Adjustments for:		
Depreciation and amortization expenses	18.36	21.79
Provision for gratuity and compensated absences	3.35	3.19
Share based payment expense	22.50	58.75
Finance cost	66.04	70.74
Interest income	(23.63)	(6.76)
Operating profit/loss before working capital changes	**154.67**	**120.34**
Changes in working capital		
Increase/ (Decrease) in trade payables	15.96	27.10
Increase/ (Decrease) in other current liabilities	49.93	52.11
Increase / (Decrease) in provisions	35.57	24.63
Increase/ (Decrease) in other financial liabilities	183.25	(17.07)
Decrease/ (Increase) in trade receivables	(425.54)	(219.83)
Decrease/ (Increase) in other financial assets	(50.46)	(4.75)
Decrease/(Increase) in other assets	(109.14)	(110.99)
Cash generated from operations	**(145.76)**	**(128.46)**
Income tax paid	-	-
Net cash inflows/used from/in operating activities (A)	**(145.76)**	**(128.46)**
Cash flow from investing activities		
Payment for property, plant and equipment and intangible assets	(2.26)	(11.58)
Purchase of Investments	(119.19)	(235.09)
Advance or loans made to employees/ other parties	(62.28)	(57.46)
Interest received	23.63	6.76
Net cash inflows/used from/in investing activities (B)	**(160.10)**	**(297.37)**
Cash flow from financing activities		
Proceeds from issuance of equity share capital	347.55	247.87
Proceeds from Borrowings	128.36	202.53
Proceed from issue of Debentures or Bonds	(60.00)	40.00
Repayment of Borrowings	(10.96)	(10.58)
Repayment of Debentures or Bonds	1.70	(17.55)
Interest paid	(66.04)	(70.74)
Dividend paid	(5.27)	(4.18)
Principal paid on lease liabilities	(11.58)	(2.87)
Net cash inflows/used from/in financing activities (C)	**323.76**	**384.48**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**17.90**	**(41.35)**

Standalone Statement of Cash Flows

for the year ended March 31, 2024

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
Effects of exchange rate changes on cash and cash equivalents		
Cash and cash equivalents at the beginning of the year	2.22	43.57
Cash and cash equivalents at the end of the year	**20.12**	**2.22**
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise (Refer note 13)		
Balances with banks on current accounts	19.91	2.01
Cash on hand	0.21	0.21
Total cash and cash equivalents at end of the year	**20.12**	**2.22**
Bank balances other than Cash and cash equivalents	-	-
Total	**20.12**	**2.22**

See accompanying notes forming part of the standalone financial statements. 1-46

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

For and on behalf of the Board of Directors of
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 27 June 2024

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 27 June 2024

Saurabh Ashok More
Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Statement of Changes in Equity

for the year ended March 31, 2024

(Amount in INR Millions, unless otherwise stated)

(A) Equity share capital

	No. of shares	Amount
Balance as at 01 April 2022	41,84,661	41.85
Changes in equity share capital during the current year	2,06,978	2.07
Balance as at 31 March 2023	43,91,639	43.92
Changes in equity share capital during the current year	36,92,502	36.93
Balance as at 31 March 2024	**80,84,141**	**80.84**

(B) Other equity

For the year ended 31 March 2023 (refer note.17)

Particulars	Share application money pending allotment	Reserves and Surplus				Items of Other Comprehensive Income	Total
		Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Re-measurement of the net defined benefit liability/asset	
Balance as at 1 April 2022	-	23.79	5.97	64.82	-	-	94.58
Profit for the year	-			(26.49)	-	-	(26.49)
Other comprehensive income	-	-	-	-	-	0.77	0.77
Securities premium credited on share issue	-	246.74	-	-	-	-	246.74
Share issue expenses for the year	-	(0.94)	-	-	-	-	(0.94)
Transfer from retained earnings (Refer Note 1)	-	-		(4.24)	-	-	(4.24)
Dividends	-	-	-	(4.18)	-	-	(4.18)
Transfer to other reserves	-	-	4.24		-	-	4.24
Employee stock option scheme compensation	-	-	-	-	58.75	-	58.75
Balance as at 31 March 2023	**-**	**269.59**	**10.21**	**29.91**	**58.75**	**0.77**	**369.23**

Note

1. INR 4.24 Mn is transfer from retained earnings on account of creation of Debenture Redemption Reserve.

Statement of Changes in Equity

for the year ended March 31, 2024

(Amount in INR Millions, unless otherwise stated)

For the year ended 31 March 2023 (refer note.17)

Particulars	Share application money pending allotment	Reserves and Surplus				Items of Other Comprehensive Income	Total
		Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Re-measurement of the net defined benefit liability/asset	
Balance as at 1 April 2023	-	269.59	10.21	29.91	58.75	0.77	369.23
Profit for the year	-	-	-	62.87	-	-	62.87
Other comprehensive income	-	-	-	-	-	0.76	0.76
Securities premium credited on share issue	-	345.94	-	-	-	-	345.94
Share issue expenses for the year	-	(3.85)	-	-	-	-	-3.85
Transfer from retained earnings (Refer Note 1)		(33.41)					-33.41
Dividends	-	-	-	(5.27)	-	-	-5.27
Transfer to other reserves	1.95	-	-	-	-	-	1.95
Employee stock option scheme compensation	-	-	-	-	22.50	-	22.50
Balance as at 31 March 2024	**1.95**	**578.27**	**10.21**	**87.51**	**81.25**	**1.53**	**760.72**

See accompanying notes forming part of the standalone financial statements. 1-46

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

For and on behalf of the Board of Directors of
CIEL HR Services Limited
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CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
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Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

1 Corporate Information

CIEL HR SERVICES LIMITED (formerly known as CIEL HR SERVICES PRIVATE LIMITED) (the ""Company"") is a public limited Company domiciled in India and was incorporated on 23 August 2010 under the provisions of the Companies Act, 1956 applicable in India.

The registered office of the Company is located at Plot No. 3726, Door No. 41, 'Ma Foi House', 6th Avenue, Q- Block, Anna Nagar, Chennai - 600040, Tamilnadu, India.

The Company was converted into a Public limited Company and obtained fresh certificate of incorporation dated 30 November 2023.

The Company focuses on tech-led HR solutions across various industries with HR Services and Platforms impacting every part of employee life cycle. The Company provides suite of HR services including search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory and Skilling services. The Company operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management.

2 Material accounting policies

Material accounting policies adopted by the Company are as under:

2.01 Basis of Preparation of Financial Statements

(a) Statement of Compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the ""Act"") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

The Company's standalone financial statements up to and for the year ended 31 March 2023 were prepared in accordance with the Companies(Accounting Standards) Rules, 2006 notified under the section 133 of the Act, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or IGAAP or Previous GAAP).

The Company has adopted all the relevant Ind AS standards and the first time adoption was carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. The transition was carried out from Accounting Principles generally accepted in India as prescribed under Sec 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the Previous GAAP and an explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 5.3. The standalone Ind AS financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency and all amounts have been rounded off to the nearest Millions, unless otherwise stated."

(b) Basis of measurement

The financial information have been prepared on the historical cost basis except for the following items:

- Certain financial assets and liabilities : Measured at fair value
- Borrowings : Amortised cost using effective interest rate method
- Net defined benefit (asset)/ liability : Present value of defined benefit obligations less fair value of plan asset

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

(c) Classification between Current and Non-current

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets

An asset is treated as current when it is:

i. Expected to be realised within twelve months after the reporting period, or

ii. 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.

Liabilities

A liability is current when:

i. It is expected to be settled in normal operating cycle

ii. It is due to be settled within twelve months after the reporting period, or

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

iii. 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.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

(d) Use of estimates and judgement

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

2.02 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

2.03 Depreciation methods, estimated useful lives

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act. All items of property plant and equipment are stated at cost less accumulated depreciation and impairment loss if any.

Depreciable amount for PPE is on the cost of PPE. The useful life of PPE is the period over which PPE is expected to be available for use by the Company.

Property, plant and equipment	Useful Life
Furniture and Fixtures	05 years
Office Equipment	05 years
Computers:	
- Servers	06 years
- End user devices such as, desktops, laptops etc.	03 years
Vehicles	08 years

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.04 Other Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization.

(a) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred.

Development Cost that are directly attributable to the design and testing of identifiable and unique software products are recognised as intangible assets where criteria mentioned in point (b) below are met. Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

(b) Internally generated: Research and development

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalised include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

The Company amortized intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful life
Computer software	03 years
HR platforms	05 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are not amortised. Such intangible assets 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.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

2.05 Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.06 Foreign Currency Transactions

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

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

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 OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

2.07 Fair value measurement

The Company measures financial instruments, such as, derivatives 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 forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

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

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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

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

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

2.08 Revenue from contract with customer

(a) Sale of services

Revenue is recognised to the extent that it is highly 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. Revenue from staffing services is recognised over time since the customer simultaneously receives and consumes the benefits. The invoicing for these services is either based on cost plus a service fee model, fixed fee.

Revenue from recruitment services is recognised at a point in time based on satisfaction of specific performance criteria included in contractual arrangements with customers.

Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), while invoicing in excess of revenues are classified as Contract Liability (unearned revenue).

(b) Other Income

(i) Interest Income

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 other income in the Statement of Profit and Loss.

(c) Contract Balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Company's right to an amount of consideration that is unconditional.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

Trade Receivable

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

2.09 Investments in subsidiaries

Investment in equity instruments issued by subsidiaries and associates are measured at cost.

2.10 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Income tax expense comprises current tax expense and deferred tax charge or credit during the year. Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year/period end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.11 Leases

The Company as a lessee

The Company's lease asset classes primarily consist of leases for office space. 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.

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

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

2.12 Impairment of non-financial assets

The Company assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2.13 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

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 recognized as a finance cost.

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. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.14 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft.

2.15 Cash flow statement

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

2.16 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.

(a) Financial assets

(i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii) Subsequent measurement

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

a) at amortized cost; or

b) at fair value through other comprehensive income; or

c) at fair value through profit or loss. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: 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 AS103 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 P&L, even on sale of investment. However, the

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

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 profit and loss.

(iii) Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

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

Life time ECLs 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 year end.

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 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 etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(iv) Derecognition of financial assets

A financial asset is derecognized only when

a) the rights to receive cash flows from the financial asset is transferred or

b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

(ii) 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. 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 recognized in the Statement of Profit and Loss.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

Borrowing Cost: 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.

(iii) Derecognition

A financial liability is derecognized 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 recognized in the Statement of Profit and Loss as finance costs.

2.17 Employee Benefits

(a) Short-term benefits

Short term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Other long-term employee benefits

(i) Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

(ii) Defined benefit plans

Gratuity: The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan"") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise.

Leaves under define benefit plans can be encashed only on discontinuation of service by employee.

(c) Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies' best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.18 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity 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 year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.19 Segment Reporting

In accordance with Ind AS 108, Operating segments, segment information has been disclosed in the consolidated financial statements of the Company and no separate disclosure on segment information is given in these standalone financial statements.

3 Significant accounting judgments, estimates and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Company has determined that it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation. Refer Note 31.

(b) Defined benefit plans (gratuity benefits and compensated absences)

The cost of the defined benefit plans such as gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. For details refer Note 33.

(c) Useful lives of property, plant and equipment and intangible assets

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation / amortization expense in future periods.

(d) Impairment of non-financial assets and goodwill

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(e) Provisions

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

(f) Provision for expected credit losses of trade receivables and contract assets

The Company uses a provision matrix to calculate expected credit loss (ECL) for trade receivables and contract assets.

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates and ECLs is a significant estimate. The Company's

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

historical credit loss experience may also not be representative of customer's actual default in the future.

4 Recent accounting pronouncements

4.1 Standards (including amendments) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time time. For the year ended March 31, 2024, MCA has not notified any new standards or ammendments to the existing standards applicable to the company.

5 First-time adoption of Ind-AS

These financial statements are the first set of Ind AS financial statements prepared by the Company. Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on 31 March 2024, together with the comparative year data as at and for the year ended 31 March 2023, as described in the significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2022, being the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2022 and the financial statements as at and for the year ended 31 March 2023. (Refer Note 5.3 Reconciliation)

5.1 Exemptions availed on first time adoption of Ind AS

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

(a) Deemed Cost

Since there is no change in the functional currency, the Company has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as its deemed cost at the date of transition after making adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38, Intangible Assets and investment properties.

Accordingly the management has elected to measure all of its property, plant and equipment, investment properties and intangible assets at their Indian GAAP carrying value.

(b) Compound financial instruments

When the liability component of a compound financial instrument is no longer outstanding at the date of transition to Ind AS, a first-time adopter may elect not to apply Ind AS 32, Financial Instruments: Presentation, retrospectively to split the liability and equity components of the instrument.

5.2 Mandatory Exemption on first-time adoption of Ind AS

(a) Estimates

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

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

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

(ii) Fair valuation of compound instrument.

(iii) FVTPL – debt securities

(iv) FVTOCI – debt securities

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

(b) Derecognition of financial assets and financial liabilities

A first-time adopter should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively to transactions occurring on or after the date of transition. Therefore, if a first-time adopter derecognized non-derivative financial assets or non-derivative financial liabilities under its Indian GAAP as a result of a transaction that occurred before the date of transition, it should not recognize those financial assets and liabilities under Ind AS (unless they qualify for recognition as a result of a later transaction or event). A first-time adopter

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

that wants to apply the derecognition requirements in Ind AS 109,Financial Instruments, retrospectively from a date of the entity's choosing may only do so, provided that the information needed to apply Ind AS 109,Financial Instruments, to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognize provisions of Ind AS 109 prospectively from the date of transition to Ind AS."

(c) Classification and measurement of financial assets

Ind AS 101, First-time Adoption of Indian Accounting Standards, requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

5.3 Reconciliations

The following reconciliations provides the effect of transition to Ind AS from Indian GAAP in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards:

(a) Reconciliation of equity as at date of transition 1 April 2022

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
ASSETS					
Non-current assets					
Property, plant and equipment	(i)	3.96	-	-	3.96
Right-of- use assets		-	39.60	-	39.60
Other intangible assets		14.75	(0.01)	-	14.74
Financial assets					
Investments		4.82	-	-	4.82
Loans		175.21	(175)	-	-
Other financial assets		-	76.65	-	76.65
Deferred tax asset (net)	(iv)	3.53	(0.07)	-	3.46
Other non-current assets	(vii)	-	-	48.56	48.56
Total non-current assets		**202.27**	**(59.04)**	**48.56**	**191.79**
Current assets					
Financial assets					
Trade receivables	(e)	508.33	-	192.83	701.16
Cash and cash equivalents		43.56	0.01	-	43.57
Loans		-	17.69	-	17.69
Other financial assets		-	1.70	-	1.70
Other current assets	(e)	15.23	72.92	4.58	92.73
Total current assets		**567.12**	**92.32**	**197.41**	**856.85**
Total assets		**769.39**	**33.28**	**245.97**	**1,048.64**
EQUITY AND LIABILITIES					
Equity					
Equity share capital		41.85	-	-	41.85
Other equity		98.32	(3.74)	-	94.58
Total equity		**140.17**	**(3.74)**	**-**	**136.43**
Liabilities					
Non-current liabilities					
Financial liabilities					
Borrowings		104.14	(3.05)	-	101.09

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
Provisions	(e)	9.20	96.63	(48.56)	57.27
Lease Liabilities		-	30.89	-	30.89
Total non-current liabilities		**113.34**	**124.47**	**(48.56)**	**189.25**
Current liabilities					
Financial liabilities					
Borrowings		153.42	3.05	-	156.47
Lease Liabilities		-	7.75	-	7.75
Trade payables		8.18	17.36	-	25.54
Other financial liabilities		-	410.93	-	410.93
Other current liabilities		334.84	(217.64)	-	117.20
Provisions	(e)	19.44	(18.95)	4.58	5.07
Total current liabilities		**515.88**	**202.50**	**4.58**	**722.96**
Total liabilities		**629.22**	**326.97**	**(43.98)**	**912.21**
Total equity and liabilities		**769.39**	**323.23**	**(43.98)**	**1,048.64**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of equity as at 31 March 2023

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
ASSETS					
Non-current assets					
Property, plant and equipment		5.27	(1.02)	-	4.25
Right of use of asset		-	34.67	-	34.67
Other intangible assets		8.13	1.04	-	9.17
Financial assets					
Investments		239.90	0.01	-	239.91
Loans		311.89	(311.89)	-	-
Other financial assets		-	81.70	-	81.70
Deferred tax asset (net)	(iv)	5.37	0.40	-	5.77
Other non-current assets	(e)	-	-	69.17	69.17
Total non-current assets		**570.56**	**(195.09)**	**69.17**	**444.64**
Current assets					
Financial assets			-		-
Trade receivables	(e)	734.94	203.38	(17.32)	921.00
Cash and cash equivalents		2.22	-	-	2.22
Loans		-	75.15	-	75.15
Other current assets	(e)	187.41	(12.26)	7.96	183.11
Total current assets		**924.57**	**267.67**	**(9.36)**	**1,182.88**
Total assets		**1,495.13**	**72.58**	**59.81**	**1,627.52**
EQUITY AND LIABILITIES					
Equity					
Equity share capital		43.92	-	-	43.92
Other equity		370.03	(0.80)	-	369.23
Total equity		**413.95**	**(0.80)**	**-**	**413.15**
Liabilities					

CIEL

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
Non-current liabilities					
Financial liabilities					
Borrowings		118.47	(5.51)	-	112.96
Lease liabilities		-	24.19	-	24.19
Provisions	(e)	12.00	(2.31)	69.16	78.85
Total non-current liabilities		**130.47**	**16.37**	**69.16**	**216.00**
Current liabilities					
Financial liabilities					
Borrowings		353.49	5.51	-	359.00
Lease liabilities		-	11.58	-	11.58
Trade payables		27.29	25.35	-	52.64
Other financial liabilities		-	393.86	-	393.86
Other current liabilities		524.59	(355.28)	-	169.31
Provisions	(e)	45.34	(43.02)	7.96	10.28
Current tax liabilities (net)		-	1.70	-	1.70
Total current liabilities		**950.71**	**39.70**	**7.96**	**998.37**
Total liabilities		**1,081.18**	**56.07**	**77.12**	**1,214.37**
Total equity and liabilities		**1,495.13**	**55.27**	**77.12**	**1,627.52**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(c) Reconciliation of profit or loss for the year ended 31 March 2023

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
Income					
Revenue from operations	(e)	7,842.52	-	(173.23)	7,669.29
Other income	(ii)	7.57	0.19	-	7.76
Total income		**7,850.09**	**0.19**	**(173.23)**	**7,677.05**
Expenses					
Employee benefit expense	(e)	7,586.25	56.18	(177.62)	7,464.81
Finance costs		31.74	39.00	-	70.74
Depreciation and amortization expense		11.29	10.50	-	21.79
Other expenses		154.81	(7.73)	-	147.08
Total expenses		**7,784.08**	**97.96**	**(177.62)**	**7,704.42**
Profit /(Loss) before exceptional items and tax		66.01	(93.38)	-	(27.37)
Exceptional items		36.06	(36.06)	-	-
Profit /(Loss) before tax		**29.95**	**(57.32)**		**(27.37)**
Tax expense					
Current tax		1.70	-	-	1.70
Deferred tax	(iv)	(1.84)	(0.74)	-	(2.58)
Total income tax expense		**(0.14)**	**(0.74)**	**-**	**(0.88)**
Profit for the year		**30.09**	**(56.58)**	**-**	**(26.49)**
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Remeasurement of net defined benefit liability			1.03	-	1.03

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
Income tax effect		-	(0.3)	-	(0.3)
		-	**0.77**	**-**	**0.77**
Other comprehensive income for the year	(iii)	**-**	**0.77**	**-**	**0.77**
Total other comprehensive income for the year		**30.09**	**(55.81)**	**-**	**(25.72)**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(d) Notes to first-time adoption

(i) Deemed Cost

The Company has availed the deemed cost exemption as per IND AS 101 in relation to property, plant and equipment and Intangible assets as on the date of transition i.e. 1 April 2022 and hence the Net block carrying amount (as per IGAAP) has been considered as the gross block carrying amount (as per Ind AS) on that date i.e. 1 April 2022.

(ii) Security deposit

Under Indian GAAP, interest-free security deposit (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly the Company has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized as prepaid rent. Consequently, the amount of security deposit as on 31 March 2023 has been decreased by INR 0.85 Mn with a corresponding increase in Right of Use Asset. Amortization of Rightt of Use Asset in statement profit or loss is partially off-set by the notional interest income of INR 0.19 Mn during the year ended 31 March 2023.

(iii) Remeasurement gain/(loss) of net defined benefit plan

Under Previous GAAP the Company recognised actuarial gains and losses in the Statement of Profit and Loss. Under Ind AS, all actuarial gains and losses are recognised in the other comprehensive income.

(iv) Deferred tax

Retained earnings and statement of profit & loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

(v) Other comprehensive income

The concept of Other Comprehensive Income (OCI) did not exist under Indian GAAP. Also refer point (iii) above.

(vi) Statement of cash flows

No material impact on transition from Indian GAAP to Ind AS on the statement of cash flows.

(e). Prior year adjustments

(i) The company has made error in the adoption of accounting policies pertaining to accrual of revenue of INR 173.23 mn, provision for incentives of INR 11.07 mn and cost provision against unbilled revenue of INR 166.56 Mn for the FY 2021-22 and Gratutiy for deuptees of INR 54.32 Mn and INR 25.40 Mn as at April 01, 2022 and March 31, 2023 respectively. During the FY 2022-23, on transition to Ind AS, the Group has rectified the error by restating the tansition date balance sheet.

(ii) Gratutiy on deuptees not accounted in the earlier years.

Notes forming part of the Standalone Financial Statements

(Amount in INR Millions, unless otherwise stated)

6 Property, plant and equipment

Particular	Gross Carrying Amount				Depreciation			Net Carrying Amount	
	As at 1 April 2022	Additions	Disposals	As at 31 March 2023	As at 1 April 2022	Depreciation For the year	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Furniture and fixtures	0.01	-	-	0.01	-	-	-	0.01	0.01
Vehicles	0.66	-	-	0.66	-	0.17	0.17	0.49	0.66
Office equipment	0.30	0.05	-	0.35	-	0.22	0.22	0.13	0.30
Computers and equipment	2.99	4.98	-	7.97	-	4.35	4.35	3.62	2.99
Total	**3.96**	**5.03**	**-**	**8.99**	**-**	**4.74**	**4.74**	**4.25**	**3.96**

Particular	Gross Carrying Amount				Depreciation			Net Carrying Amount	
	As at 1 April 2023	Additions	Disposals	As at 31 March 2024	As at 1 April 2023	Depreciation For the year	As at 31 March 2024	As at 31 March 2024	As at 1 April 2023
Furniture and fixtures	0.01	-	-	0.01	-	0.01	0.01	-	0.01
Vehicles	0.66	-	-	0.66	0.17	0.14	0.31	0.35	0.49
Office equipment	0.35	0.37	-	0.72	0.22	0.12	0.34	0.38	0.13
Computers and equipment	7.97	1.86	-	9.83	4.35	2.11	6.46	3.37	3.62
Total	**8.99**	**2.23**	**-**	**11.22**	**4.74**	**2.38**	**7.12**	**4.10**	**4.25**

6.01 Revaluation of Assets

The Company has not revalued its property, plant and equipment (including right-of-use assets) during the current year and previous year.

6.02 Change in estimate

As on 1 April 2023 the Company changed its depreciation method from 'written down value' to 'straight line'. During the current year ended 31 March 2024, change in depreciation method has resulted in reduction in depreciation charge by INR 0.41 Mn in Statement of Profit and Loss with corresponding impact on the net assets of the Company. Had the Company not changed the depreciation method, profit of the Company would have been reduced by INR 0.41 Mn.

Notes forming part of the Standalone Financial Statements

(Amount in INR Millions, unless otherwise stated)

7 Right-of-use Assets

Particular	Gross Carrying Amount				Depreciation			Net Carrying Amount	
	As at 1 April 2022	Additions	Disposals	As at 31 March 2023	As at 1 April 2022	Depreciation For the year	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Buildings	39.60	5.60	-	45.20	-	10.53	10.53	34.67	39.60
Total	**39.60**	**5.60**	**-**	**45.20**	**-**	**10.53**	**10.53**	**34.67**	**39.60**

Particular	Gross Carrying Amount				Depreciation			Net Carrying Amount	
	As at 1 April 2023	Additions	Disposals	As at 31 March 2024	As at 1 April 2023	Depreciation For the year	As at 31 March 2024	As at 31 March 2024	As at 1 April 2023
Buildings	45.20	-	-	45.20	10.53	12.78	23.31	21.89	34.67
Total	**45.20**	**-**	**-**	**45.20**	**10.53**	**12.78**	**23.31**	**21.89**	**34.67**

7.01 Leases where company is a lessee

The Company also has certain leases of office space with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases. (Recognised in other expenses Refer note 30)

8 Other intangible assets

Particular	Gross Carrying Amount					Depreciation			Net Carrying Amount	
	As at 1 April 2022	Additions – being internally developed	Additions	Disposals	As at 31 March 2023	As at 1 April 2022	Amortisation For the year	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Bridge Vendor	1.87	-	-	-	1.87	-	1.17	1.17	0.70	1.87
Computer Software	0.01	-	0.95	-	0.96	-	0.11	0.11	0.85	0.01
APPI Payroll	6.43	-	-	-	6.43	-	2.62	2.62	3.81	6.43
Rise HR Management	2.57	-	-	-	2.57	-	1.05	1.05	1.52	2.57
HYRE Equipment	3.86	-	-	-	3.86	-	1.57	1.57	2.29	3.86
Total	**14.74**	**-**	**0.95**	**-**	**15.69**	**-**	**6.52**	**6.52**	**9.17**	**14.74**

Notes forming part of the Standalone Financial Statements

(Amount in INR Millions, unless otherwise stated)

Particular	Gross Carrying Amount					Depreciation			Net Carrying Amount	
	As at 1 April 2023	Additions – being internally developed	Additions	Disposals	As at 31 March 2024	As at 1 April 2023	Amortisation For the year	As at 31 March 2024	As at 31 March 2024	As at 1 April 2023
Bridge Vendor	1.87	-	-	-	1.87	1.17	0.70	1.87	-	0.70
Computer Software	0.96	-	-	-	0.96	0.11	0.32	0.43	0.53	0.85
APPI Payroll	6.43	-	-	-	6.43	2.62	1.09	3.71	2.72	3.81
Rise HR Management	2.57	-	-	-	2.57	1.05	0.44	1.49	1.08	1.52
HYRE Equipment	3.86	-	-	-	3.86	1.57	0.65	2.22	1.64	2.29
Total	**15.69**	**-**	**-**	**-**	**15.69**	**6.52**	**3.20**	**9.72**	**5.97**	**9.17**

8.01 Revaluation of Intangible Assets

The Company has not revalued its Intangible Assets during the current year and previous year.

8.02 Change in estimate

As on 1 April 2023 the Company changed its depreciation method from 'written down value' to 'straight line'. During the current year ended 31 March 2024, change in depreciation method has resulted in reduction in depreciation charge by INR 1.05 Mn in Statement of Profit and Loss with corresponding impact on the net assets of the Company. Had the Company not changed the depreciation method, profit of the Company would have been reduced by INR 1.05 Mn.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

9 Financial Assets- Investments

	As at 31 Mar 2024	As at 31 March 2023	As at 1 April 2022
Investment in equity unquoted instruments (fully paid-up)			
Investment in Subsidiaries at cost			
1,040,000 shares of ₹10 each fully paid up in CIEL Skills and Careers Pvt Ltd ***** (31 March 2023:1,040,000, 01 April 2022:Nil)	10.40	10.40	-
4,011,675 shares of ₹10 each fully paid up in Ma Foi Strategic Consultants Pvt Ltd **** (31 March 2023:4,011,675, 01 April 2022: Nil)	40.12	40.12	-
521,959 shares of ₹10 each fully paid up in Next Leap Career Solutions Pvt Ltd ** (31 March 2023: 4,70,834, 1 April 2022: Nil)	210.29	184.57	-
471,892 shares of ₹10 each fully paid up in Integrum Technologies Pvt Ltd (31 March 2023 : 471,892, 1 April 2022: 4,71,892)	4.72	4.72	4.72
9,999 shares of ₹10 each fully paid up in CIEL Technologies Pvt Ltd (31 March 2023 : 9,999, 1 April 2022: 9,999)	0.10	0.10	0.10
600,000 shares of ₹10 each fully paid up in Aargee Staffing Services Pvt Ltd *** (31 March 2023 : Nil, 1 April 2022: Nil)	2.00	-	-
309,031 shares of ₹10 each fully paid up in Firstventure Corporation Pvt Ltd * (31 March 2023 : Nil, 1 April 2022: Nil)	91.47	-	-
Total (equity instruments)	**359.10**	**239.91**	**4.82**
Current	-	-	-
Non- Current	359.10	239.91	4.82
	359.10	**239.91**	**4.82**
Aggregate book value of:			
Unquoted investments	**359.10**	**239.91**	**4.82**

* On 29 February 2024, the Company entered into a share purchase agreement ('SPA") and share subscription and shareholders agreement ('SSHA") to acquire 100% stake in Firstventure Corporation Private Limited ("FVPL"). In accordance with the SPA and SSHA, the company acquired 51% stake in FVPL for a purchase consideration of INR 56.5 mn and primary fund infusion of INR 35.0 Million during the year ended 31 March 2024 and thus FVPL has become the subsidiary of the Company. The Company has a contractual committment to acquire the non-contolling interest in tranches.

** On 30 November 2022, the Company entered into a share purchase agreement ('SPA") and shareholders agreement ('SHA") to acquire 100% stake in Next Leap Career Solutions Private Limited ("NCPL"). In accordance with the SPA and SHA, the company acquired 76% stake in NCPL for a purchase consideration of INR 184.57 mn during the year ended 31 March 2023 and thus, NCPL had become a subsidiary of the company. The company further acquired 8.3% stake in NCPL for a purchase consideration of INR 25.72 mn during the year ended 31 March 2024. The Company has a contractual committement to acquire the non-contolling interest in NCPL.

*** On 27 November 2023, the Company acquired 100% stake in Aargee Staffing Services Private Limited ("ASSPL") for a purchase consideration of INR 2.00 Million and thus, ASSPL has become subsidiary of the Company.

**** On 01 February 2023, the Company acquired 51% stake in Ma Foi Strategic Consultants Private Limited ("MSSPL") for a purchase consideration of INR 40.16 mn and thus, MSSPL has become subsidiary of the Company.

***** On 20 July 2022, the Company invested INR 10.4 mn in the equity shares of CIEL Skills and Careers Private Limited ("CSCPL") for 51% stake and thus CSCPL has become subsidiary of the Company.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

Details of non-current investments made and sold during the current year:
Investment in equity unquoted instruments

(Amount in INR millions except numbers of shares data)

Particulars	Number of shares acquired	As at 31 March 2023	Invested during the year	Sold during the year	As at 31 March 2024
Subsidiaries:					
Aargee Staffing Services Private Limited	6,00,000	-	2.00	-	2.00
First Venture Corporation Private Limited	3,09,031	-	91.47	-	91.47
Next Leap Career Solutions Pvt Ltd	51,125	184.57	25.72	-	210.29
Total		**184.57**	**119.19**	**-**	**303.76**

Details of non-current investments made and sold/(impaired) during the previous year:
Investment in equity unquoted instruments

(Amount in INR millions except numbers of shares data)

Particulars	Number of shares acquired	As at 31 March 2023	Invested during the year	Sold during the year	As at 31 March 2023
Subsidiaries:					
CIEL Skills and Careers Pvt Ltd	10,40,000	-	10.40	-	10.40
Next Leap Career Solutions Pvt Ltd	4,70,834	-	184.57	-	184.57
Ma Foi Strategic Consultants Pvt Ltd	40,11,675	-	40.12	-	40.12
Total		**-**	**235.09**	**-**	**235.09**

10 Other financial assets

Financial instruments at amortised cost	31 March 2024		31 March 2023		1 April 2022	
	Non Current	Current	Non Current	Current	Non Current	Current
Security deposits	14.34	-	12.85	-	9.49	0.66
Bank deposits accounts with more than 12 months maturity	83.60	-	68.85	-	67.16	-
Interest accrued on deposits with bank	3.22	-	-	-	-	-
Unsettled Credits from bank	-	32.40	-	1.40	-	1.04
Total	**101.16**	**32.40**	**81.70**	**1.40**	**76.65**	**1.70**

11 Other non-current assets

	31 March 2024	31 March 2023	1 April 2022
Reimbursement right for Gratuity (Refer Note 33)	96.43	69.17	48.56
Total	**96.43**	**69.17**	**48.56**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

12 Trade receivable

	31 March 2024	31 March 2023	1 April 2022
Unsecured, considered good			
Receivable from contract with customer - billed	1,111.76	740.64	513.33
Receivable from contract with customer - unbilled*	238.02	186.05	192.83
	1,349.78	**926.69**	**706.16**
Less: Allowance for expected credit losses	3.22	5.69	5.00
Total	**1,346.56**	**921.00**	**701.16**

*Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), when Company has satisfied its performance obligations but has not yet issued the invoice. The Company has an unconditional right to consideration before it invoices its customers.

i. Refer Note 37 for the Company's credit risk management process.

ii. Refer Note 35 for Trade receivables from related parties.

12.01 The movement in allowances for doubtful receivables is as follows:

Particulars	31 March 2024	31 March 2023	1 April 2022
Opening balance	5.69	5.00	-
Additions / (Reversals)	(2.47)	0.69	5.00
Closing Balance	**3.22**	**5.69**	**5.00**

12.02 Ageing of Trade Receivables

As at 31 March 2024

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	238.02	554.32	514.66	34.06	7.64	1.08	-	1,349.78
(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	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								(3.22)
Total								**1,346.56**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

Ageing of Trade Receivables
As at 31 March 2023

Particulars		Current							
		Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
				Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed trade receivables – considered good	186.05	-	705.57	32.44	2.63	-	-	926.69
(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	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)									(5.69)
Total									**921.00**

Ageing of Trade Receivables
As at 1 April 2022

Particulars		Current							
		Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
				Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed trade receivables – considered good	192.83	-	485.81	26.58	0.93	-	0.01	706.16
(ii)	Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii)	Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
(iv)	Disputed trade receivables – considered good	-	-	-	-	-	-	-	

Notes forming part of the Standalone Financial Statements
(Amount in INR millions, unless otherwise stated)

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								(5.00)
Total								**701.16**

13 Cash and cash equivalents

	31 March 2024	31 March 2023	1 April 2022
Balances with banks:			
In current accounts	19.91	2.01	43.36
Cash on hand	0.21	0.21	0.21
Total	**20.12**	**2.22**	**43.57**

14 Loans

	31 March 2024	31 March 2023	1 April 2022
Unsecured, considered good			
Loans to related parties	137.43	75.15	17.69
Total	**137.43**	**75.15**	**17.69**

14.01 The following disclosures is made where Loans given to its related parties (as defined under Companies Act, 2013)

Name of the subsidiaries	Repayable on demand (Yes / No)	Purpose of Loan	Rate of Interest	31 March 2024		31 March 2023		1 April 2022	
				Amount outstanding as at the balance sheet date	% of Total	Amount outstanding	% of Total	Amount outstanding	% of Total
Ciel Technologies Pvt Ltd	Yes	Working Capital requirements	9.00%	2.77	2.02%	22.82	30.37%	10.65	14.17%
Ma Foi Strategic Consultants Pvt Ltd	Yes	Working Capital requirements	9.00%	102.40	74.51%	39.59	52.68%	1.81	2.41%
Integrum Technologies Pvt Ltd	Yes	Working Capital requirements	9.00%	21.12	15.37%	7.48	9.95%	2.73	3.63%
Ciel Skills And Careers Pvt Ltd	Yes	Working Capital requirements	9.00%	5.20	3.78%	2.66	3.54%	2.50	3.33%
Aargee Staffing services Pvt Ltd	Yes	Working Capital requirements	9.00%	5.94	4.32%	-	0.00%	-	0.00%
Sornammal Educational Trust	Yes	Working Capital requirements	9.00%	**-**	**0.00%**	**2.60**	**3.46%**	**-**	**0.00%**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

15 Other current assets

	31 March 2024	31 March 2023	1 April 2022
Balance with Government authorities	209.67	153.47	68.12
Prepaid expenses	36.17	19.96	8.90
Advance to Deputy employees	0.99	0.99	10.68
Advances to Vendors	2.58	-	-
Advances to Employees	0.43	0.73	0.45
Reimbursement right for Gratuity	15.15	7.96	4.58
Total	**264.99**	**183.11**	**92.73**

16 Equity Share capital

16.01 Equity shares

	31 March 2024	31 March 2023	1 April 2022
Authorized Share Capital			
110,00,000 (31 March 2023: 48,00,000, 1 April 2022: 45,00,000) Equity Shares of INR 10/- each	110.00	48.00	45.00
	110.00	**48.00**	**45.00**
Issued, subscribed and paid up share capital			
8,084,141(31March2023:43,91,639,1April2022: 41,84,661) Equity shares of INR 10/- each fully paid	80.84	43.92	41.85
Total	**80.84**	**43.92**	**41.85**

(i) Reconciliation of authorized share capital at the beginning and at the end of the year

Authorized Share Capital	31 March 2024		31 March 2023		1 April 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 10 each	48,00,000	48.00	45,00,000	45.00	45,00,000	45.00
0.01% Optional Convertible Preference Shares of INR 10/- each	-	-	-	-	3,00,000	3.00
Add:		-				
ia. Increase in authorized equity share capital due to conversion of optional preference shares	-	-	3,00,000	3.00	-	-
ib. Increase in authorized equity share capital (Refer Note (i))	62,00,000	62.00	-	-	-	-
Outstanding at the end of the year	**1,10,00,000**	**110.00**	**48,00,000**	**48.00**	**48,00,000**	**48.00**

Notes

i) Authorized Share Capital of the Company increased from INR 48.00 Mn comprising of 48,00,000 Equity Shares of INR 10/- each to INR 110.00 Mn comprising of 1,10,00,000 Equity Shares of INR 10/- each.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

(i) Reconciliation of authorized share capital at the beginning and at the end of the year

Equity Shares	31 March 2024		31 March 2023		1 April 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	43,91,639	43.92	41,84,661	41.85	41,84,661	41.85
Add:						
i. Issued during the year - for cash (Refer Note a)	2,64,392	2.64	1,42,171	1.42		
ii. Issued during the year - for consideration other than cash (Refer Note b)	24,252	0.24	64,807	0.65		
iii. Shares issued on conversion of Compulsory convertible debentures (CCD's) (Refer Note c)	62,398	0.62	-	-	-	-
iv. Bonus Shares (Refer Note d)	33,41,460	33.41	-	-	-	-
Outstanding at the end of the year	**80,84,141**	**80.84**	**43,91,639**	**43.92**	**41,84,661**	**41.85**

Notes

a) Company has made right issues and private placement of shares for the year 31 March 2024 of 2,64,392 shares of INR 10 each and for year ended 31 March 2023 1,42,171 shares of INR 10 each

b) Company issued equity shares to the shareholders of subsidiaries for acquisition of subsidiaries as follows.

During the year 31 March 2024

1. Next Leap Career Solutions Private Limited 3178 Equity shares of INR 10 each.
2. Aargee Staffing Services Private Limited 1230 Equity shares of INR 10 each.
3. Firstventure Corporation Private Limited 19844 Equity shares of INR 10 each.

(c) During the year ended 31 March 2024, the Board of Directors and the Shareholders of the Company have passed a resolution to convert CCDs into equity shares. Accordingly, such CCDs were converted into 62,398 equity shares at INR 961.60 per equity share (including INR 951.60 per share as securities premium) in accordance with the terms of the agreements with the CCD holders.

(d) Issue of fully paid bonus shares of INR 10 each in proportion of 3 equity shares for every 4 existing equity shares by capitalising INR 33.41 Mn from the securities premium reserve available with the company

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having par value of INR 10 per share. Each shareholder is entitled to one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

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 in proportion to their shareholding.

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

Name of the shareholder	31 March 2024		31 March 2023		1 April 2022	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of INR 10 each fully paid						
Karuppasamy Pandiarajan	37,44,059	46.31%	21,36,605	48.65%	21,19,455	50.65%
Hemalatha Rajan	13,71,657	16.97%	7,79,587	17.75%	7,59,702	18.15%
Aditya Narayan Mishra	11,93,775	14.77%	6,82,100	15.53%	6,82,100	16.30%
Santhosh Nair	8,03,124	9.93%	4,58,871	10.45%	4,58,871	10.97%

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 ownerships of shares.

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Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

(iv) Details of Shares held by Promoters at the end of the year

Promoter name	31 March 2024			31 March 2023			1 April 2022	
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares
Karuppasamy Pandiarajan	37,44,059.00	46.31%	(2.34%)	21,36,605	48.65%	(2.00%)	21,19,455	50.65%
Hemalatha Rajan	13,71,657.00	16.97%	(0.78%)	7,79,587	17.75%	(0.40%)	7,59,702	18.15%
Aditya Narayan Mishra	11,93,775.00	14.77%	(0.76%)	6,82,100	15.53%	(0.77%)	6,82,100	16.30%
Santhosh Nair	8,03,124.00	9.93%	(0.51%)	4,58,871	10.45%	(0.52%)	4,58,871	10.97%
Doraiswamy Rajiv Krishnan	26,250.00	0.32%	(0.02%)	15,000	0.34%	0.00%	15,000	0.36%
Total	**71,38,865**	**88.31%**	**(4.42%)**	**40,72,163**	**92.72%**	**(3.68%)**	**40,35,128**	**96.43%**

16.02 Preference shares

The Company has preference share capital having a par value of INR 10 per share, referred to herein as preference share capital.

	31 March 2024	31 March 2023	1 April 2022
Authorized			
0.01% Convertible Preference Shares of INR 10/- each Nil (31 March 2023: Nil, 1 April 2022: 3,00,000)	-	-	3.00
	-	**-**	**3.00**
Issued, subscribed and paid up			
0.01% Convertible Preference Shares of INR 10/- each Nil (31 March 2023: Nil, 1 April 2022: Nil)	-	-	-
Total	**-**	**-**	**-**

*Authorized preference share capital reduced as it is converted to Authorized equity share capital of 300000 equity shares of INR 10/- each.

17 Other equity

	31 March 2024	31 March 2023	1 April 2022
Employee Stock options outstanding account (Refer Note a)	81.25	58.75	-
Securities premium (Refer Note b)	578.27	269.59	23.79
Surplus in the Statement of Profit and Loss (Refer Note c)	87.51	29.91	64.82
Debenture redemption reserve (Refer Note d)	10.21	10.21	5.97
Equity Share Application Money (Refer Note e)	1.95	-	-
Other Comprehensive Income (Refer Note f)	1.53	0.77	-
	760.72	**369.23**	**94.58**

(a) Employee Stock options outstanding account (ESOOA)*

	31 March 2024	31 March 2023	1 April 2022
Balance at the beginning of the year	58.75	-	-
Add: Employee stock option expense	22.50	58.75	-
	81.25	**58.75**	**-**

*ESOOA recognizes the fair value of options as at the grant date spread over the vesting period. (Refer note 38)

The employee stock options reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 38 for details of these plans.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

(b) Securities premium*

	31 March 2024	31 March 2023	1 April 2022
Opening balance	269.59	23.79	23.79
Add : Securities premium credited on share issue	345.94	246.74	-
Less: Bonus shares issue during the year	(33.41)	-	-
Less: Share issue expenses for the Year	(3.85)	(0.94)	-
Closing balance	**578.27**	**269.59**	**23.79**

* Securities premium is used to record the premium on issue of shares. Security premium record premium on issue of shares to be utilized in accordance with the Act.

(c) Surplus/(deficit) in the Statement of Profit and Loss

	31 March 2024	31 March 2023	1 April 2022
Opening balance	29.91	64.82	68.57
Add: Net Profit/loss for the current year	62.87	(26.49)	-
Less: Dividend paid	(5.27)	(4.18)	-
Less: Transfer to Debenture redemption reserve account	-	(4.24)	-
Add: Adjustments on account of transition to Ind AS			(3.75)
Closing balance	**87.51**	**29.91**	**64.82**

(d) Debenture redemption reserve

	31 March 2024	31 March 2023	1 April 2022
-As at beginning of year	10.21	5.97	5.97
-Transfer from retained earnings	-	4.24	-
Closing balance	**10.21**	**10.21**	**5.97**

(e) Equity Share Application Money

	31 March 2024	31 March 2023	1 April 2022
-As at beginning of year	-	-	-
Equity Share Application Money received during the year	1.95	-	-
Closing balance	**1.95**	**-**	**-**

(f) Other Comprehensive Income

	31 March 2024	31 March 2023	1 April 2022
Opening Balance	0.77	-	-
Changes during the year	0.76	0.77	-
Closing Balance	**1.53**	**0.77**	**-**

18 Non-current borrowings

	31 March 2024	31 March 2023	1 April 2022
Secured			
Term loan			
From Bank (Refer Note iii, iv)	-	16.47	21.98
Unsecured			
9% Compulsorily convertible Debentures (Refer Note i)	-	60.00	20.00
Non convertible debentures (Refer Note ii)	43.70	42.00	59.55
From other parties (Refer Note v)	-	-	2.61
Total	**43.70**	**118.47**	**104.14**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

	31 March 2024	31 March 2023	1 April 2022
Less: Current maturities of long term debt	-	(5.51)	(3.05)
Total non current maturities of non current borrowings	**43.70**	**112.96**	**101.09**

Notes

The Primary Security for the loans are:

1) First Pari-passu charge by way of Hypothecation on entire current assets of the company (Present & Future) and

2) First Pari-passu charge by way of Hypothecation on entire fixed assets of the company (Present & Future)

The collateral Security for the loan are :

1) The loan is secured by Personal guarantee of Mr. K.Pandiarajan and Mrs. Hemalatha Rajan

Terms of repayment

i. 9% Compulsorily convertible Debentures shall be converted into Equity Shares at any time at the option of CCD holders or the Company at a price pursuant to conversion determined at the time.

ii. 10% Non -Convertible Debentures payable quaterly are redeemable at par at the end of twenty four months from the date of allotment. The debenture holder would have an option to request for redemption of NCDs before the end of the maturity period by giving a notice of not less than 90 days to the Company.

iii. Term Loans taken from Canara Bank denominated in INR currency and the balances as at at 31 March 2024 INR Nil/- , 31 March 2023 INR 16.47 Millions and as at 01 Apr 2022 - INR 21.98 Millions

iv. Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at 31 March 2024	Carrying amount as at 31 March 2023	Carrying amount as at 1 April 2022
(a) Secured term loan from Banks/ Financial Instituitions:					
(i) Canara Bank Loan - 0941753000052	7.65%	2022	-	-	0.44
(ii) Canara Bank Loan - 0941755000037	7.50%	2024	-	8.87	13.93
(iii) Canara Bank Loan - 170001609360 (Part of GECL)	7.60%	2026	-	7.60	7.61
Total borrowings			**-**	**16.47**	**21.98**

v. Unsecured loans:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at 31 March 2024	Carrying amount as at 31 March 2023	Carrying amount as at 1 April 2022
Unsecured Loans from Banks/ Financial Institutions :					
(i) Magma Fincorp Limited	18.00%	2022	-	-	1.33
(ii) HDFC Bank Limited	16.00%	2022	-	-	0.93
(iii) UGRO Capital Limited	19.50%	2022	-	-	0.35
Total borrowings			**-**	**-**	**2.61**

The Company has acquired all the loans during the year 2019 and repaid during the year ended 31 March 2023.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

19 Provisions

	31 March 2024	31 March 2023	1 April 2022
Non Current			
Provision for employee benefits (Refer note 33)			
Provision for gratuity (unfunded)	105.66	76.69	55.04
Compensated absences (unfunded)	3.09	2.16	2.23
Total Provisions	**108.75**	**78.85**	**57.27**
Current			
Provision for employee benefits (Refer note 33)			
Provision for gratuity (unfunded)	16.89	9.31	4.82
Provision for compensated absences (unfunded)	1.39	0.97	0.25
Total Provisions	**18.28**	**10.28**	**5.07**

20 Current borrowings

	31 March 2024	31 March 2023	1 April 2022
Secured, from bank, term loan			
- Working capital loans	438.51	353.49	153.42
- Current maturity of long term debts (refer note no.18)	-	5.51	3.05
From other parties	48.85	-	-
Total current borrowings	**487.36**	**359.00**	**156.47**

Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at 31 March 2024	Carrying amount as at 31 March 2023	Carrying amount as at 1 April 2022
Unsecured Loans from Banks/Financial Institutions :					
(i) Oxyzo Financial Services Limited	14.50%	Mar-25	48.85	-	-
Total			**48.85**	**-**	**-**

Details of term and security in respect of the short term borrowings:

The Company has taken the Working Capital Loans with HDFC Bank, Federal Bank and Yes Bank for funding of working capital requirement.

The Primary Security for the loans are:

1) First Pari-passu charge by way of Hypothecation on entire current assets of the company (Present & Future) and

2) First Pari-passu charge by way of Hypothecation on entire fixed assets of the company (Present & Future)

The collateral Security for the loan are :

1) The loan is secured by Personal guarantee of Mr. K.Pandiarajan and Mrs. Hemalatha Rajan

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

21 Trade payables

	31 March 2024	31 March 2023	1 April 2022
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	39.73	27.29	8.18
Provision for accrued expenses	28.87	25.35	17.36
Total	**68.60**	**52.64**	**25.54**

i. Refer Note 35 for trade payables to related parties.

ii. Refer Note 37 for Company's liquidity risk management process.

iii. Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

	31 March 2024	31 March 2023	1 April 2022
(a) Amount remaining unpaid to any supplier at the end of each accounting year:			
Principal	-	-	-
Interest	-	-	-
Total	-	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount 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 period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-
(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 above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-	-

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

21.01 Trade Payables ageing schedule

31 March 2024		Current					
Particulars		Unbilled dues	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	-	-	-	-	-	-
(ii)	Disputed dues – MSME	-	-	-	-	-	-
(iii)	Others	28.87	39.27	0.46	-	-	68.60
(iv)	Disputed dues - Others	-	-	-	-	-	-
Total		**28.87**	**39.27**	**0.46**	**-**	**-**	**68.60**

31 March 2023		Current					
Particulars		Unbilled dues	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	-	-	-	-	-	-
(ii)	Disputed dues – MSME	-	-	-	-	-	-
(iii)	Others	25.35	27.29	-	-	-	52.64
(iv)	Disputed dues - Others	-	-	-	-	-	-
Total		**25.35**	**27.29**	**-**	**-**	**-**	**52.64**

31 March 2022		Current					
Particulars		Unbilled dues	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	-	-	-	-	-	-
(ii)	Disputed dues – MSME	-	-	-	-	-	-
(iii)	Others	17.36	7.89	0.18	0.11	-	25.54
(iv)	Disputed dues - Others	-					
Total		**17.36**	**7.89**	**0.18**	**0.11**	**-**	**25.54**

22 Other financial liabilities

	31 March 2024	31 March 2023	1 April 2022
Current			
Staff payables	575.08	391.33	409.56
Interest accrued but not due on loan	2.03	2.53	1.37
Total	**577.11**	**393.86**	**410.93**

Notes forming part of the Standalone Financial Statements
(Amount in INR millions, unless otherwise stated)

23 Other current liabilities

	31 March 2024	31 March 2023	1 April 2022
Statutory due payable	175.80	149.81	93.23
Advance from customers	43.29	19.42	23.56
Other payables	0.15	0.08	0.41
Total	**219.24**	**169.31**	**117.20**

24 Current tax liabilities (net)

	31 March 2024	31 March 2023	1 April 2022
Income tax payable	7.71	1.70	-
Total	**7.71**	**1.70**	**-**

25 Revenue from operations

	31 March 2024	31 March 2023
Revenue from contracts with customers		
HR Services	10,419.21	7,669.29
Total	**10,419.21**	**7,669.29**

(i) The following table discloses the movement in trade receivables (unbilled) as disclosed in Note 12:

	31 March 2024	31 March 2023
Balance at the beginning of the year	-	-
Add: Revenue recognised during the year	3,144.02	1,633.77
Less: Invoiced during the year	(3,092.05)	(1,640.55)
Balance at the end of the year	**51.97**	**(6.78)**

(ii) Disaggregation of revenue

The above break up presents disaggregated revenues from contracts with customers by each of the business segments. The company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

(iii) Performance obligations and remaining performance obligations

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the value of remaining performance obligations for:

(i) contracts with an original expected duration of one year or less and

(ii) contracts for which the Company has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date which are typically contracts of time and material in nature

The aggregate value of performance obligations that are completely or partially unsatisfied, other than those meeting the exclusion criteria mentioned above, as of 31 March 2024 is nil and 31 March 2023 is nil.

Notes forming part of the Standalone Financial Statements
(Amount in INR millions, unless otherwise stated)

26 Other income

	31 March 2024	31 March 2023
Interest income		
- on fixed deposits	6.85	2.65
- on tax refunds receivable	8.92	1.82
- on loans to Related Parties(Refer Note 35)	7.86	2.29
- on lease deposits	0.26	0.19
Net gains on foreign currency transactions and translations	0.87	0.81
Total	**24.76**	**7.76**

27 Employee benefits expense

	31 March 2024	31 March 2023
Salaries, wages, bonus and other allowances	9,493.61	6,915.60
Contribution to Provident Fund and other funds	599.51	486.32
Gratuity expenses (Refer Note 33)	3.35	3.19
Employee stock option scheme compensation (Refer Note 38)	22.50	58.75
Staff welfare expenses	1.19	0.95
Total	**10,120.16**	**7,464.81**

28 Finance costs

	31 March 2024	31 March 2023
Interest on borrowings	55.36	29.23
Interest on delay in payment of taxes	2.29	30.10
Interest expense on lease liabilities	2.67	3.18
Other finance cost	5.72	8.23
Total	**66.04**	**70.74**

29 Depreciation and amortization expense

	31 March 2024	31 March 2023
Depreciation of property, plant and equipment (Refer Note 6)	2.38	4.74
Amortization of intangible assets (Refer Note 8)	3.20	6.52
Depreciation of Right-of-use assets (Refer Note 7)	12.78	10.53
Total	**18.36**	**21.79**

30 Other expenses

	31 March 2024	31 March 2023
Recruitment and training expenses	1.48	1.15
Rent	19.66	11.86
Travel and conveyance	9.48	6.40
Postage and courier	1.25	1.15
Printing & Stationery	0.27	0.18
Communication, broadband and internet expenses	1.65	1.02
Office expense	0.53	0.40
Corporate and Social Responsibilty (CSR) expenditure (Refer Note 42)	1.00	0.80
Legal and professional charges	18.81	19.42

Notes forming part of the Standalone Financial Statements
(Amount in INR millions, unless otherwise stated)

	31 March 2024	31 March 2023
Remuneration to Statutory Auditors*	4.10	0.80
Bussines partner fee	69.04	70.95
Bussines promotion expenses	7.91	6.12
Loss allowance on financial assets	-	0.36
Software Licence Expenses	33.44	23.70
Miscellaneous expenses	2.52	2.47
Rates and taxes	0.22	0.30
Total	**171.36**	**147.08**

*Note : The following is the break-up of Auditors remuneration (exclusive of service tax)

	31 March 2024	31 March 2023
As auditor:		
Statutory audit	3.50	0.80
Review on Ind AS	0.60	-
Total	**4.10**	**0.80**

31 Taxes

31.01 Income tax expense charged to the statement of profit or loss

	31 March 2024	31 March 2023
- Current tax	6.01	1.70
- Deferred tax credit	(0.83)	(2.58)
Income tax expense reported in the statement of profit or loss	**5.18**	**(0.88)**

31.02 Income tax expense charged to other comprehensive income

	31 March 2024	31 March 2023
Net loss/(gain) on remeasurements of defined benefit plans	(0.26)	(0.26)
Income tax charged to other comprehensive income	**(0.26)**	**(0.26)**
Income tax expense attributable to		
Profit from continuing operations	5.18	(0.88)
	5.18	**(0.88)**

31.03 Reconciliation of tax charge and the accounting profit

	31 March 2024	31 March 2023
Profit before tax	62.87	(26.49)
Tax Rate	25.17%	25.17%
Effect of other income considered separately	6.01	1.70
Deferred Tax benefit during the year (Refere note 31.04)	(0.83)	(2.58)
Income tax expense	**5.18**	**(0.88)**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

31.04 Deferred tax assets

Year ended 31 March 2024	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets				
On property, plant and equipment	0.49	(0.07)	-	0.42
On other intangible assets	0.56	0.09	-	0.65
On lease liabilities	9.00	(2.91)	-	6.09
On re-measurements gain/(losses) of post-employment benefit obligations	2.23	0.79	(0.26)	2.76
On provision for doubtful debts	1.43	(0.62)	-	0.81
On provsion for expenses	0.79	0.34	-	1.13
	14.50	**(2.38)**	**(0.26)**	**11.86**
Deferred tax liabilities				
On Right of Use assets	(8.73)	3.22	-	(5.51)
	(8.73)	3.22	-	(5.51)
Deferred tax assets/ (liabilities), net	**5.77**	**0.84**	**(0.26)**	**6.35**

Year ended 31 March 2024	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets				
On property, plant and equipment	0.06	0.43	-	0.49
On Other Intangible Assets	-	0.56	-	0.56
On lease liabilities	-	9.00	-	9.00
On re-measurements gain/(losses) of post-employment benefit obligations	1.69	0.80	(0.26)	2.23
On provision for doubtful debts	1.26	0.17	-	1.43
On Provsion for expenses	0.62	0.17	-	0.79
	3.63	**11.13**	**(0.26)**	**14.50**
Deferred tax liabilities	(0.17)	0.17	-	-
On Right of Use assets	-	(8.73)	-	(8.73)
	(0.17)	(8.56)	-	(8.73)
Deferred tax assets/ (liabilities), net	**3.46**	**2.57**	**(0.26)**	**5.77**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

31.05 Recognition of deferred tax asset to the extent of deferred tax liability

Particulars	31 March 2024	31 March 2023	1 April 2022
Deferred tax asset	11.86	14.50	3.63
Deferred tax liabilities	(5.51)	(8.73)	(0.17)
Deferred tax assets/ (liabilities), net	**6.35**	**5.77**	**3.46**

32 Earnings per equity share

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

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

The following reflects the income and share data used in the basic and diluted earnings per equity share computations:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Basic earnings per equity share (INR)	8.03	(6.13)
Diluted earnings per equity share (INR)	7.96	(6.04)
(a) Profit attributable to the equity shareholders		
Profit attributable to the equity shareholders used in calculating basic earnings per equity share	62.87	(26.49)
Profit attributable to the equity shareholders used in calculating diluted earnings per equity share	62.87	(26.49)
(b) Weighted average number of shares used as denominator		
Weighted average number of shares used as denominator in calculating basic earning per share	78,33,087	43,17,858
Weighted average number of shares used as denominator in calculating diluted earning per share	79,01,871	43,83,813

Computation of weighted average number of shares

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Number of equity shares outstanding at beginning of the year	43,91,639	41,84,661
Add: Weighted average number of equity shares issued during the year	34,41,448	1,33,197
Weighted average number of shares outstanding at the end of year for computing basic earnings per share	**78,33,087**	**43,17,858**
Add: Impact of potentially dilutive equity shares - employee stock options	68,784	65,955
Weighted average number of shares outstanding at the end of year for computing diluted earnings per share	**79,01,871**	**43,83,813**

Notes forming part of the Standalone Financial Statements
(Amount in INR millions, unless otherwise stated)

33 Employee Benefits

(A) Defined contribution plans

Contribution towards employee provident fund and Others, which is a defined contribution plan for the year aggregated to INR 599.51 Mn (31 March 2023: INR 486.32 Mn,)

A Defined benefit plans (for Core employees)

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act,1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on exit at 15 days last drawn salary for each completed year of service. The level of benefits provided depends on the member's duration of service and salary at retirement.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity plan:

i) Amount recognised in balance sheet

Particulars	31 March 2024	31 March 2023	1 April 2022
Present value of obligation as at the end of the year	10.97	8.87	6.72
Fair Value of plan assets at the end of the year	-	-	-
Net asset / (liability) recognized in Balance Sheet	**(10.97)**	**(8.87)**	**(6.72)**
Current liability	1.75	1.34	0.24
Non-current liability	9.22	7.53	6.48
Total	**10.97**	**8.87**	**6.72**

ii) Changes in the present value of benefit obligation

Particulars	31 March 2024	31 March 2023
Present value of obligation at the beginning of the year	8.87	6.72
Included in profit or loss		
Current service cost	2.73	2.68
Past service cost	-	-
Interest cost	0.63	0.51
	3.36	**3.19**
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in demographic Assumptions	-	(0.86)
Changes in financial assumptions	0.02	0.18
Experience adjustment	(0.98)	(0.36)
	(0.96)	**(1.04)**
Other		
Benefits paid	(0.30)	-
Present value of obligation at the end of the year	**10.97**	**8.87**

iii) Changes in the fair value of plan assets

The Company does not have any plan assets.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

iv) Reconciliation of balance sheet amount

Particulars	31 March 2024	31 March 2023
Opening net (asset)/liability	8.87	6.72
Expense/(income) recognised in profit and loss	3.36	3.19
Expense/(income) recognised in other comprehensive income	(0.96)	(1.04)
Benefits Paid directly be employer	(0.30)	-
Balance sheet (Asset)/Liability at the end of year	**10.97**	**8.87**

v) Expense recognized in the statement of profit and loss

Particulars	31 March 2024	31 March 2023
Current service cost	2.73	2.68
Past service cost		
- Interest expense on DBO	0.63	0.51
Total expenses recognized in the statement of profit and loss	**3.36**	**3.19**

vi) Expense recognized in other comprehensive income

Particulars	31 March 2024	31 March 2023
Actuarial (gains)/ losses arising from:		
- Experience	(0.98)	(0.36)
- Assumptions changes	0.02	(0.68)
Net actuarial (gains) / losses recognised in OCI	**(0.96)**	**(1.04)**

vii) Acturial Assumptions

The principal actuarial assumptions used in determining the present value of the defined benefit obligations (weighted average) include:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Gratuity plan		
Discount rate	7.19%	7.22%
Future Salary growth	7%	7%
Attrition rate	40%	40%

viii) Maturity analysis

The expected maturity analysis of undiscounted gratuity and medical cost benefits obligations are as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	As on 1 April 2022
Within one year	1.84	1.53	0.25
Between one and two years	1.45	1.12	0.26
Between two and five years	2.15	1.93	0.84
Later than five years	12.78	9.99	18.56
	18.22	**14.57**	**19.91**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

ix) Sensitivity analysis

The impact to the value of the defined benefit obligation of a reasonably possible change to one actuarial assumption, holding all other assumption constant, is presented in the table below. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Particulars	31 March 2024	31 March 2023	1 April 2022
Change in Discount rate			
Delta effect + 1%	(0.59)	(0.47)	(0.71)
Delta effect - 1%	0.66	0.52	0.84
Change in rate of salary increase			
Delta effect + 1%	0.46	0.33	0.81
Delta effect - 1%	(0.42)	(0.33)	(0.70)
Change in withdrawal rate			
Delta effect + 1%	(0.06)	(0.05)	(0.05)
Delta effect - 1%	0.06	0.06	0.05
Change in Mortality rate			
Delta effect + 1%	-	-	-

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

B Defined benefit plans (for Deputee employees)

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act,1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on exit at 15 days last drawn salary for each completed year of service. The level of benefits provided depends on the member's duration of service and salary at retirement. The company has a contractual right to receive the reimbursement of the gratuity benefits provided to its deputees.

The Company has recognised gratuity liability and reimbursement rights in respect of deputee employees in accordance with IND AS 19.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity plan:

i) Amount recognised in balance sheet

Particulars	31 March 2024	31 March 2023	1 April 2022
Present value of obligation as at the end of the year	111.58	77.12	53.14
Fair Value of plan assets at the end of the year	-	-	-
Net asset / (liability) recognized in Balance Sheet	**(111.58)**	**(77.12)**	**(53.14)**
Current liability	15.15	7.96	4.58
Non-current liability	96.43	69.16	48.56
Total	**111.58**	**77.12**	**53.14**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

ii) Changes in the present value of benefit obligation

Particulars	31 March 2024	31 March 2023
Present value of obligation at the beginning of the year	77.12	53.14
Included in profit or loss		
Current service cost	53.35	40.73
Past service cost	-	-
Interest cost	5.53	3.92
	58.88	**44.65**
Included in OCI		
Acquisition / Divestiture	-	-
Actuarial (gain)/ loss arising from:		
Changes in demographic Assumptions	-	-
Changes in financial assumptions	1.26	(1.85)
Experience adjustment	(25.68)	(18.82)
Return on plan assets excluding interest income	-	-
	(24.42)	**(20.67)**
Other		
Employer contributions		
Benefits paid	-	-
Present value of obligation at the end of the year	**111.58**	**77.12**

iii) Changes in the fair value of plan assets

The Company does not have any plan assets.

iv) Reconciliation of balance sheet amount

Particulars	31 March 2024	31 March 2023	1 April 2022
Opening net (asset)/liability	77.12	53.14	-
Expense/(income) recognised in profit and loss	58.88	44.65	53.14
Expense/(income) recognised in other comprehensive income	(24.42)	(20.67)	-
Balance sheet (Asset)/Liability at the end of year	**111.58**	**77.12**	**53.14**

v) Expense recognized in the statement of profit and loss

Particulars	31 March 2024	31 March 2023
Current service cost	53.35	40.73
Net Interest cost	-	-
Past service cost	-	-
- Interest expense on DBO	5.53	3.92
Total expenses recognized in the statement of profit and loss	**58.88**	**44.65**

The above employee benefits expense towards gratuity is recognised net of amounts relating to changes in the carrying amount of the right to reimbursement.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

vi) Expense recognized in other comprehensive income

Particulars	31 March 2024	31 March 2023
Actuarial (gains)/ losses arising from:		
- Experience	(25.68)	(18.82)
- Assumptions changes	1.26	(1.85)
Net actuarial (gains) / losses recognised in OCI	**(24.42)**	**(20.67)**

vii) Acturial Assumptions

The principal actuarial assumptions used in determining the present value of the defined benefit obligations (weighted average) include:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Gratuity plan		
Discount rate	7.17%	7.38%
Future Salary growth	7%	7%
Attrition rate	**50%**	**50%**

viii) Maturity analysis

The expected maturity analysis of undiscounted gratuity and medical cost benefits obligations are as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	As on 1 April 2022
Within one year	15.86	8.37	4.79
Between one and two years	9.79	5.14	3.05
Between two and five years	15.55	9.24	5.49
Later than five years	133.08	103.30	72.13
	174.28	**126.05**	**85.46**

ix) Sensitivity analysis

The impact to the value of the defined benefit obligation of a reasonably possible change to one actuarial assumption, holding all other assumption constant, is presented in the table below. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Particulars	31 March 2024	31 March 2023	1 April 2022
Change in Discount rate			
Delta effect + 1%	(5.45)	(4.01)	(2.89)
Delta effect - 1%	6.02	4.45	3.21
Change in rate of salary increase			
Delta effect + 1%	5.49	4.09	2.95
Delta effect - 1%	(11.59)	(3.75)	(2.69)
Change in withdrawal rate			
Delta effect + 1%	(2.28)	(1.82)	(1.41)
Delta effect - 1%	2.36	1.88	1.46
Change in Mortality rate			
Delta effect + 1%	0.01	0.01	0.00

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

x) Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

1) *Actuarial Risk:*
It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons :

- Adverse Salary Growth Experience

- Variability in mortality rates

- Variability in withdrawal rates

2) *Liquidity Risk:*
Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

3) *Market Risk:*
Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & viceversa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

4) *Legislative Risk:*
Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

34 Leases where company is a lessee

34.01 Changes in the Lease liabilities

Particulars	Category of ROU Asset Buildings	Total
Balance as at 1 April 2022	**38.64**	**38.64**
Recognized during the year	5.51	5.51
Unwinding of discount on lease liabilities	-	-
Payments during the year	(8.38)	(11.56)
Balance as at 31 March 2023	**35.77**	**35.77**
Recognized during the year	-	-
Unwinding of discount on lease liabilities	2.67	2.67
Payments during the year	(14.25)	(14.25)
Balance as at 31 March 2024	**24.19**	**24.19**

34.02 Break-up of current and non-current lease liabilities

Particulars	31 March 2024	31 March 2023	1 April 2022
Current Lease Liabilities	12.53	11.58	7.75
Non-current Lease Liabilities	11.66	24.19	30.89
Total	**24.19**	**35.77**	**38.64**

Notes forming part of the Standalone Financial Statements
(Amount in INR millions, unless otherwise stated)

34.03 Maturity analysis of lease liabilities

Particulars	31 March 2024	31 March 2023	1 April 2022
Less than one year	12.53	11.58	7.75
One to five years	11.66	24.19	30.89
More than five years	-	-	-
Total	**24.19**	**35.77**	**38.64**

34.04 Amounts recognised in statement of Profit and Loss account

Particulars	31 March 2024	31 March 2023
Interest on Lease Liabilities	2.67	3.18
Short-term leases expensed	19.66	11.86
Total	**22.33**	**15.04**

35 Related party disclosures

In accordance with the requirements of Ind AS 24 Related Party Disclosures, names of the related parties, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods are as follows:

(a) Names of related parties and description of relationship as identified by the Company:

Subsidiaries

CIEL Skills and Careers Private Limited (w.e.f. 20 July 2022)

Ma Foi Strategic Consultanats Private limited (w.e.f. 01 February 2023)

Integrum Technologies Private Limited

Next Leap Carrer Solutions Private Limited (w.e.f. 10 January 2023)

CIEL Technologies Private Limited

Aargee Staffing Services Private Limited (w.e.f. 28 December 2023)

Firstventure Corporation Private Limited (w.e.f 29 February 2024)

Entities over which KMP are able to exercise significant influence

Sornamal Educational Trust

The Ma Foi Foundation

Key Management Personnel (KMP)/ Others

Karuppasamy Pandiarajan	Executive Chairman & Director
Adityanarayan Mishra	MD & CEO
Santosh Nair	Director & COO
Hemalatha Rajan	Executive Director
Doraiswamy Rajiv	Executive Director
Arunkumar Nerur Thiagarajan	Director
Saurabh Ashok More	Group CFO (w.e.f. 09 June 2022)
Lalita Pasari	Company Secretary (w.e.f. 27 June 2024)

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

(b) Key management personnel compensation:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Salaries and other employee benefits to Key Managerial Personnel	37.54	27.03

*Managerial remuneration does not include share based expenses, cost of employee benefits such as gratuity and compensated absences as provision for these are based on an actuarial valuation carried out for the Company as a whole.

(c) Transactions with related parties during the year are as follows:

Name of the related party	Nature of the relationship	Year ended 31 March 2024	Year ended 31 March 2023
(i) Revenue from Operations			
CIEL Technologies Private Limited	Subsidiary	2.75	2.70
Integrum Technologies Private Limited	Subsidiary	4.12	-
Mafoi Strategic Consultants Pvt Ltd	Subsidiary	0.91	0.51
CIEL Skills and Careers Private Limited	Subsidiary	0.13	0.50
Next Leap Carrer Solutions Private Limited	Subsidiary	52.78	27.50
(ii) Other Income			
CIEL Technologies Private Limited	Subsidiary	0.18	0.99
Integrum Technologies Private Limited	Subsidiary	1.13	0.08
Mafoi Strategic Consultants Pvt Ltd	Subsidiary	6.25	1.04
CIEL Skills and Careers Private Limited	Subsidiary	0.25	0.18
Aargee Staffing Services Private Limited	Subsidiary	0.05	-

Name of the related party	Nature of the relationship	Year ended 31 March 2024	Year ended 31 March 2023
(iii) Other expenses			
CIEL Skills and Careers Private Limited	Subsidiary	0.06	1.01
Ma Foi Strategic Consultanats Private limited	Subsidiary	0.99	5.00
Integrum Technologies Private Limited	Subsidiary	15.90	12.10
Next Leap Carrer Solutions Private Limited	Subsidiary	1.88	-
First Venture Corporation Private Limited	Subsidiary	0.29	-
Sornamal Educational Trust	Entities over which KMP are able to exercise significant influence	5.47	4.62

(d) Transactions with related parties during the year are as follows:

Name of the related party	Nature of the relationship	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i) Trade Receivables				
CIEL Technologies Private Limited	Subsidiary	2.97	2.92	-
Integrum Technologies Private Limited	Subsidiary	3.05	-	0.45
Mafoi Strategic Consultants Pvt Ltd	Subsidiary	0.24	0.56	-
CIEL Skills and Careers Private Limited	Subsidiary	0.43	0.54	0.11
Next Leap Carrer Solutions Private Limited	Subsidiary	48.60	29.70	-
(ii) Loans and advances given				
CIEL Skills and Careers Private Limited	Subsidiary	5.20	2.66	2.50
Ma Foi Strategic Consultanats Private limited	Subsidiary	102.40	39.59	1.81

Notes forming part of the Standalone Financial Statements
(Amount in INR millions, unless otherwise stated)

Name of the related party		Nature of the relationship	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
	Integrum Technologies Private Limited	Subsidiary	21.12	7.48	2.73
	CIEL Technologies Private Limited	Subsidiary	2.77	22.82	10.65
	Aargee Staffing Services Private Limited	Subsidiary	5.94	-	-
(iii)	**Other Financial Asset- Security Deposit**				
	Sornamal Educational Trust	Entities over which KMP are able to exercise significant influence	2.6	2.6	-
(iv)	**Trade payables**				
	CIEL Skills and Careers Private Limited	Subsidiary	(0.20)	(0.20)	0.70
	Next Leap Carrer Solutions Private Limited	Subsidiary	-	(0.03)	-
	Firstventure Corporation Private Limited	Subsidiary	(0.31)	-	-
	Ma Foi Strategic Consultanats Private limited	Subsidiary	-	0.72	0.15

36 Fair values of financial assets and financial liabilities

Particulars	31 March 2024		31 March 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Financial assets valued at amortized cost				
Non Current				
Investments	359.10	359.10	239.91	239.91
Other financial assets	101.16	101.16	81.70	81.70
Current				
Trade receivable	1,346.56	1,346.56	921.00	921.00
Loans	137.43	137.43	75.15	75.15
Cash and cash equivalents	20.12	20.12	2.22	2.22
Other financial Assets	133.56	133.56	83.10	83.10
Investments	359.10	359.10	239.91	239.91
Total financial assets	**2,457.03**	**2,457.03**	**1,642.99**	**1,642.99**
Financial liabilities				
Financial Liabilities valued at amortized cost				
Non Current				
Borrowings	43.70	43.70	112.96	112.96
Lease Liabilities	11.66	11.66	24.19	24.19
Current				
Borrowings	487.36	487.36	359.00	359.00
Trade payables	68.60	68.60	52.64	52.64
Lease Liability	12.53	12.53	11.58	11.58
Other financial Liabilities	577.11	577.11	393.86	393.86
Total financial liabilities	**1,200.96**	**1,200.96**	**954.23**	**954.23**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, and other current financial assets and 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.

1: For the purpose of above abbreviations, FVTOCI - Fair value through other comprehensive income; amortised cost - fair value through amortized cost.

2: Other financial assets and liabilities relate to level 3 financial instruments where the carrying value reasonably approximates to their fair value.

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The company does not have any financial assets or financial liabilities fair valued through Profit or loss or fair value through OCI. Accordingly, disclosure of financial instruments by valuation technique is not provided.

37 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity: The company do not have any exposure to borrowings with fluctuating interest rates during the year ending 31 March 2024 and 31 March 2023.

(ii) Price risk

The Company do not have any exposure to price risk, as the company do not have any investments in mutual funds (debt fund, equity fund, liquid schemes and income funds etc.), short term debt funds, government securities etc.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

The Company is not significantly exposed to currency risk as the Company's functional currency in INR and revenues and costs are primarily denominated in INR and therefore disclosures required under "Ind AS 107 - Financial Instruments: Disclosures" have not been given.

(B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Company also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. The Company does not foresee any credit risks on deposits with regulatory authorities.

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

31 March 2024	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	487.36	-	487.36	-	-	487.36
Long-term borrowings	43.70	-	-	43.70	-	43.70
Lease Liability	24.19	3.17	9.36	11.66	-	24.19
Trade payables	68.60	35.34	33.26	-	-	68.60
Other financial liability	577.11	577.11	-	-	-	577.11
	1,200.96	**615.62**	**529.98**	**55.36**	**-**	**1,200.96**

31 March 2023	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	359.00	-	359.00	-	-	359.00
Long-term borrowings	112.96	-	-	112.96	-	112.96
Lease Liability	35.77	2.72	8.86	24.19	-	35.77
Trade payables	52.64	36.65	15.99	-	-	52.64
Other financial liability	393.86	393.86	-	-	-	393.86
	954.23	**433.23**	**383.85**	**137.15**	**-**	**954.23**

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

38 Employee Stock Option Scheme (ESOP)

The board vide its resolution dated 27 January 2022 approved Ciel HR Services Private Limited Employee Stock Option Plan, 2022 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 02 years.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

Particulars	31 March 2024		31 March 2023	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	66,900	10	65,300	10
Add:				
Options granted during the year	5,000	10	5,000	10
Less:			-	
Options exercised during the year	-	-	-	-
Options forfeited during the year	3,790	-	3,400	-
Options outstanding at the end of year	**68,110**		**66,900**	
Option exercisable at the end of year	**60,610**		**30,950**	**-**

The options outstanding at the year ending on 31 March 2024 with exercise price of INR 10 are 68,110 options (31 March 2023: 66,900 options) and a weighted average remaining contractual life of all options are 1.60 years.

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 March 2024	31 March 2023
Weighted average fair value of the options at the grant dates (INR)	1193.26	1193.26
Dividend yield (%)	0%	0%
Risk free interest rate (%)	4.97% to 5.67%	4.97% to 5.67%
Expected life of share options (years)	2 to 3 years	2 to 3 years
Expected volatility (%)	39.07% to 44.26%	39.07% to 44.26%
Weighted average share price (INR)	1193.26	1193.26

Refer note 27 for total expenses arising from Employee Stock Option Scheme (ESOP) recognised in statement of profit or loss.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

39 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 has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

(iv) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(v) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(vi) The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of Borrowed funds and share premium:

(i) 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

(ii) 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,

Notes forming part of the Standalone Financial Statements

(Amount in INR Millions, unless otherwise stated)

40 Ratios

S No.	Ratio	Formula	Ratio as on 31 March 2024	Ratio as on 31 March 2023	Variation	Reason (If variation is more than 25%)
(a)	Current Ratio	Current Assets(i) / Current Liabilities(ii)	1.30	1.18	9%	
(b)	Debt-Equity Ratio	Total Debt(iii) / Shareholder's Equity	0.63	1.14	(45%)	The variance is on account of equity infusion in FY24.
(c)	Debt Service Coverage Ratio	Earning available for debt Service(iv) / Debt Service(v)	0.25	-0.01	(2948%)	The variance is on account of increased operating income relative to debt obligations.
(d)	Return on Equity Ratio	Profit after tax less pref. Dividend x 100 / Average Shareholder's Equity	0.10	-0.10	(204%)	The variance on account of improved profitability generating higher returns on shareholder equity.
(f)	Trade Receivables Turnover Ratio	Net Credit Sales / Average Trade Receivables	9.19	9.46	(3%)	-
(g)	Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	2.83	3.76	(25%)	-
(h)	Net Capital Turnover Ratio	Net Sales / Working Capital	25.37	41.57	(39%)	The decline in ratio due to Increase in revenue generated per unit of capital invested.
(i)	Net Profit Ratio	Net Profit / Net Sales	0.01	-0.00	(275%)	Higher Net profits in FY24 compared to FY23 has led to better net profit ratio
(j)	Return on Capital Employed	EBIT / Capital Employed(vi)	0.10	0.05	99%	Significant improvement in capital efficiency leading to higher return on capital employed ratio in FY24
(k)	Return on Investment	Time Weighted Rate of Return (TWRR)(vii)	0.07	-0.06	(217%)	Enhanced investment performance through higher profits resulting in increased return on investment ratio.

Footnote:

(i) Current Assets= Inventories + Current Investment + Trade Receivable + Cash & Cash Equivalents + Other Current Assets + Contract Assets + Assets held for Sale

(ii) Current Liability= Short term borrowings + Trade Payables + Other financial Liability+ Current tax (Liabilities) + Contract Liabilities+ Provisions + Other Current Liability

(iii) Debt= long term borrowing and current maturities of long-term borrowings and redeemable preference shares treated as financial liability

(iv) Earning for Debt Service =Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.

(v) Debt Service = Interest & Lease Payments + Principal Repayments

(vi) Capital Employed= Tangible Net Worth + Total Debt + Deferred Tax Liability or Total assets - current liability

(vii) {MV(T1) – MV(T0) – Sum [C(t)]}

{MV(T0) + Sum [W(t) * C(t)]}

T1 = End of time period

T0 = Beginning of time period

t = Specific date falling between T1 and T0

MV(T1) = Market Value at T1

MV (T0) = Market Value at T0

C(t) = Cash inflow, cash outflow on specific date

W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day ‘t’, calculated as [T1 – t] / T1).

W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day ‘t’, calculated as [T1 – t] / T1).

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

41 The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (and previous 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.

42 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, does not meet the applicability threshold for the year ended 31 March 2024 and hence company is not required to spend funds on Corporate Social Responsibility ("CSR") activities. Whereas for the year ended 31 March 2023 Corporate Social Responsibility ("CSR") was applicable and CSR committee has been formed by the Company as per the Act.The areas for CSR activities are skill development, environment protection and sustainability and health and safety. The funds required to be spent and funds spent during the year are explained below:

42.01	**Particulars**	**31 March 2024**	**31 March 2023**
	Gross Amount required to be spent as per Section 135 of the Act	-	0.58
	Add: Amount Unspent from previous years	-	-
	Total Gross amount required to be spent during the year	**-**	**0.58**

42.01	Amount approved by the Board to be spent during the year	1.00	0.80

42.03 Amount spent during the year on

Particulars	**31 March 2024**	**31 March 2023**
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	1.00	0.80
Total amount spent during the year	**1.00**	**0.80**
Amount remaining unspent at the end of the year	**-**	**-**

42.04 Contribution to Related Parties/ CSR Expenditure incurred with Related Parties

Name	**Nature of Relationship**	**31 March 2024**	**31 March 2023**
Contribution to Sornammal Education Trust	Entity controlled by Promoters	-	0.40
Contribution to The MA FOI Foundation	Entity controlled by Promoters	1.00	0.20

43 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has distributed dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing which represents term loans from banks and financial institutions and Debentures (both Non-Convertible Debentures and Compulsorily Convertible Debentures) and current borrowing in the form of Cash Credits and Overdraft Facilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Notes forming part of the Standalone Financial Statements

(Amount in INR millions, unless otherwise stated)

		31 March 2024	31 March 2023
Equity		841.56	413.15
Convertible preference share		-	-
Total equity	(i)	841.56	413.15
Borrowings other than convertible preference shares		531.06	471.96
Less: cash and cash equivalents		(20.12)	(2.22)
Total debt	(ii)	510.94	469.74
Overall financing	(iii) = (i) + (ii)	1,352.50	882.89
Gearing ratio	(ii) / (iii)	38%	53%

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

44 The Board of Directors at their meeting held on 03 May, 2024 declared interim dividend of INR 1.40 per equity share (face value of INR 10.00 each) for the financial year 2023-24 aggregating to INR 11.31 Mn which was paid on 6 Jun 2024.

The Board of Directors at their meeting held on 27 April, 2023 declared final dividend of INR 1.20 per equity share (face value of INR 10.00 each) for the financial year 2022-23 aggregating to INR 5.27 Mn which was paid on 2 Jun 2023.

The Company is in compliance with Section 123 of the Act.

45 The Code on Social Security 2020

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

46 The standalone financial statements are approved for issue by the Company's Board of Directors on 27 June 2024

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

For and on behalf of the Board of Directors of
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 27 June 2024

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 27 June 2024

Saurabh Ashok More
Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Independent Auditor's Report

To the Members of **CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited) (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements of subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2024, of consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Director's report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; the 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing ("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 consolidated financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.

Other Matter

a. We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of INR 95.91 Mn as at March 31, 2024, total revenues of INR 190.22 Mn and net cash flows amounting to INR (18.49) Mn for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

b. The comparative financial information of the Group, for the year ended March 31, 2023 and the transition date opening balance sheet as at April 01, 2022 included in these consolidated financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act, audited by the predecessor auditor whose report for the year ended March 31, 2023 and March 31, 2022 dated April 27, 2023 and May 09, 2022 respectively expressed an unmodified audit opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion on the consolidated financial statements is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the Separate Financial Statements of the subsidiaries, referred to in the Other Matters section above 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 of the aforesaid consolidated financial statements.

    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 matter stated in the paragraph 1(i)(vi) below on reporting under Rule 11(g).

    c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

    d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

    e. The audit reports on the financial statements of Aargee Staffing Services Private Limited and First Venture Corporation Private Limited which are the subsidiaries of the Holding Company, are issued by an independent firm of Chartered Accountants vide its audit report dated June 26, 2024 and June 26, 2024 respectively.

f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies none of the directors of the Group companies, are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

g. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

h. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g).

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. There were no pending litigations which would impact the consolidated financial position of the Group.

   ii. The group did not have any material foreseeable losses on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

   iv. (1) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their 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 Holding Company or any of such subsidiaries, to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (2) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, respectively that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or any of such subsidiaries shall, 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.

   (3) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

   v. On the basis of our verification and on consideration of the reports of the statutory auditors of subsidiaries that are Indian companies under the Act, interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

vi. Based on our examination, except for the instances mentioned below, the Holding Company and its subsidiary companies, incorporated in India, have used accounting softwares for maintaining their respective books of account for the year ended March 31, 2024, which have a feature of recording audit trail (edit log) facility and the same has been enabled and operated throughout the year for all relevant transactions recorded in the softwares, and further, we did not come across any instance of the audit trail feature being tampered with.

In respect of the Holding Company, the accounting software used by it for maintaining its books of account for payroll processing (APPI) and revenue invoicing(ICON) during the year ended March 31, 2024, did not have a feature of recording audit trail (edit log) facility.

Further, In respect of the Holding Company and its four subsidiaries (other than Next Leap Career Solutions Private Limited), the accounting software used by them was upgraded on various dates, in the last week of April 2023 and the first week of May 2023, to the Edit Log version of the accounting software from an earlier version that they operated for maintaining their respective books of account during the year ended March 31, 2024. Based on our examination, we are unable to comment whether the earlier version of the accounting software had a feature of recording audit trail (edit log) facility and whether the audit trail feature was enabled therein.

vii. In our opinion, according to information, explanations given to us, the Holding company was converted into a public company with effect from November 30, 2023 as per the revised Certificate of Incorporation dated November 30, 2023 issued by the registrar of Companies, Chennai. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Holding company to its directors, post conversion into public Company, is within the limits laid under Section 197 of the Act and the rules thereunder except in case of 7 subsidiaries as the provisions of the aforesaid section is not applicable to private companies.

2. According to the information and explanations given to us, the details of Qualifications remarks made by the respective auditors of the subsidiaries in the Companies (Auditor's Report) Order 2020 (CARO) Reports issued till the date of our audit report for the companies included in the consolidated financial statements are as follows:

Sr. No	Name of the Company	CIN	Type of Company (Holding / Subsidiary/	Clause number of the CARO Report which is qualified or Adverse
1	CIEL HR Services Limited	U74140TN2010PLC077095	Holding	Clause vii(a)
2	CIEL Technologies Private Limited	U72900TN2011PTC083252	Subsidiary	Clause vii(a)
3	Integrum Technologies Private Limited	U72900TN2018PTC124094	Subsidiary	Clause vii(a)
4	Ma Foi Strategies Private Limited	U74140TN2011PTC078708	Subsidiary	Clause vii(a)
5	CIEL Skills and Careers Private Limited	U80301TN2011PTC083816	Subsidiary	Clause vii(a)
6	Next Leap Career Solutions Private Limited	U74999PN2010PTC151116	Subsidiary	Clause vii(a)

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 24205226BKEAKH3903

Place: Hyderabad
Date: June 27, 2024

Annexure A to The Independent Auditor's Report on Even Date on The Consolidated Financial Statements of CIEL Hr Services Limited (Formerly Known as CIEL HR Services Private Limited)

Auditor's Responsibilities for the Audit of the Consolidated 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 consolidated 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 Holding Company has adequate internal financial controls with reference to consolidated 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 the management and Board of Directors.
- Conclude on the appropriateness of the management and Board of Directors 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 24205226BKEAKH3903

Place: Hyderabad
Date: June 27, 2024

Annexure B To The Independent Auditor's Report of Even Date on The Consolidated Financial Statements of CIEL HR Services Limited (Formerly Known as CIEL HR Services Private Limited)

[Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of CIEL HR Services Limited (Formerly Known As CIEL HR Services Private Limited) on the consolidated Financial Statements for the year ended March 31, 2024]

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

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls reference to consolidated financial statements of CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited) (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company's and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies 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 ("the ICAI").

Management's and Board of Director's Responsibility for Internal Financial Controls

The respective Management and the Board of Directors of the Holding Company and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. 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 respective 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies which are companies incorporated in India, 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") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to consolidated 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies which are companies incorporated in India.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to two subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 24205226BKEAKH3903

Place: Hyderabad
Date: June 27, 2024

Consolidated Balance Sheet

as at 31 March 2024

(Amount in INR Millions, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023	As at 1 April 2022
I ASSETS				
Non-current assets				
Property, plant and equipment	6	14.91	7.99	7.72
Right-of-use assets	7	21.89	34.67	39.60
Goodwill	8	343.06	132.83	-
Other intangible assets	9 (a)	187.70	100.86	14.84
Intangible assets under development	9 (b)	34.89	8.32	7.56
Financial assets				
(i) Investments	10	0.18	0.18	1.28
(ii) Other financial assets	12	101.91	82.71	77.19
Other non-current assets	13	96.61	71.76	49.74
Deferred Tax Asset (Net)	35	19.78	14.48	10.73
Total non-current assets		**820.93**	**453.80**	**208.66**
Current assets				
Financial assets				
(i) Trade receivables	14	1,518.57	1,033.39	724.50
(ii) Cash and cash equivalents	15	52.06	19.24	49.05
(iii) Bank balances other than cash and cash equivalents	16	54.20	43.04	0.10
(iv) Loans	11	22.69	8.69	5.21
(v) Other financial assets	12	33.99	7.51	3.96
Other current assets	17	331.32	231.08	99.68
Total current assets		**2,012.83**	**1,342.95**	**882.50**
Total assets		**2,833.76**	**1,796.75**	**1,091.16**
II EQUITY AND LIABILITIES				
Equity				
Equity share capital	18	80.84	43.92	41.85
Other equity	19	692.67	265.01	(6.77)
Equity attributable to owners of the parent		773.51	308.93	35.08
Non-controlling interests		54.13	45.35	48.16
Total equity		**827.64**	**354.28**	**83.24**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	20	55.47	122.29	110.66
(ii) Lease Liabilities	37	11.65	24.19	30.89
(iii) Other financial liabilities	21	152.95	86.94	0.50
Provisions	22	128.62	92.74	61.06
Total non-current liabilities		**348.69**	**326.16**	**203.11**
Current liabilities				
Financial liabilities				
(i) Borrowings	23	531.35	372.86	179.58
(ii) Lease Liabilities	37	12.53	11.58	7.75
(iii) Trade payables	24			
- total outstanding dues of micro and small enterprises		3.45	1.16	-
- total outstanding dues of creditors other than micro and small enterprises		112.27	79.82	32.96
(iv) Other financial liabilities	25	665.01	408.20	452.77
Other current liabilities	26	282.98	220.90	126.39
Provisions	22	20.27	11.98	5.24
Current tax liabilities (net)	27	29.57	9.81	0.12
Total current liabilities		**1,657.43**	**1,116.31**	**804.81**
Total liabilities		**2,006.12**	**1,442.47**	**1,007.92**
Total equity and liabilities		**2,833.76**	**1,796.75**	**1,091.16**
See accompanying notes forming part of the consolidated financial statements	1-50			

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

For and on behalf of the Board of Directors of
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan
Partner
Membership No: 205226

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 27 June 2024

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 27 June 2024

Saurabh Ashok More
Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Place: Hyderabad, India
Date: 27 June 2024

Consolidated Statement of Profit and Loss

for the year ended 31 March 2024

(Amount in INR Millions, unless otherwise stated)

		Notes	Year ended 31 March 2024	Year ended 31 March 2023
I	**Income**			
	Revenue from operations	28	10,857.35	**7,996.35**
	Other income	29	24.61	10.83
	Total income (I)		**10,881.96**	**8,007.18**
II	**Expenses**			
	Employee benefits expense	30	10,322.62	7,740.24
	Finance costs	31	75.71	74.39
	Depreciation and amortization expense	32	41.33	24.64
	Other expenses	33	317.78	193.76
	Total expenses (II)		**10,757.44**	**8,033.03**
III	**Profit /(Loss) before exceptional items and tax (I-II)**		124.52	(25.85)
	Exceptional items	34	-	1.10
IV	**Profit /(Loss) before tax**		**124.52**	**(26.95)**
V	**Tax expense**			
	Current tax	35	20.72	3.12
	Adjustments in respect of current income tax of previous year	35	0.75	0.36
	Deferred tax	35	(5.43)	1.10
	Total tax expense (V)		**16.04**	**4.58**
VI	**Profit/(loss) for the year (IV-V)**		**108.48**	**(31.53)**
VII	**Other comprehensive income**			
	Items not to be reclassified to profit or loss			
	Re-measurement gains/ (losses) on defined benefit plans		1.41	0.24
	Income tax effect on these items		(0.35)	(0.11)
	Other comprehensive income for the year, net of tax		**1.06**	**0.13**
VIII	**Total comprehensive income for the year, net of tax (VI + VII)**		**109.54**	**(31.40)**
	Profit for the year attributable to			
	Owners of the parent		99.82	(29.02)
	Non-controlling interests		8.66	(2.51)
			108.48	**(31.53)**
	Other comprehensive income for the year attributable to			
	Owners of the parent		0.94	0.43
	Non-controlling interests		0.12	(0.30)
			1.06	**0.13**
	Total comprehensive income for the year attributable to			
	Owners of the parent		100.76	(28.59)
	Non-controlling interests		8.78	(2.81)
			109.54	**(31.40)**
	Earnings / (Loss) per share (face value of INR 10 each)	36		
	Basic (INR)		12.74	(6.72)
	Diluted (INR)		12.63	(6.62)

See accompanying notes forming part of the consolidated financial statements 1-50

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

For and on behalf of the Board of Directors of
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 27 June 2024

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 27 June 2024

Saurabh Ashok More
Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Consolidated Statement of Cash Flows

for the year ended March 31, 2024

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
Cash flow from operating activities		
Profit/(Loss) before tax	124.52	(26.95)
Profit before income tax	**124.52**	**(26.95)**
Adjustments for:		
Depreciation and amortization expenses	41.33	24.64
Unrealized foreign exchange gain/loss	0.35	-
Share based payment expense	22.62	58.75
Interest expense on borrowings	57.85	31.71
Interest expense on leases	2.67	3.18
Other finance costs	6.02	8.21
Interest income	(9.83)	(3.37)
Interest expense on financial liabilities	6.69	1.19
Provision for Gratuity & Compensated Absences	7.94	6.00
(Gain)/ loss on sale of Property, plant and equipment	(0.26)	-
Provision for credit impaired receivables	1.00	3.18
Bad debts written off	4.05	1.07
Amortised cost adjustments for financial instruments	(0.26)	(0.19)
Liabilities written back	(0.10)	(0.18)
Impairment of Investments	-	1.10
Operating profit/loss before working capital changes	**264.59**	**108.34**
Changes in working capital		
Increase/ (Decrease) in trade payables	28.13	33.60
Increase/ (Decrease) in other current liabilities	35.78	75.95
Increase / (Decrease) in provisions	29.87	10.83
Increase/ (Decrease) in other financial liabilities	175.83	40.68
Decrease/ (Increase) in trade receivables	(441.79)	(284.57)
Decrease/ (Increase) in other financial assets	(25.31)	(6.80)
Decrease/(Increase) in other assets	(117.84)	(153.42)
Cash generated from operations	**(50.74)**	**(175.39)**
Tax expense	(1.81)	3.83
Net cash inflows/used from/in operating activities (A)	**(52.55)**	**(171.56)**
Cash flow from investing activities		
Payment for property, plant and equipment, intangible assets and intangibles under development	(116.55)	(67.87)
Payments for acquisition of subsidiaries, net of cash acquired	(60.02)	(104.63)
Purchase of Investments	-	40.15
Proceeds from sale/ disposal of Property, plant and equipment	0.50	-
Advance or loans made to employees/ other parties	-	8.69
Loan to related parties	(3.49)	(3.48)
Loan to others	0.16	36.54
Movement in bank deposits	(25.52)	(45.02)
Interest income received	5.23	3.37

Consolidated Statement of Cash Flows

for the year ended March 31, 2024

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
Net cash inflows/used from/in investing activities (B)	**(199.69)**	**(132.25)**
Cash flow from financing activities		
Proceeds from issuance of equity share capital including share application money	269.97	248.81
Share issue transaction costs	(5.12)	(0.94)
Proceeds from Borrowings, net	45.06	30.32
Repayment of Debentures	(1.00)	(17.55)
Proceeds from Debentures	1.70	40.00
Dividend paid	(5.27)	(4.18)
Principal paid on lease liabilities	(11.59)	(2.87)
Interest paid on lease liabilities	(2.67)	(3.18)
Other finance costs	(6.02)	(8.21)
Net cash inflows/used from/in financing activities (C)	**285.06**	**282.20**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**32.82**	**(21.61)**
Effects of exchange rate changes on cash and cash equivalents		
Cash and cash equivalents at the beginning of the year	19.24	49.05
Cash and cash equivalents at the end of the year	**52.06**	**27.44**
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise (Refer note 15)		
Balances with banks:		
On current accounts	51.64	18.93
Cash on hand	0.42	0.31
Total cash and cash equivalents at end of the year	**52.06**	**19.24**

See accompanying notes forming part of the consolidated financial statements 1-50

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

For and on behalf of the Board of Directors of
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 27 June 2024

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 27 June 2024

Saurabh Ashok More
Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

(Amount in INR Millions, unless otherwise stated)

(A) Equity share capital (Refer Note No.18)

	No. of shares	Amount
Balance as at 01 April 2022	41,84,661	41.85
Changes in equity share capital during the current year	2,06,978	2.07
Balance as at 31 March 2023	43,91,639	43.92
Changes in equity share capital during the current year	36,92,502	36.93
Balance as at 31 March 2024	**80,84,141**	**80.84**

(B) Other equity

For the year ended 31 March 2023 (Refer Note No.19)

Particulars	Share application money pending allotment	Reserves and Surplus					Items of Other Comprehensive Income	Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
Balance as at 1 April 2022	-	-	45.29	6.72	(58.71)	-	(0.07)	(6.77)	48.16	41.39
Profit for the year	-	-	-	-	(29.02)	-	-	(29.02)	(2.51)	(31.53)
Other comprehensive income	-	-	-	-	-	-	0.43	0.43	(0.30)	0.13
Securities premium credited on share issue	-	-	246.74	-	-	-	-	246.74	-	246.74
Share issue expenses for the year	-	-	(0.94)	-	-	-	-	(0.94)	-	(0.94)
Transfer from retained earnings	-	-	-	4.24	(4.24)	-	-	-	-	-
Employee stock option scheme compensation	-		-	-		58.75	-	58.75	-	58.75
Dividends	-	-	-	-	(4.18)	-	-	(4.18)	-	(4.18)
Balance as at 31 March 2023	**-**	**-**	**291.09**	**10.96**	**(96.15)**	**58.75**	**0.36**	**265.01**	**45.35**	**310.36**

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

(Amount in INR Millions, unless otherwise stated)

For the year ended 31 March 2024 (Refer Note No.19)

Particulars	Share application money pending allotment	Reserves and Surplus					Items of Other Comprehensive Income	Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
Balance as at 1 April 2023	-	-	291.09	10.96	(96.15)	58.75	0.36	265.01	45.35	310.36
Profit for the year	-	-	-	-	99.82	-	-	99.82	8.66	108.48
Other comprehensive income	-	-	-	-	-	-	0.94	0.94	0.12	1.06
Securities premium credited on share issue	-	0.18	315.85	-	-	-	-	316.03	-	316.03
Share issue expenses for the year	-	-	(5.12)	-	-	-	-	(5.12)	-	(5.12)
Employee stock option scheme compensation	-	-	-	-	-	22.62	-	22.62	-	22.62
Dividends	-	-	-	-	(5.27)	-	-	(5.27)	-	(5.27)
Bonus shares issued during the year	-	-	(3.31)	-	-	-	-	(3.31)	-	(3.31)
Money received on account of share application	1.95	-	-	-	-	-	-	1.95	-	1.95
Balance as at 31 March 2024	**1.95**	**0.18**	**598.51**	**10.96**	**(1.60)**	**81.37**	**1.30**	**692.67**	**54.13**	**746.80**

See accompanying notes forming part of the standalone financial statements. 1-50

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

For and on behalf of the Board of Directors of
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 27 June 2024

Saurabh Ashok More
Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

1 Corporate Information

CIEL HR SERVICES LIMITED (formerly known as CIEL HR SERVICES PRIVATE LIMITED), together with its subsidiaries, collectively referred to as the "Group", is a public limited Company domiciled in India and was incorporated on 23 August 2010 under the provisions of the Companies Act, 1956 applicable in India.

The registered office of the Group is located at Plot No. 3726, Door No. 41, 'Ma Foi House', 6th Avenue, Q- Block, Anna Nagar, Chennai - 600040, Tamilnadu, India.

The Group was converted into a Public limited Company and obtained fresh certificate of incorporation dated 30 November 2023.

The Group focuses on tech-led HR solutions across various industries with HR Services and Platforms impacting every part of employee life cycle. The Group provides suite of HR services including search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory and Skilling services. The Group operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management.

2 Material accounting policies

Material accounting policies adopted by the Group are as under:

2.01 Basis of Preparation of Consolidated Financial Statements

(a) Statement of Compliance

These consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the ""Act"") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

The consolidated financial statements up to and for the year ended 31 March 2023 were prepared in accordance with the Companies(Accounting Standards) Rules, 2006 notified under the Section 133 of the Act, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or IGAAP or Previous GAAP).

The Group has adopted all the relevant Ind AS standards and the first time adoption was carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Sec 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the Previous GAAP and an explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Group is provided in Note 5.3.

Accounting policies have been consistently applied to all the years presented unless otherwise stated except where a newly issued Indian accounting standard is initially adopted or a revision to an existing Indian accounting standard requires a change in the accounting policy hitherto in use.

(b) Basis of measurement

The financial information have been prepared on the historical cost basis except for the following items:

- Certain financial assets and liabilities : Measured at fair value
- Borrowings : Amortised cost using effective interest rate method
- Net defined benefit (asset)/ liability : Present value of defined benefit obligations less fair value of plan asset

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

Basis of consolidation:

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) as disclosed in Note 40.

Control exists when the parent has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases. The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain/ loss from such transactions are eliminated upon consolidation. The financial statements are prepared by applying uniform policies in use at

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

the Group. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March.

Non-controlling interest:

Non-controlling interest ("NCI") which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded. NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

In case where the Group has a call option with NCI in an existing subsidiary on their equity interest in that subsidiary and is reasonably certain to exercise the call option, then the Group evaluates access to the returns associated with the ownership interest. In case NCI still have present access to returns associated with the underlying ownership interest, then the Group has elected to account for call option as per the anticipated-acquisition method. Under the anticipated-acquisition method, the call option is accounted for as an anticipated acquisition of the underlying NCI. This is independent of how the exercise price is determined (e.g. fixed or variable) and how likely it is that the option will be exercised. Subsequent to initial recognition, any changes in the carrying amount of the call option liability is accounted through consolidated statement of profit and loss account.

Change in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(c) Classification between Current and Non-current

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets

An asset is treated as current when it is:

i. Expected to be realised within twelve months after the reporting period, or

ii. 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.

Liabilities

A liability is current when:

i. It is expected to be settled in normal operating cycle

i. It is due to be settled within twelve months after the reporting period, or

iii. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

(d) Use of estimates and judgement

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

2.02 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

2.03 Depreciation methods, estimated useful lives

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act. All items of property plant and equipment are stated at cost less accumulated depreciation and impairment loss if any.

The useful life of PPE is the period over which PPE is expected to be available for use by the Group.

Property, plant and equipment	Useful Life
Furniture and Fixtures	05 years
Office Equipment	05 years
Computers:	
- Servers	06 years
- End user devices such as, desktops, laptops etc.	03 years
Vehicles	08 years

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/disposal from property plant and equipment is provided up to the date preceding the date of sale/disposal as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.04 Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. Goodwill is not amortised; however it is tested annually for impairment and whenever there is an indication that the unit may be impaired and carried at cost less any accumulated impairment losses.

For the purpose of impairment testing, the goodwill is allocated to a cash-generating-unit ('CGU') or group of CGUs ('CGUs'), which are expected to benefit from the acquisition-related synergies and represent the lowest level within the entity at which the goodwill is monitored for internal management purposes, within an operating segment. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

2.05 Other Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization.

(a) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred.

Development Cost that are directly attributable to the design and testing of identifiable and unique software products are recognised as intangible assets where criteria mentioned in point (b) below are met. Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

(b) Internally generated: Research and development

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalised include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

(b) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

The Group amortized intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful life
Computer software	03 years
HR platforms	05 years
Brand	10 years
Non-compete	04 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are not amortised. Such intangible assets 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.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

2.06 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.07 Foreign Currency Transactions

(a) Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Group's functional and presentation currency.

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

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

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 OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

2.08 Fair value measurement

The Group measures financial instruments, such as, derivatives 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
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group.

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

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

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

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 Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Group's management determines the policies and procedures for fair value measurement such as derivative instrument.

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

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

2.09 Business combinations

(i) Business combinations (common control business combinations)

Business combination involving entities that are controlled by the Group are accounted for using the pooling of interest method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the Consolidated financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the Consolidated financial statements of the transferor is aggregated with the corresponding balance appearing in the Consolidated financial statements of the transferee or is adjusted against general reserve.
- The identity of the reserve are preserved and the reserves of the transferor becomes the reserves of the transferee.
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

(ii) Business combinations (other than common control business combinations):

In accordance with Ind AS 103, the Group accounts for the business combinations (other than common control business combinations) using the acquisition method when control is transferred to the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The Group has elected to apply Ind AS 103, Business combinations prospectively to business combinations occurred after 1 April 2022 i.e. the transition date. Business combinations occurred prior to the transition date have not been restated.

2.10 Revenue from contract with customer

(a) Sale of services

Revenue is recognised to the extent that it is highly probable that the economic benefits will flow to the Group 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.

Revenue from staffing services is recognised over time since the customer simultaneously receives and consumes the benefits. The invoicing for these services is either based on cost plus a service fee model, fixed fee.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), while invoicing in excess of revenues are classified as Contract Liability (unearned revenue).

Revenue from recruitment services is recognised at a point in time based on satisfaction of specific performance criteria included in contractual arrangements with customers.

Revenue from skilling, advisory services, HRMS platform and assessment platform are recognised over time based on satisfaction of specific performance criteria included in contractual arrangements with customers. Subscription revenues from learning management platform is recognised over time through the period of subscription.

(b) Other Income

(i) Interest Income

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 Group 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 other income in the Statement of Profit and Loss.

(ii) Dividend Income

Dividend income is recorded when the right to receive payment is established.

(c) Contract Balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Group's right to an amount of consideration that is unconditional.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Trade Receivable

A trade receivable is recognised for an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

2.11 Investments

Investment in equity instruments are measured at cost less impairment. Dividend income is recognised when its right to receive the dividend is established. The acquired investment are measured at acquisition date fair value.

2.12 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Income tax expense comprises current tax expense and deferred tax charge or credit during the year. Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year/period end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in consolidated financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.13 Leases

The Group as a lessee

The Group 's lease asset classes primarily consist of leases for office space. The Group 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 Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group 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 Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

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

2.14 Impairment of non-financial assets

The Group assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Group estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2.15 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

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 recognized as a finance cost.

If the Group 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 Group 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 Group 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. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.16 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft.

2.17 Cash flow statement

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

2.18 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.

(a) Financial assets

(i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

(ii) Subsequent measurement

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

a) at amortized cost; or

b) at fair value through other comprehensive income; or

c) at fair value through profit or loss.

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

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: 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 AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group 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 P&L, even on sale of investment. However, the Group 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 profit and loss.

(iii) Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

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

Life time ECLs 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 year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all 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 etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost 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 Group does not reduce impairment allowance from the gross carrying amount.

(iv) Derecognition of financial assets

A financial asset is derecognized only when

a) the rights to receive cash flows from the financial asset is transferred or

b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

(ii) 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. 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 recognized in the Consolidated Statement of Profit and Loss.

Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Consolidated statement of Profit and Loss.

Borrowing Cost: 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.

(iii) Derecognition

A financial liability is derecognized 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 recognized in the Statement of Profit and Loss as finance costs.

2.19 Employee Benefits

(a) Short-term benefits

Short term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

(b) Other long-term employee benefits

(i) Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Consolidated Statement of Profit and Loss.

(ii) Defined benefit plans

Gratuity: The Group provides for gratuity, a defined benefit plan (the 'Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise.

Leaves under defined benefit plans can be encashed only on discontinuation of service by employee.

(c) Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies' best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.20 Provision for Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period. A corresponding amount is recognised directly in equity.

2.21 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity 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 year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.22 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). CODM evaluates the Group's performance and allocates resources based on the analysis of various performance indicators by business segments. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Summary Statements. Accordingly, information has been presented across two segments as follows:

HR Services	It provides suite of HR services including Search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory and Skilling services
HR Platforms	It operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management

Further:

i. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter - segment revenue. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.

ii. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.

iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.

iv. Segment results includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.

v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

vi. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.

2.23 Rounding off amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest Millions as per requirement of Schedule III to the Act, unless otherwise stated.

3 Critical accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation.

(b) Defined benefit plans (gratuity benefits and compensated absences)

The cost of the defined benefit plans such as gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

(c) Useful lives of property, plant and equipment and intangible assets

As described in the significant accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation / amortization expense in future periods.

(d) Impairment of non-financial assets and goodwill

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(e) Provisions

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

(f) Provision for expected credit losses of trade receivables and contract assets

The Group uses a provision matrix to calculate expected credit loss (ECL) for trade receivables and contract assets.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

The assessment of the correlation between historical observed default rates and ECLs is a significant estimate. The Group's historical credit loss experience may also not be representative of customer's actual default in the future.

4 Recent accounting pronouncements

4.1 Standards (including amendments) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time time. For the year ended March 31, 2024, MCA has not notified any new standards or ammendments to the existing standards applicable to the Group.

5 First-time adoption of Ind-AS

These consolidated financial statements are the first set of Ind AS financial statements prepared by the Group. Accordingly, the Group has prepared financial statements which comply with Ind AS applicable for year ending on 31 March 2024, together with the comparative year data as at and for the year ended 31 March 2023, as described in the significant accounting policies. In preparing these financial statements, the Group's opening balance sheet was prepared as at 1 April 2022, being the Group's date of transition to Ind AS. This note explains the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2022 and the financial statements as at and for the year ended 31 March 2023.

5.1 Exemptions availed on first time adoption of Ind AS

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

(a) Deemed Cost

Since there is no change in the functional currency, the Group has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as its deemed cost at the date of transition after making adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38, Intangible Assets and investment properties. Accordingly the management has elected to measure all of its property, plant and equipment, investment properties and intangible assets at their Indian GAAP carrying value.

(b) Compound financial instruments

When the liability component of a compound financial instrument is no longer outstanding at the date of transition to Ind AS, a first-time adopter may elect not to apply Ind AS 32, Financial Instruments: Presentation, retrospectively to split the liability and equity components of the instrument.

5.2 Mandatory Exemption on first-time adoption of Ind AS

(a) Estimates

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

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

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

(ii) Fair valuation of compound instrument.

(iii) FVTPL – debt securities

(iv) FVTOCI – debt securities

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

(b) Derecognition of financial assets and financial liabilities

A first-time adopter should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively to transactions occurring on or after the date of transition. Therefore, if a first-time adopter derecognized non-derivative financial assets or non-derivative financial liabilities under its Indian GAAP as a result of a transaction that occurred before the date of transition, it should not recognize those financial assets and liabilities under Ind AS (unless they qualify for recognition as a result of a later transaction or event). A first-time adopter that wants to apply the derecognition requirements in Ind AS 109,Financial Instruments, retrospectively from a date of the entity's choosing may only do so, provided that the information needed to apply Ind AS 109,Financial Instruments, to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Group has elected to apply the de-recognize provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(c) Classification and measurement of financial assets

Ind AS 101, First-time Adoption of Indian Accounting Standards, requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

5.3 Reconciliations

The following reconciliations provides the effect of transition to Ind AS from Indian GAAP in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards:

(a) Reconciliation of equity as at date of transition 1 April 2022

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
ASSETS					
Non-current assets					
Property, plant and equipment	(i)	4.05	3.67	-	7.72
Right-of-use assets		-	39.60	-	39.60
Other intangible assets		10.50	4.34	-	14.84
Intangible asset under development		4.61	2.95	-	7.56
Financial assets		-		-	
Investments		-	1.28	-	1.28
Loans		-	-	-	-
Other financial assets		21.32	55.87	-	77.19
Deferred tax asset (net)	(iv)	3.53	7.20	-	10.73
Other non-current assets	(e)	0.03	1.15	48.56	49.74
Total non-current assets		**44.04**	**116.06**	**48.56**	**208.66**
Current assets					
Financial assets					
Trade receivables	(e)	528.36	3.31	192.83	724.50
Cash and cash equivalents		48.74	0.31	-	49.05
Bank balances other than above		-	0.10		0.10
Loans		73.89	(68.68)	-	5.21
Other financial assets		19.41	(15.45)	-	3.96
Other current assets		66.61	28.49	4.58	99.68
Total current assets		**737.01**	**(51.92)**	**197.41**	**882.50**
Total assets		**781.05**	**64.14**	**245.97**	**1,091.16**
EQUITY AND LIABILITIES					
Equity					
Equity share capital		41.85	-	-	41.85
Other equity		94.32	(101.09)	-	(6.77)
Non-controlling interests		0.07	48.09	-	48.16
Total equity		**136.24**	**(53.00)**	**-**	**83.24**
Liabilities					
Non-current liabilities					
Financial liabilities					
Borrowings		104.14	6.52	-	110.66
Lease Liabilities		-	30.89	-	30.89

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
Provisions	(vii)	9.20	100.42	(48.56)	61.06
Other financial liabilities		-	0.50	-	0.50
Total non-current liabilities		**113.34**	**138.33**	**(48.56)**	**203.11**
Current liabilities					
Financial liabilities					
Borrowings		153.42	26.16	-	179.58
Trade payables		38.86	(5.90)	-	32.96
Lease Liabilities		-	7.75	-	7.75
Other financial liabilities		201.42	251.35	-	452.77
Other current liabilities		137.77	(11.38)	-	126.39
Provisions	(e)	-	0.66	4.58	5.24
Current tax liabilities (net)		-	0.12	-	0.12
Total current liabilities		**531.47**	**268.76**	**4.58**	**804.81**
Total liabilities		**644.81**	**407.09**	**(43.98)**	**1,007.92**
Total equity and liabilities		**781.05**	**354.09**	**(43.98)**	**1,091.16**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of equity as at 31 March 2023

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
ASSETS					
Non-current assets					
Property, plant and equipment	(i)	8.98	(0.99)	-	7.99
Right of use of asset		-	34.67	-	34.67
Goodwill		170.03	(37.20)	-	132.83
Other intangible assets		62.66	38.20	-	100.86
Intangible asset under development		-	8.32	-	8.32
Financial assets		-		-	
Investments		0.18	-	-	0.18
Loans		2.60	(2.60)	-	-
Other financial assets		21.77	60.94	-	82.71
Deferred tax asset (net)	(iv)	4.00	10.48	-	14.48
Other non-current assets	(e)	0.01	2.59	69.16	71.76
Total non-current assets		**270.23**	**114.41**	**69.16**	**453.80**
Current assets					
Trade receivables	(e)	842.42	364.20	(173.23)	1,033.39
Cash and cash equivalents		19.23	0.01	-	19.24
Bank balances other than above		114.81	(71.77)	-	43.04
Loans		-	8.69	-	8.69
Other financial assets		238.27	(230.76)	-	7.51
Other current assets	(e)	155.44	67.68	7.96	231.08
Total current assets		**1,370.17**	**138.05**	**(165.27)**	**1,342.95**
Total assets		**1,640.40**	**252.46**	**(96.11)**	**1,796.75**
EQUITY AND LIABILITIES					
Equity					
Equity share capital		43.92	-	-	43.92
Other equity		373.76	(108.75)	-	265.01
Non-controlling interests		8.34	37.01	-	45.35

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
Total equity		**426.02**	**(71.74)**	**-**	**354.28**
Liabilities					
Non-current liabilities					
Financial liabilities					
Borrowings		142.33	(20.04)	-	122.29
Lease liabilities		-	24.19	-	24.19
Other financial liabilities		-	86.94	-	86.94
Provisions	(e)	23.24	0.34	69.16	92.74
Total non-current liabilities		**165.57**	**91.43**	**69.16**	**326.16**
Current liabilities					
Financial liabilities					
Borrowings		353.49	19.37	-	372.86
Lease liabilities		-	11.58	-	11.58
Trade payables		106.24	(25.26)	-	80.98
Other financial liabilities		284.65	123.55	-	408.20
Other current liabilities		304.43	(83.53)	-	220.90
Provisions	(e)	-	4.02	7.96	11.98
Current tax liabilities (net)		-	9.81	-	9.81
Total current liabilities		**1,048.81**	**59.54**	**7.96**	**1,116.31**
Total liabilities		**1,214.38**	**150.97**	**77.12**	**1,442.47**
Total equity and liabilities		**1,640.40**	**79.23**	**77.12**	**1,796.75**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(c) Reconciliation of profit or loss for the year ended 31 March 2023

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
Income					
Revenue from operations	(e)	8,144.05	25.53	(173.23)	7,996.35
Other income	(ii)	10.17	0.66	-	10.83
Total income		**8,154.22**	**26.19**	**(173.23)**	**8,007.18**
Expenses					
Employee benefit expense	(e)	7,838.91	78.96	(177.63)	7,740.24
Finance costs		32.26	42.13	-	74.39
Depreciation and amortization expense		11.93	12.71	-	24.64
Other expenses		187.69	6.07	-	193.76
Total expenses		**8,070.79**	**139.87**	**(177.63)**	**8,033.03**
Profit /(Loss) before exceptional items and tax		83.43	(113.68)	4.40	(25.85)
Exceptional items		36.06	(34.96)	-	1.10
Profit /(Loss) before tax		**47.37**	**(78.72)**	**4.40**	**(26.95)**
Tax expense					
Current tax		3.12	-	-	3.12
Mat Credit		0.36	-	-	0.36
Deferred tax	(iv)	1.79	(0.69)	-	1.10
Total income tax expense		**5.27**	**(0.69)**	**-**	**4.58**
Profit/(Loss) for the year		**42.10**	**(78.03)**	**4.40**	**(31.53)**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Ind As Adjustments/ Reclassification	Other Adjsutments	Ind AS
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Remeasurement of net defined benefit liability		-	0.24	-	0.24
Income tax effect		-	(0.11)	-	(0.11)
		-	**0.13**	**-**	**0.13**
Other comprehensive income for the year	(iii)	**-**	**0.13**	**-**	**0.13**
Total comprehensive income for the year		**42.10**	**(77.90)**	**4.40**	**(31.40)**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(d) Notes to first-time adoption

(i) Deemed Cost

The Group has availed the deemed cost exemption as per IND AS 101 in relation to property, plant and equipment and Intangible assets as on the date of transition i.e. 1 April 2022 and hence the Net block carrying amount (as per IGAAP) has been considered as the gross block carrying amount (as per Ind AS) on that date i.e. 01 April 2022.

(ii) Security deposit

Under Indian GAAP, interest-free security deposit (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly the Group has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized as prepaid rent. Consequently, the amount of security deposit as on 31 March 2023 has been decreased by INR 0.85 Mn with a corresponding increase in Right-of-Use Asset. Amortization of Right-of-Use Asset in statement profit or loss is partially off-set by the notional interest income of INR 0.19 Mn during the year ended 31 March 2023.

(iii) Remeasurement gain/(loss) of net defined benefit plan

Under Previous GAAP the Group recognised actuarial gains and losses in the Statement of Profit and Loss. Under Ind AS, all actuarial gains and losses are recognised in the other comprehensive income.

(iv) Deferred tax

Retained earnings and statement of profit & loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

(v) Other comprehensive income

The concept of Other Comprehensive Income (OCI) did not exist under Indian GAAP. Also refer point (iii) above.

(vi) Statement of cash flows

No material impact on transition from Indian GAAP to Ind AS on the statement of cash flows.

(e). Prior year adjustments

The Group has made error in the adoption of accounting policies pertaining to accrual of revenue of INR 173.23 mn, provision for incentives of INR 11.07 mn and cost provision against unbilled revenue of INR 166.56 Mn for the FY 2021-22 and Gratutiy for deputees of INR 54.32 Mn and INR 25.40 Mn as at April 01, 2022 and March 31, 2023 respectively. During the FY 2022-23, on transition to Ind AS, the Group has rectified the error by restating the tansition date balance sheet.

Notes forming part of the Consolidated Financial Statements

(Amount in INR Millions, unless otherwise stated)

6 Property, plant and equipment

Particular	Gross Carrying Amount					Depreciation					Net Carrying Amount	
	As at 1 April 2023	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 1 April 2023	Depreciation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 31 March 2024	As at 1 April 2023
Furniture and Fixtures	0.26	-	0.13	0.02	0.37	0.02	0.29	-	0.02	0.29	0.08	0.24
Vehicles	3.77	5.58	0.01	0.39	8.97	1.00	0.84	-	0.15	1.69	7.28	2.77
Office Equipment	0.47	0.49	0.02	0.06	0.92	0.24	0.23	0.02	0.06	0.43	0.49	0.23
Computers and equipment	9.60	5.54	1.65	0.07	16.72	4.86	3.51	1.36	0.07	9.66	7.06	4.74
Computers(network devices)	0.01	-	-	-	0.01	-	0.01	-	-	0.01	-	0.01
Total	**14.11**	**11.61**	**1.81**	**0.54**	**26.99**	**6.12**	**4.88**	**1.38**	**0.30**	**12.08**	**14.91**	**7.99**

Particular	Gross Carrying Amount					Depreciation					Net Carrying Amount	
	As at 1 April 2022	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 1 April 2022	Depreciation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Furniture and Fixtures	0.24	-	0.02	-	0.26	-	0.02	-	-	0.02	0.24	0.24
Vehicles	3.77	-	-	-	3.77	-	1.00	-	-	1.00	2.77	3.77
Office Equipment	0.33	0.08	0.06	-	0.47	-	0.24	-	-	0.24	0.23	0.33
Computers and equipment	3.37	5.81	0.42	-	9.60	-	4.86	-	-	4.86	4.74	3.37
Computers(network devices)	0.01	-	-	-	0.01	-	-	-	-	-	0.01	0.01
Total	**7.72**	**5.89**	**0.50**	**-**	**14.11**	**-**	**6.12**	**-**	**-**	**6.12**	**7.99**	**7.72**

6.01 Change in estimate

As on 1 April 2023 the Group changed its depreciation method from 'written down value' to 'straight line'. During the current year ended 31 March 2024, change in depreciation method has resulted in reduction in depreciation charge by INR 1.07 Mn in Statement of Profit and Loss with corresponding impact on the net assets of the Group. Had the Group not changed the depreciation method, profit of the Group would have been reduced by INR 1.07 Mn

Notes forming part of the Consolidated Financial Statements

(Amount in INR Millions, unless otherwise stated)

7 Right-of-use Assets

Particular	Gross Carrying Amount					Depreciation					Net Carrying Amount	
	As at 1 April 2023	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 1 April 2023	Depreciation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 31 March 2024	As at 1 April 2023
Buildings	45.20	-	-	-	45.20	10.53	12.78	-	-	23.31	21.89	34.67
Total	**45.20**	**-**	**-**	**-**	**45.20**	**10.53**	**12.78**	**-**	**-**	**23.31**	**21.89**	**34.67**

Particular	Gross Carrying Amount					Depreciation					Net Carrying Amount	
	As at 1 April 2022	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 1 April 2022	Depreciation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Buildings	39.60	5.60	-	-	45.20	-	10.53	-	-	10.53	34.67	39.60
Total	**39.60**	**5.60**	**-**	**-**	**45.20**	**-**	**10.53**	**-**	**-**	**10.53**	**34.67**	**39.60**

7.01 Leases where Group is a lessee

The Group also has certain leases of office space with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

8 Goodwill

	Amount
Cost	
As at 1 April 2022	-
Additions	132.83
Disposals/Adjustments	-
As at 31 March 2023	**132.83**
Additions	210.23
Disposals/Adjustments	-
As at 31 March 2024	**343.06**
Impairment	
As at 1 April 2022	-
Impairment loss recognised	-
As at 31 March 2023	-
Impairment loss recognised	-
As at 31 March 2024	-
Net book value	
As at 31 March 2024	343.06
As at 31 March 2023	**132.83**
As at 1 April 2022	-

8.01 Impairment test for goodwill

Goodwill is tested for impairment annually on 31 December every year or more frequently based on an impairment indicator. For the purpose of annual impairment testing, goodwill is allocated to the operating segments expected to benefit from the synergies of the business combinations in which the goodwill arises. Since the company has entered into all the business combinations recently, management has not assessed the need for impairment testing as at 31 March 2024 and 31 March 2023.

8.02 Business Combinations

a. Acquisition of Firstventure Corporation Private Limited

On 29 February 2024, the Company entered into a share purchase agreement ('SPA") and share subscription and shareholders agreement ('SSHA") to acquire 100% stake in Firstventure Corporation Private Limited ("FVPL"). In accordance with the SPA and SSHA, the Holding company acquired 51% stake in Firstventure Corporation Private Limited for a purchase consideration of INR 56.5 mn and primary fund infusion of INR 35.0 Million during the year ended 31 March 2024 and thus FVPL has become the subsidiary of the Holding Company. The Company has a contractual committment to acquire the non-contolling interest in tranches. The provisional allocation of the fair values of identifiable assets and liabilities are as follows:

Particulars	Acquiree's carrying amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	0.36	-	0.36
Intangible asstes - Platform	32.10	-	32.10
Current assets	5.75	-	5.75
Liabilities	(30.50)	-	(30.50)
Debt	(7.00)	-	(7.00)
Cash	1.92	-	1.92
Total	**2.63**	**-**	**2.63**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

Particulars	Acquiree's carrying amount	Fair value adjustments	Purchase price allocated
Goodwill			205.36
Non-controlling interests			-
Purchase consideration			**207.99**
Satisfied by:			
Cash			36.11
Fair value of equity shares issued			20.36
Fair value of financial liability (call option rights)			151.52
Total purchase consideration transferred			**207.99**

b. Aargee Staffing Services Private Limited

On 27 November 2023, the Holding Company acquired 100% stake in Aargee Staffing Services Private Limited ("ASSPL") for a purchase consideration of INR 2.00 Million and thus, Aargee Staffing Services Private Limited has become subsidiary of the Holding Company.The provisional allocation of the fair values of identifiable assets and liabilities are as follows:

Particulars	Acquiree's carrying amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	0.11	-	0.11
Intangible asstes	-	-	-
Current assets	63.49	-	63.49
Liabilities	(26.07)	-	(26.07)
Debt	(41.05)	-	(41.05)
Cash	0.65	-	0.65
Total	**(2.87)**	**-**	**(2.87)**
Goodwill			4.87
Non-controlling interests			-
Purchase consideration			**2.00**
Satisfied by:			
Cash			0.74
Fair value of equity shares issued			1.26
Total purchase consideration transferred			**2.00**

c. Ma Foi Strategic Consultants Private Limited

On 01 February 2023, the Holding Company acquired 51% stake in Ma Foi Strategic Consultants Private Limited ("MSSPL") for a purchase consideration of INR 40.16 mn and thus, MSSPL has become subsidiary of the Holding Company. The transaction has been accounted based on pooling of interest method where the difference in carrying value of assets and liabilities transferred to the Holding Company and the consideration discharged by way of issue of shares to the shareholders of MSSPL has been recorded as capital reserve.

d. Next Leap Career Solutions Private Limited

On 30 November 2022, the Holding Company entered into a share purchase agreement ('SPA") and shareholders agreement ('SHA") to acquire 100% stake in Next Leap Career Solutions Private Limited ("NCPL"). In accordance with the SPA and SHA, the Holding company acquired 76% stake in NCPL for a purchase consideration of INR 184.57 mn during the year ended 31 March 2023 and thus, NCPL had become a subsidiary of the Holding company. The Holding Company further acquired 8.3% stake in NCPL for a purchase consideration of INR 25.72 mn during the year ended 31 March 2024. The Holding Company has a contractual committement to acquire the non-contolling interest in Next Leap Career Solutions Private Limited. The final allocation of the fair values of identifiable assets and liabilities are as follows

Particulars	Acquiree's carrying amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	0.99	-	0.99
Intangible asstes	-	-	-
Platform	12.49	9.39	21.88
Brand	-	34.47	34.47
Non-compete	-	3.00	3.00
Others	0.01	-	0.01
Other assets	69.82	-	69.82
Liabilities	(54.81)	-	(54.81)
Debt	(2.02)	-	(2.02)
Cash	63.65	-	63.65
Total	**90.13**	**46.86**	**136.99**
Goodwill			132.83
Non-controlling interests			-
Purchase consideration			**269.82**
Satisfied by:			
Cash			146.79
Fair value of equity shares issued			37.78
Fair value of financial liability (call option rights)			85.25
Total purchase consideration transferred			**269.82**

e. CIEL Skills and Careers Private Limited

On 20 July 2022, the Holding Company invested INR 10.4 mn in the equity shares of CIEL Skills and Careers Private Limited ("CSCPL") for 51% stake and thus CSCPL has become subsidiary of the Holding Company. The transaction has been accounted based on pooling of interest method where the difference in carrying value of assets and liabilities transferred to the Holding Company and the consideration discharged by way of issue of shares to the shareholders of CSCPL has been recorded as capital reserve.

Notes forming part of the Consolidated Financial Statements

(Amount in INR Millions, unless otherwise stated)

9 (a) Other intangible assets

Particular	Gross Carrying Amount						Depreciation					Net Carrying Amount	
	As at 1 April 2023	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 1 April 2023	Amortisation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 31 March 2024	As at 1 April 2023
Bridge Vendor	1.87	-	-	-	-	1.87	1.17	0.70	-	-	1.87	-	0.70
APPI Payroll	6.43	-	-	-	-	6.43	2.62	1.09	-	-	3.71	2.72	3.81
Rise HR Management	2.57	-	-	-	-	2.57	1.05	0.44	-	-	1.49	1.08	1.52
HYRE Equipment	3.86	-	-	-	-	3.86	1.57	0.65	-	-	2.22	1.64	2.29
Computer Software	0.97	-	-	-	-	0.97	0.12	0.33	-	-	0.45	0.52	0.85
H Factor - Software	11.03	-	15.29	-	-	26.32	-	2.22	-	-	2.22	24.10	11.03
Easyconsulting	-	-	13.51	-	-	13.51	-	1.12	-	-	1.12	12.39	-
Website	0.13	-	-	-	-	0.13	0.07	0.02	-	-	0.09	0.04	0.06
CIEL Jobs Platform	5.46	-	-	-	-	5.46	-	1.09	-	-	1.09	4.37	5.46
Prosculpt	5.54	-	-	-	-	5.54	-	1.11	-	-	1.11	4.43	5.54
Jombay Platform Software	33.52	47.98	-	-	-	81.50	0.45	10.07	-	-	10.52	70.98	33.07
Courseplay - Platform software	-	-	-	71.91	-	71.91	-	-	38.79	-	38.79	33.12	-
Brand -Jombay	34.47	-	-	-	-	34.47	0.77	3.47	-	-	4.24	30.23	33.70
Non-Compete	3.00	-	-	-	-	3.00	0.17	0.75	-	-	0.92	2.08	2.83
Total	**108.85**	**47.98**	**28.80**	**71.91**	**-**	**257.54**	**7.99**	**23.06**	**38.79**	**-**	**69.84**	**187.70**	**100.86**

Notes forming part of the Consolidated Financial Statements

(Amount in INR Millions, unless otherwise stated)

Particular	Gross Carrying Amount						Depreciation					Net Carrying Amount	
	As at 1 April 2022	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 1 April 2022	Amortisation For the year	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Bridge Vendor	1.87	-	-	-	-	1.87	-	1.17	-	-	1.17	0.70	1.87
APPI Payroll	6.43	-	-	-	-	6.43	-	2.62	-	-	2.62	3.81	6.43
Rise HR Management	2.57	-	-	-	-	2.57	-	1.05	-	-	1.05	1.52	2.57
HYRE Equipment	3.86	-	-	-	-	3.86	-	1.57	-	-	1.57	2.29	3.86
Computer Software	0.01	-	0.95	0.01	-	0.97	-	0.12	-	-	0.12	0.85	0.01
H Factor - Software	-	-	11.03	-	-	11.03	-	-	-	-	-	11.03	-
Website	0.10	-	0.03	-	-	0.13	-	0.07	-	-	0.07	0.06	0.10
CIEL Jobs Platform	-	-	5.46	-	-	5.46	-	-	-	-	-	5.46	-
Prosculpt	-	-	5.54	-	-	5.54	-	-	-	-	-	5.54	-
Jombay Platform Software	-	24.13	-	9.39	-	33.52	-	0.45	-	-	0.45	33.07	-
Brand -Jombay	-	-	-	34.47	-	34.47	-	0.77	-	-	0.77	33.70	-
Non-Compete	-	-	-	3.00	-	3.00	-	0.17	-	-	0.17	2.83	-
Total	**14.84**	**24.13**	**23.01**	**46.87**	**-**	**108.85**	**-**	**7.99**	**-**	**-**	**7.99**	**100.86**	**14.84**

9 (a) .01 Intangible asset as at 31 March 2024 and 31 March 2023 includes software's being developed internally.

9 (a) .02 Change in estimate

As on 1 April 2023 the Group changed its amortization method from 'written down value' to 'straight line'. During the current year ended 31 March 2024, change in amortization method has resulted in reduction in amortization charge by INR 14.42 Mn in Statement of Profit and Loss with corresponding impact on the net assets of the Group. Had the Group not changed the amortization method, profit of the Group would have been reduced by INR 14.42 Mn

Notes forming part of the Consolidated Financial Statements

(Amount in INR Millions, unless otherwise stated)

9 (b) Intangible asset under development

Particulars	As at 1 April 2023	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2024
Platforms	8.32	88.06	61.49	-	-	34.89

Particulars	As at 1 April 2022	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2023
Platforms	7.56	3.70	2.94	-	-	8.32

9 (b) 01 Ageing Schedule

31 March 2024

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Platforms	34.89	-	-	-	34.89
Total	**34.89**	**-**	**-**	**-**	**34.89**

31 March 2023

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Platforms	3.70	4.62	-	-	8.32
Total	**3.70**	**4.62**	**-**	**-**	**8.32**

01 April 2022

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Platforms	7.56	-	-	-	7.56
Total	**7.56**	**-**	**-**	**-**	**7.56**

Notes forming part of the Consolidated Financial Statements

(Amount in INR Millions, unless otherwise stated)

10 Financial Assets- Investments

	As at 31 Mar 2024	As at 31 March 2023	As at 1 April 2022
Investment in equity unquoted instruments (fully paid-up)			
Unquoted equity shares			
17,500 Equity shares of INR10 each fully paid-up in Oviya Medsafe Private Limited	0.18	0.18	0.18
Total (equity instruments)	**0.18**	**0.18**	**0.18**
Unquoted Preference Shares			
11,000 preference shares of INR 100 each fully paid-up in CD Global Solutions Pvt Ltd	-	-	1.10
Total	**0.18**	**0.18**	**1.28**

11 Loans

	Current		
	31-Mar-24	**31-Mar-23**	**01-Apr-22**
Unsecured, considered good (Refer Note 40)			
Loans to related parties	12.18	8.69	5.21
	12.18	**8.69**	**5.21**
Other loans			
Unsecured, considered good			
Loans to Others	10.51	-	
	10.51	**-**	**-**
Total	**22.69**	**8.69**	**5.21**

10 Other financial assets

Financial instruments at amortised cost	31 March 2024		31 March 2023		1 April 2022	
	Non Current	Current	Non Current	Current	Non Current	Current
Security Deposits	15.09	0.16	13.47	6.11	10.03	2.92
Prepaid expenses	-	0.05	-	-	-	-
In Deposit accounts with maturity for more than 12 months	83.60	-	69.24	-	67.16	-
Accrued interest income	3.22	1.38	-	-	-	-
Unsettled Credit from bank	-	32.40	-	1.40	-	1.04
Total	**101.91**	**33.99**	**82.71**	**7.51**	**77.19**	**3.96**

13 Other non-current assets

	31 March 2024	31 March 2023	1 April 2022
Reimbursement right for Gratuity	96.61	71.76	49.74
Total	**96.61**	**71.76**	**49.74**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

14 Trade receivable

	31 March 2024	31 March 2023	1 April 2022
Receivable from contract with customer - billed	1,257.03	855.27	535.94
Receivable from contract with customer - unbilled*	266.80	187.94	193.56
	1,523.83	**1,043.21**	**729.50**
Less: Allowance for expected credit losses	5.26	9.82	5.00
Total	**1,518.57**	**1,033.39**	**724.50**

*Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), when Company has satisfied its performance obligations but has not yet issued the invoice. The Company has an unconditional right to consideration before it invoices its customers.

Refer Note 39 for the Company's credit risk management process.

The movement in allowances for doubtful receivables is as follows:

Particulars	31 March 2024	31 March 2023	1 April 2022
Opening balance	9.82	5.00	-
Additions / (Reversals)	(4.55)	4.82	5.00
Closing Balance	**5.26**	**9.82**	**5.00**

14.01 Ageing of Trade Receivables

As at 31 March 2024

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	266.80	615.69	569.94	54.98	15.11	1.30	0.01	1,523.83
(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	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								5.26
Total								**1,518.57**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

As at 31 March 2023

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	187.94	13.10	796.14	42.53	3.46	0.04	-	1,043.21
(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	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								9.82
Total								**1,033.39**

Ageing of Trade Receivables
As at 1 April 2022

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	193.56	-	506.04	26.84	1.66	0.12	1.28	729.50
(ii) Undisputed trade receivables – which have significant increase in credit risk								-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-	-

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								5.00
Total								**724.50**

15 Cash and cash equivalents

	31 March 2024	31 March 2023	1 April 2022
Balances with banks:			
in current accounts	51.64	18.81	48.54
Cash on hand	0.42	0.31	0.51
Cash credit	-	0.12	-
Total	**52.06**	**19.24**	**49.05**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Cash and cash equivalents	31 March 2024	31 March 2023	1 April 2022
Balances with banks:			
On current accounts	51.64	18.81	48.54
Cash on hand	0.42	0.31	0.51
Total	**52.06**	**19.12**	**49.05**

16 Bank balances other than Cash and cash equivalents

	31 March 2024	31 March 2023	1 April 2022
Deposit with maturity for more than 3 months but less than 12 months	54.20	43.04	0.10
Total	**54.20**	**43.04**	**0.10**

17 Other current assets

	31 March 2024	31 March 2023	1 April 2022
Prepaid expenses	37.65	20.68	9.10
Balance with government authorities	273.47	200.45	74.01
Staff advances	1.03	0.78	1.29
Advance paid to vendors	2.98	0.24	-
Accrued interest on fixed deposits	0.05	-	-
Advance to deputee employees	0.99	0.97	10.70
Reimbursement right for Gratuity	15.15	7.96	4.58
	331.32	**231.08**	**99.68**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

18 Share capital

18.01 Equity shares

	31 March 2024	31 March 2023	1 April 2022
Authorized Share Capital			
110,00,000(31March2023:48,00,000,1April2022: 45,00,000) Equity Shares of INR 10/- each	110.00	48.00	45.00
	110.00	**48.00**	**45.00**
Issued, subscribed and paid up share capital			
8,084,141(31March2023:43,91,639,1April2022: 41,84,661) Equity shares of INR 10/- each fully paid	80.84	43.92	41.85
Total	**80.84**	**43.92**	**41.85**

(i) Reconciliation of authorized share capital at the beginning and at the end of the year

Authorized Share Capital	31 March 2024		31 March 2023		1 April 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 10 each	48,00,000	48.00	45,00,000	45.00	45,00,000	45.00
0.01% Optional Convertible Preference Shares of INR 10/- each	-	-	-	-	3,00,000	3.00
Add:		-				
ia. Increase in authorized equity share capital due to conversion of optional preference shares	-	-	3,00,000	3.00	-	-
ib. Increase in authorized equity share capital (Refer Note (i))	62,00,000	62.00	-	-	-	-
Outstanding at the end of the year	**1,10,00,000**	**110.00**	**48,00,000**	**48.00**	**48,00,000**	**48.00**

Notes

i) Authorized Share Capital of the Company increased from INR 48.00 Mn comprising of 48,00,000 Equity Shares of INR 10/- each to INR 110.00 Mn comprising of 1,10,00,000 Equity Shares of INR 10/- each.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

(ii) Reconciliation of authorized share capital at the beginning and at the end of the year

Equity Shares	31 March 2024		31 March 2023		1 April 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	43,91,639	43.92	41,84,661	41.85	41,84,661	41.85
i. Issued during the year - for cash (Refer Note a)	2,64,392	2.64	1,42,171	1.42	-	-
ii. Issued during the year - for consideration other than cash (Refer Note b)	24,252	0.24	64,807	0.65	-	-
iii. Shares issued on conversion of Compulsory convertible debentures (CCD's) (Refer Note c)	62,398	0.62	-	-	-	-
iv. Bonus Shares (Refer Note d)	33,41,460	33.41	-	-	-	-
Outstanding at the end of the year	**80,84,141**	**80.84**	**43,91,639**	**43.92**	**41,84,661**	**41.85**

a) Company has made right issues and private placement of shares for the year 31 March 2024 of 2,64,392 shares of INR 10 each and for year ended 31 March 2023 1,42,171 shares of INR 10 each

b) Company issued equity shares to the shareholders of subsidiaries for acquisition of subsidiaries as follows; During the year 31 March 2024

1. Next Leap Career Solutions Private Limited 3178 Equity shares of INR 10 each.
2. Aargee Staffing Services Private Limited 1230 Equity shares of INR 10 each.
3. Firstventure Corporation Private Limited 19844 Equity shares of INR 10 each.

(c) During the year ended 31 March 2024, the Board of Directors and the Shareholders of the Company have passed a resolution to convert CCDs into equity shares. Accordingly, such CCDs were converted into 62,398 equity shares at INR 961.60 per equity share (including INR 951.60 per share as securities premium) in accordance with the terms of the agreements with the CCD holders.

(d) Issue of fully paid bonus shares of INR 10 each in proportion of 3 equity shares for every 4 existing equity shares by capitalising INR 33.41 Mn from the securities premium reserve available with the company

(iii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having par value of INR 10 per share. Each shareholder is entitled to one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

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 in proportion to their shareholding.

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

Name of the shareholder	31 March 2024		31 March 2023		1 April 2022	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of INR 10 each fully paid						
Karuppasamy Pandiarajan	37,44,059	46.31%	21,36,605	48.65%	21,19,455	50.65%
Hemalatha Rajan	13,71,657	16.97%	7,79,587	17.75%	7,59,702	18.15%
Aditya Narayan Mishra	11,93,775	14.77%	6,82,100	15.53%	6,82,100	16.30%
Santhosh Nair	8,03,124	9.93%	4,58,871	10.45%	4,58,871	10.97%

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 ownerships of shares.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

(v) Details of Shares held by Promoters at the end of the year

Promoter name	31 March 2024			31 March 2023			1 April 2022	
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares
Karuppasamy Pandiarajan	37,44,059	46.31%	(2.34%)	21,36,605	48.65%	(2.00%)	21,19,455	50.65%
Hemalatha Rajan	13,71,657	16.97%	(0.78%)	7,79,587	17.75%	(0.40%)	7,59,702	18.15%
Aditya Narayan Mishra	11,93,775	14.77%	(0.76%)	6,82,100	15.53%	(0.77%)	6,82,100	16.30%
Santhosh Nair	8,03,124	9.93%	(0.51%)	4,58,871	10.45%	(0.52%)	4,58,871	10.97%
Doraiswamy Rajiv	26,250	0.32%	0.32%	-	0.00%	0.00%	15,000	0.36%
Total	**71,38,865**	**88.31%**	**(4.40%)**	**40,57,163**	**92.38%**	**(3.68%)**	**40,35,128**	**96.07%**

18.02 Preference shares

	31 March 2024	31 March 2023	1 April 2022
Authorized			
Nil (31 March 2023: Nil, 1 April 2022: 3,00,000) Convertible Preference Shares of INR 10/- each	-	-	3.00
	-	**-**	**3.00**
Issued, subscribed and paid up			
Nil (31 March 2023: Nil, 1 April 2022: Nil) Convertible Preference Shares of INR 10/- each	-	-	-
Total	**-**	**-**	**-**

*Authorized preference share capital reduced as it is converted to Authorized equity share capital of 300000 equity shares of INR 10/- each.

19 Other equity

	31 March 2024	31 March 2023	1 April 2022
Capital Reserve (Refer Note A)	0.18	-	-
Securities premium (Refer Note B)	598.51	291.09	45.29
Surplus/(deficit) in the Statement of Profit and Loss (Refer Note C)	(1.60)	(96.15)	(58.71)
Debenture redemption reserve (Refer Note D)	10.96	10.96	6.72
Employee Stock Option Reserve (Refer Note E)	81.37	58.75	-
Equity Share Application Money (Refer Note F)	1.95	-	-
Others Comprehensive income (Refer Note G)	1.30	0.36	(0.07)
	692.67	**265.01**	**(6.77)**

(A) Capital Reserve

	31 March 2024	31 March 2023	1 April 2022
Opening balance	-	-	-
Additions during the year	0.18	-	-
Closing balance	**0.18**	**-**	**-**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

(B) Securities premium*

	31 March 2024	31 March 2023	1 April 2022
Opening balance	291.09	45.29	25.46
Add : Securities premium credited on share issue	315.85	246.74	19.83
Less: Bonus shares issue during the year	(3.31)	-	-
Less : Share Issue Expenses	(5.12)	(0.94)	-
Closing balance	**598.51**	**291.09**	**45.29**

* Securities premium is used to record the premium on issue of shares. Security premium record premium on issue of shares to be utilized in accordance with the Act.

(C) Surplus/(deficit) in the Statement of Profit and Loss

	31 March 2024	31 March 2023	1 April 2022
Opening balance	(96.15)	(58.71)	(36.98)
Add: Net Profit/loss for the current year	99.82	(29.02)	-
Less: Dividend paid	(5.27)	(4.18)	-
Less: Difference due to transfer to Debenture Redemption Reserve	-	(4.24)	-
Add: Adjustments on account of transition to Ind AS	-	-	(21.73)
Closing balance	**(1.60)**	**(96.15)**	**(58.71)**

(D) Debenture redemption reserve

	31 March 2024	31 March 2023	1 April 2022
-As at beginning of year	10.96	6.72	6.72
-Transfer from retained earnings	-	4.24	-
Closing balance	**10.96**	**10.96**	**6.72**

(E) Employee Stock Options Outstanding Account (ESOOA)*

	31 March 2024	31 March 2023	1 April 2022
-As at beginning of year	58.75	-	-
Add: Employee stock option expense	22.62	58.75	-
Closing balance	**81.37**	**58.75**	**-**

*ESOOA recognizes the fair value of options as at the grant date spread over the vesting period. (Refer Note 44)

The employee stock options reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 40 for details of these plans.

(F) Equity Share Application Money

	31 March 2024	31 March 2023	1 April 2022
-As at beginning of year	-	-	-
Equity Share Application Money received during the year	1.95	-	-
Closing balance	**1.95**	**-**	**-**

(G) Other Comprehensive income

	31 March 2024	31 March 2023	1 April 2022
-As at beginning of year	0.36	(0.07)	(0.07)
-Re-measurement gains/ (losses) on defined benefit plans (net of tax)	0.94	0.43	-
Closing balance	**1.30**	**0.36**	**(0.07)**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

20 Non-current borrowings

	31 March 2024	31 March 2023	1 April 2022
Secured			
(a) Term loan			
From Bank (Refer Note iii)	6.40	18.55	26.26
Unsecured			
(a) Debentures			
9% Compulsorily convertible Debentures (Refer Note i)	-	60.00	20.00
10 % Non convertible debentures (Refer Note ii)	48.70	48.00	65.55
13% Non convertible debentures (Refer Note ii)	1.50	1.50	1.50
(b) From other parties	-	-	2.61
	56.60	**128.05**	**115.92**
Less: Current maturities of long term debt	(1.13)	(5.76)	(5.26)
Total	**55.47**	**122.29**	**110.66**

20.01 Notes

Terms of repayment:

i. 9% Compulsorily convertible Debentures shall be converted into Equity Shares at any time at the option of CCD holders or the Company at a price pursuant to conversion determined at the time.

ii. 10% Non -Convertible Debentures and 13 % Non -Convertible Debentures payable quaterly are redeemable at par at the end of twenty four months from the date of allotment.

iii. The Primary Security for the loans are:

Terms of repayment

1) First Pari-passu charge by way of Hypothecation on entire current assets of the company (Present & Future) and

2) First Pari-passu charge by way of Hypothecation on entire fixed assets of the company (Present & Future)

The collateral Security for the loan are :

1) The loan is secured by Personal guarantee of Mr. K.Pandiarajan and Mrs. Hemalatha Rajan

Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at 31 March 2024	Carrying amount as at 31 March 2023	Carrying amount as at 1 April 2022
(a) Secured term loan from Banks/ Financial Instituitions:					
(i) Canara Bank Loan - 0941753000052	7.65%	2022	-	-	0.44
(ii) Canara Bank Loan - 0941755000037	7.50%	2024	-	8.87	13.94
(iii) Canara Bank Loan - 170001609360 (Part of GECL)	7.60%	2026	-	7.60	7.60
(v) Canara Vehicle loan	8.80%	2028	4.57	-	-
(iv) HDFC Vehicle loan	7.50%	2028	1.83	2.08	2.37
(vi) Canara Bank Loan -0941753000051	9.40%	2023	-	-	0.04
(vii) Canara Bank Loan - 0941755000002	9.40%	2024	-	-	1.12
(viii) Canara Bank Loan - - 170002278260	9.40%	2024	-	-	0.75
Total			**6.40**	**18.55**	**26.26**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

21 Other financial liabilities

	31 March 2024	31 March 2023	1 April 2022
Security deposit	0.23	0.50	0.50
Financial Liability payable to non controlling shareholders	152.72	86.44	-
Total	**152.95**	**86.94**	**0.50**

22 Provisions

	Non- Current		
	31 March 2024	**31 March 2023**	**1 April 2022**
Provision for employee benefits (Refer note 42)			
Provision for gratuity	123.13	88.34	57.86
Provision for compensated absences	5.49	4.40	3.20
Total	**128.62**	**92.74**	**61.06**

	Current		
	31 March 2024	**31 March 2023**	**1 April 2022**
Provision for employee benefits (Refer note 42)			
Provision for gratuity	18.60	10.75	4.86
Provision for compensated absences	1.67	1.23	0.38
Total	**20.27**	**11.98**	**5.24**

23 Current borrowings

	31 March 2024	31 March 2023	1 April 2022
Secured, Loans			
- Cash credit (Refer Note iii)	-	109.64	6.76
- Overdraft facilities/Working capital loans (Refer Note iii)	467.78	243.85	155.93
- Current maturity of long term debts (Refer Note 20)	1.13	6.43	5.26
Unsecured, Loans	-	-	-
- Loans from related parties (Refer Note ii)	13.59	12.94	11.63
- From other parties (Refer Note i)	48.85	-	-
Total	**531.35**	**372.86**	**179.58**

i. Unsecured Loans from other parties - Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at		
			31 March 2024	**31 March 2023**	**1 April 2022**
Unsecured Loans from Financial Institutions :					
Oxyzo Financial Services Limited	14.50%	Mar-25	48.85	-	-
Total			**48.85**	**-**	**-**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

ii. The Company has following loans from related parties that are repayable on demand

Particulars	Relationship	Interest	Repayment	Carrying amount as at		
				31 March 2024	31 March 2023	1 April 2022
Athera Enterprises Pvt Ltd	Entity in which KMP have significant control	9%	On Demand	0.20	0.22	0.20
The Ma Foi Foundation	Entity in which KMP have significant control	9%	On Demand	-	0.21	-
Sornammal Educational Trust	Entity in which KMP have significant control	9%	On Demand	1.56	-	-
Loan from Directors	Director	9%	On Demand	11.83	12.51	11.43
				13.59	**12.94**	**11.63**

iii. Details of term and security in respect of the short term borrowings:

The Company has taken the Working Capital Loans with HDFC Bank, Federal Bank and Yes Bank for funding of working capital requirement.

The Primary Security for the loans are:

1) First Pari-passu charge by way of Hypothecation on entire current assets of the company (Present & Future) and
2) First Pari-passu charge by way of Hypothecation on entire fixed assets of the company (Present & Future)

The collateral Security for the loan are :

1) The loan is secured by Personal guarantee of Mr. K.Pandiarajan and Mrs. Hemalatha Rajan

24 Trade payables

	Non- Current		
	31 March 2024	31 March 2023	1 April 2022
Total outstanding dues of micro and small enterprises	3.45	1.16	-
Total outstanding dues of creditors other than micro and small enterprises	65.48	47.33	15.42
Provision for accrued expenses	46.79	32.49	17.54
Total	**115.72**	**80.98**	**32.96**

i. Refer Note 39 for Company's liquidity risk management process.

ii. Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

24.01 Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

	31 March 2024	31 March 2023	1 April 2022
(a) Amount remaining unpaid to any supplier at the end of each accounting year:			
Principal	3.45	1.16	-
Interest	-	-	-
Total	-	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

	31 March 2024	31 March 2023	1 April 2022
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-
(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 above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-	-

24.02 Trade Payables ageing schedule

31 March 2024							
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	3.45	-	-	-	3.45
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	46.79	0.57	59.39	5.52	-		112.27
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total							**115.72**

31 March 2023							
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	1.16	-	-	-	1.16
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	32.49	3.15	44.01	0.17	-	-	79.82
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total							**80.98**

1 April 2022							
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-		-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	17.54	1.44	11.34	0.24	1.22	1.18	32.96
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total							**32.96**

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Notes forming part of the Consolidated Financial Statements
(Amount in INR millions, unless otherwise stated)

25 Other financial liabilities

	31 March 2024	31 March 2023	1 April 2022
Staff Payable	595.86	405.59	411.13
Interest accrued but not due on loan	2.03	2.53	1.37
Credit Card payables	0.44	0.08	0.15
Security deposits	0.46	-	-
Financial Liability payable to non controlling shareholders	66.22	-	40.12
Total	**665.01**	**408.20**	**452.77**

26 Other current liabilities

	31 March 2024	31 March 2023	1 April 2022
Statutory dues payable	199.80	168.52	97.73
Advance from customers	60.03	31.20	28.14
Other payables	0.24	0.09	0.52
Audit fees payable	0.15	-	-
Deferred Revenue	22.76	21.09	-
Total	**282.98**	**220.90**	**126.39**

27 Current tax liabilities (net)

	31 March 2024	31 March 2023	1 April 2022
Current tax payable	29.57	9.81	0.12
Total	**29.57**	**9.81**	**0.12**

28 Revenue from operations

	31 March 2024	31 March 2023
Revenue from contracts with customers		
- Sale of services		
HR Services	10,535.97	7,942.58
HR Platforms	321.38	53.77
Total	**10,857.35**	**7,996.35**

Notes

(i) The following table discloses the movement in trade receivables (unbilled) as disclosed in Note 12:

	31 March 2024	31 March 2023
Balance at the beginning of the year	187.94	187.94
Add: Revenue recognised during the year	3,201.65	1,635.09
Less: Invoiced during the year	(3,122.79)	(1,635.09)
Balance at the end of the year	**266.80**	**187.94**

(ii) Disaggregation of revenue

The above break up presents disaggregated revenues from contracts with customers by each of the business segments. The company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

Notes forming part of the Consolidated Financial Statements
(Amount in INR millions, unless otherwise stated)

(iii) Performance obligations and remaining performance obligations

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the value of remaining performance obligations for:

(i) contracts with an original expected duration of one year or less and

(ii) contracts for which the Company has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date which are typically contracts of time and material in nature

The aggregate value of performance obligations that are completely or partially unsatisfied, other than those meeting the exclusion criteria mentioned above, as of 31 March 2024 is Nil and 31 March 2023 is Nil.

29 Other income

	31 March 2024	31 March 2023
Interest income		
- on fixed deposits designated as amortized cost	8.61	3.37
- on income taxes	-	0.34
- on TDS Refunds	10.65	1.86
- on Loans to Related Parties	1.22	-
- amortised cost adjustments for financial instruments	0.26	0.19
-Liabilities written back	0.10	0.18
-Exchange Gain	3.46	4.87
-Gain on sale/disposal of property, plant and equipment (net)	0.26	-
-Miscellaneous income	0.05	0.02
Total	**24.61**	**10.83**

30 Employee benefits expense

	31 March 2024	31 March 2023
Salaries, wages, bonus and other allowances	9,682.86	7,186.51
Contribution to Provident Fund and other funds	605.42	487.54
Gratuity and compensated absences (Refer Note 42)	7.94	6.00
Employee stock option scheme compensation (Refer Note 44)	22.62	58.75
Staff welfare expenses	3.78	1.44
Total	**10,322.62**	**7,740.24**

31 Finance costs

	31 March 2024	31 March 2023
Interest expense on borrowing	57.85	31.71
Interest expense on delay in payment of taxes	2.48	30.10
Interest expense on lease liabilities	2.67	3.18
Loan processing charges	0.02	-
Bank Commission and Charges	0.04	0.02
Interest Expense on financial liabilities	6.69	1.19
Loan processing charges and other finance cost	5.96	8.19
Total	**75.71**	**74.39**

32 Depreciation and amortization expense

	31 March 2024	31 March 2023
Depreciation of property, plant and equipment (Refer Note 6)	4.58	6.12
Amortization of intangible assets (Refer Note 9)	23.97	7.99
Depreciation of Right-of-use assets (Refer note 7)	12.78	10.53
Total	**41.33**	**24.64**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

33 Other expenses

	31 March 2024	31 March 2023
Recruitment and training	1.48	1.15
Repairs and maintenance	0.71	0.72
Rent	26.18	16.90
Travelling, Stay and Conveyance	23.76	14.64
Postage & courier, Printing & Stationery	2.63	1.13
Communication, IT and office expenses	17.49	5.57
Corporate and Social Responsibilty (CSR) expenditure (Refer Note 45)	1.00	0.80
Legal and professional charges	105.49	32.60
Bussiness partner fee	70.16	74.96
Bussines promotion & sales expenses	22.59	7.75
Loss on Financial assets	4.05	1.07
Skilling project cost	9.45	16.14
Provision for Credit Impaired Receivables	1.00	3.18
Bank charges	0.13	0.26
Rates and taxes	3.63	0.96
Licence Fees	18.99	11.69
Miscellaneous expenses	3.89	3.10
Remuneration to Statutory Auditors*	5.15	1.14
Total	**317.78**	**193.76**

*Note : The following is the break-up of Auditors remuneration (exclusive of service tax)

	31 March 2024	31 March 2023
As auditor:		
Statutory audit	4.55	1.14
Review on Ind AS	0.60	-
Total	**5.15**	**1.14**

34 Exceptional items

	31 March 2024	31 March 2023
Impairment of investments	-	1.10
Total	**-**	**1.10**

35 Tax Expenses

35.01 Income tax expense charged to the statement of profit or loss

	31 March 2024	31 March 2023
- Current tax	20.72	3.12
- Adjustments in respect of current income tax of previous year	0.75	0.36
- Deferred tax charge / (income)	(5.43)	1.10
Income tax expense reported in the statement of profit or loss	**16.04**	**4.58**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

35.02 Income tax expense charged to other comprehensive income

	31 March 2024	31 March 2023
Net loss/(gain) on remeasurements of defined benefit plans	0.35	0.11
Income tax charged to other comprehensive income	**0.35**	**0.11**
Income tax expense attributable to		
Profit from operations	**16.39**	**4.69**

35.03 Reconciliation of tax charge and the accounting profit

	31 March 2024	31 March 2023
Profit before tax	124.52	(26.95)
Tax Rate	25.17%	25.17%
Income tax expense at tax rates applicable	31.34	-
Tax effects of items that are not deductible/ deductible in determining taxable income:		
- Set off of Carried forward losses	(3.56)	-
- Adjustments in respect of current income tax of previous year	0.75	0.36
Non deductible expenses	5.33	-
- Deductible expenses	(19.90)	-
Effect of other income considered separetly	7.51	3.12
Deferred Tax benefit during the year	(5.43)	1.10
Income tax expense	**16.04**	**4.58**

35.04 Deferred tax assets

31 March 2024	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets				
On property, plant and equipment	1.39	(0.11)	-	1.28
On lease liabilities	9.00	(2.92)	-	6.08
On re-measurements gain/(losses) of / post-employment benefit obligations	4.69	2.61	(0.35)	6.95
On provision for incentives		-	-	
On provision for doubtful debts	1.79	(0.42)	-	1.37
On provsion for expenses	0.79	0.34	-	1.13
On carried forward losses	6.23	7.42	-	13.65
	23.89	6.92	(0.35)	30.46
Deferred tax liabilities				
On other intangible assets	(0.68)	(3.37)		(4.05)
On Right-of-Use assets	(8.73)	2.10		(6.63)
	(9.41)	(1.27)	-	(10.68)
Deferred tax assets/ (liabilities), net	**14.48**	**5.65**	**(0.35)**	**19.78**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

31 March 2023	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets				
On property, plant and equipment	0.70	0.69	-	1.39
On lease liabilities	-	9.00	-	9.00
On re-measurements gain/(losses) of / post-employment benefit obligations	2.09	2.71	(0.11)	4.69
On provision for incentives	-	-	-	
On provision for doubtful debts	1.26	0.53	-	1.79
On provsion for expenses	0.63	0.16	-	0.79
On carried forward losses	6.23	-	-	6.23
	10.91	**13.09**	**(0.11)**	**23.89**
Deferred tax liabilities				
On other intangible assets	(0.18)	(0.50)	-	(0.68)
On Right-of-Use assets	-	(8.73)	-	(8.73)
	(0.18)	**(9.23)**	**-**	**(9.41)**
Deferred tax assets/ (liabilities), net	**10.73**	**3.86**	**(0.11)**	**14.48**

35.05 Recognition of deferred tax asset

Balance sheet	31 March 2024	31 March 2023	1 April 2022
Deferred tax asset	22.40	15.02	10.73
Deferred tax liabilities	2.62	0.54	-
Deferred tax assets/ (liabilities), net	**19.78**	**14.48**	**10.73**

36 Earnings/ Loss per share (EPS)

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

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

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

	Particulars	Year ended 31 March 2024	Year ended 31 March 2023
(a)	Profit attributable to equity holders	99.82	(29.02)
	Profit attributable to equity holders	99.82	(29.02)
	Profit attributable to equity holders after preference dividend for basic EPS	**99.82**	**(29.02)**
(b)	Weighted average number of shares used as denominator		
	Weighted average number of shares used as denominator in calculating basic earning per share	78,33,087	43,17,858
	Weighted average number of shares used as denominator in calculating diluted earning per share	79,01,871	43,83,813
	Basic Earning/ (loss) per share (INR)	12.74	(6.72)
	Diluted Earning/ (loss) per share (INR)	12.63	(6.62)

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

Computation of weighted average number of shares

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Number of equity shares outstanding at beginning of the year	43,91,639	41,84,661
Add: Weighted average number of equity shares issued during the year	34,41,448	1,33,197
Weighted average number of shares outstanding at the end of year for computing basic earnings per share	78,33,087	43,17,858
Add: Impact of potentially dilutive equity shares - employee stock options	68,784	65,955
Weighted average number of shares outstanding at the end of year for computing diluted earnings per share	79,01,871	43,83,813

37 Leases where company is a lessee

37.01 Changes in the Lease liabilities

Particulars	Category of ROU Asset Buildings	Total
Balance as at 1 April 2022	**38.64**	**38.64**
Recognized during the year	5.51	5.51
Unwinding of discount on lease liabilities	-	-
Payments during the year	(8.38)	(8.38)
Balance as at 31 March 2023	**35.77**	**35.77**
Recognized during the year	-	-
Unwinding of discount on lease liabilities	2.67	2.67
Payments during the year	(14.25)	(14.25)
Balance as at 31 March 2024	**24.19**	**24.19**

37.02 Break-up of current and non-current lease liabilities

Particulars	31 March 2024	31 March 2023	1 April 2022
Current Lease Liabilities	12.53	11.58	7.75
Non-current Lease Liabilities	11.65	24.19	30.89
Total	**24.18**	**35.77**	**38.64**

As per Para B11 of Ind AS 107 Financial Instruments: Disclosure, In preparing the maturity analyse an entity uses its judgement to determine an appropriate number of time bands and ensure Lease liabilities have not been grouped together with other financial liabilities in disclosure of maturity plan in accordance with requirements of Paragraph 58 of Ind AS 116

37.03 Maturity analysis of lease liabilities

Particulars	31 March 2024	31 March 2023	1 April 2022
Less than one year	12.53	11.58	7.75
One to five years	11.65	24.19	30.89
More than five years	-	-	-
Total	**24.18**	**35.77**	**38.64**

37.04 Amounts recognised in statement of Profit and Loss account

Particulars	31 March 2024	31 March 2023
Interest on Lease Liabilities	2.67	3.18
Short-term leases expensed	19.66	11.86
Total	**22.33**	**15.04**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

38 Fair values of financial assets and financial liabilities

Particulars	31 March 2024		31 March 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets valued at amortized cost				
Trade receivable	1,518.57	1,518.57	1,033.39	1,033.39
Loans	22.69	22.69	8.69	8.69
Cash and cash equivalents	52.06	52.06	19.24	19.24
Other financial Assets	135.90	135.90	90.22	90.22
Investments	0.18	0.18	0.18	0.18
Total financial assets	**1,729.40**	**1,729.40**	**1,151.72**	**1,151.72**
Financial liabilities				
Financial Liabilities valued at amortized cost				
Borrowings	586.82	586.82	495.15	495.15
Trade payables	115.72	115.72	80.98	80.98
Lease Liability	24.18	24.18	35.77	35.77
Other financial Liabilities	817.96	817.96	495.14	495.14
Total financial liabilities	**1,544.68**	**1,544.68**	**1,107.04**	**1,107.04**

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, and other current financial assets and 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.

Note (i) : For the purpose of above abbreviations, FVTOCI - Fair value through other comprehensive income; amortised cost - fair value through amortized cost.

Note (ii) : Other financial assets and liabilities relate to level 3 financial instruments where the carrying value reasonably approximates to their fair value.

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Fair value measurement hierarchy of assets

(a) Financial Assets measured at fair value

Particulars	31 March 2024	31 March 2023
Level 2		
Investments in unquoted equity shares (fully paid up, unless stated otherwise)		
In subsidiaries		
17,500 Equity shares of INR10 each fully paid-up in Oviya Medsafe Private Limited	0.18	0.18
	0.18	**0.18**

Level 1 & Level 3

The carrying amounts of trade receivables and cash and bank balances are considered to be the same as their fair values, due to their short-term nature.

(b) Financial liabilities measured at fair value:

Level 1 & Level 3

The company's Primary financial liability consists of term loans, working capital loans , hence its carrying amounts considered to be same as their fair values.

The carrying amounts of trade payables, other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

39 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity: The company do not have any exposure to borrowings with fluctuating interest rates during the year ending 31 March 2024 and 31 March 2023.

(ii) Price risk

The Company do not have any exposure to price risk, as the company do not have any investments in mutual funds (debt fund, equity fund, liquid schemes and income funds etc.), short term debt funds, government securities etc.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

The Company is not significantly exposed to currency risk as the Company's functional currency in INR and revenues and costs are primarily denominated in INR and therefore disclosures required under "Ind AS 107 - Financial Instruments: Disclosures" have not been given.

(B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Company also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. The Company does not foresee any credit risks on deposits with regulatory authorities.

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

31 March 2024	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	531.35	-	531.35	-	-	531.35
Long-term borrowings	55.47	-	-	55.47	-	55.47
Lease Liability	24.18	3.17	9.36	11.65	-	24.18
Trade payables	115.72	58.60	57.12	-	-	115.72
Other financial liability	817.96	817.96	-	-	-	817.96
	1,544.68	**879.73**	**597.83**	**67.12**	**-**	**1,544.68**

31 March 2023	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	372.86	-	372.86	-	-	372.86
Long-term borrowings	122.29	-	-	122.29	-	122.29
Lease Liability	35.77	2.72	8.87	24.19	-	35.77
Trade payables	80.98	44.16	36.80	0.02	-	80.98
Other financial liability	495.14	495.14	-	-	-	495.14
	1,107.04	**542.02**	**418.53**	**146.50**	**-**	**1,107.04**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

40 Interest in other Entities

(a) Subsidiaries

The group's subsidiaries at 31 March 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests	
		31 March 2024	31 March 2023	31 March 2024	31 March 2023
Next Leap Career Solutions Private Limited	India	91.40%	85.18%	8.60%	14.82%
Ma Foi Strategic Consultanats Private limited	India	51.01%	51.01%	48.99%	48.99%
CIEL Skills and Careers Private Limited	India	50.98%	50.98%	49.02%	49.02%
Integrum Technologies Private Limited	India	62.50%	62.50%	37.50%	37.50%
CIEL Technologies Private Limited	India	100.00%	100.00%	-	-
Aargee Staffing Services Private Limited	India	100.00%	-	-	-
Firstventure Corporation Privte Limited	India	51.71%	-	48.29%	-

(b) Entities over which KMP are able to exercise significant influence

Sornammal Educational Trust

The Ma Foi Foundation

(c) Key Management Personnel (KMP)

Karuppasamy Pandiarajan	Chairman and Executive Director
Aditya Narayan Mishra	MD & CEO
Santhosh Nair	Director & COO
Hemalatha Rajan	Executive Director
Doraiswamy Rajiv	Executive Director
Saurabh Ashok More	Group CFO (w.e.f. 09 June 2022)
Lalita Pasari	Company Secretary (w.e.f. 27 June 2024)

(d) Key management personnel compensation:

Particulars	31 March 2024	31 March 2023
Salaries and other employee benefits to Key Managerial Personnel	37.54	27.03

(e) Transactions with related parties during the year are as follows:

Name of the related party	Nature of the relationship	As at 31 March 2024	As at 31 March 2023
(i) Revenue from Operations:			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	0.01	-
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	19.37	22.78

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

Name of the related party	Nature of the relationship	As at 31 March 2024	As at 31 March 2023
(ii) Other expenses			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	9.80	7.07

(f) Amount due to/from related party :

Name of the related party	Nature of the relationship	As at 31 March 2024	As at 31 March 2023	As at 1 April 2022
(i) Other financial assets				
Security Deposit	Entities over which KMP are able to exercise significant influence	2.60	-	-

Name of the related party	Nature of the relationship	As at 31 March 2024	As at 31 March 2023	As at 1 April 2022
(ii) Loans				
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	8.07	5.71	4.83
Ma Foi Connecting Dot Private Limited	Entities over which KMP are able to exercise significant influence	-	0.38	0.38
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	4.11	2.60	-

Name of the related party	Nature of the relationship	As at 31 March 2024	As at 31 March 2023	As at 1 April 2022
(iii) Current Borrowings				
Athera Enterprises Pvt Ltd	Entities over which KMP are able to exercise significant influence	0.20	0.22	0.20
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	-	0.21	-
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	1.56	-	-
Loan from Directors	Directors	11.83	12.50	11.43

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

41 Segment reporting

41.01 The group generates its revenue from sale of human resource solutions. The group's operations predominantly relate to providing providing a broad range of services and platforms spanning the entire spectrum of employee lifecycle.

The Chief Operating Decision Maker ('CODM') evaluates the group's performance and allocates resources based on an analysis of various performance indicators by reportable segments. Accordingly, CODM has identified the reportable segments of its business as follows:

HR Services	It provides suite of HR services including Search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory and Skilling services
HR Platforms	It operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management.

41.02 Summary of the Segment Information for the year ended and as on 31 March 2024 is as follows:

	31 March 2024			
	HR Services	**HR Platforms**	**Unallocated**	**Total**
Revenue				
External customers	10,535.97	321.38	-	10,857.35
Inter-segment	89.28	27.91	-	117.19
Total revenue	**10,625.25**	**349.29**	**-**	**10,974.54**
Expenses				
Employee benefits expenses	10,180.04	105.03	37.55	10,322.62
Depreciation and amortisation	1.12	19.63	20.58	41.33
Other Expenses	211.61	106.17	-	317.78
Total Expenses	**10,392.77**	**230.83**	**58.13**	**10,681.73**
Segment profit	**232.48**	**118.46**	**(58.13)**	**292.81**
Finance income				24.61
Other finance costs				(75.71)
Inter-segment sales (elimination)				(117.19)
Profit before tax				124.52
Segment assets	1,633.35	283.44	916.97	2,833.76
Segment liabilities	**1,145.04**	**67.18**	**793.90**	**2,006.12**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

	31 March 2023			
	HR Services	HR Platforms	Unallocated	Total
Revenue				
External customers	7,942.58	53.77		7,996.35
Inter-segment	53.42	15.72	-	69.14
Total revenue	**7,996.00**	**69.49**	**-**	**8,065.49**
Expenses				
Employee benefits expenses	7,719.05	21.19	-	7,740.24
Depreciation and amortisation	-	1.40	23.24	24.64
Other Expenses	170.55	23.21	-	193.76
Total Expenses	**7,889.60**	**45.80**	**23.24**	**7,958.64**
Segment profit	**106.40**	**23.69**	**(23.24)**	**106.85**
Finance income				10.83
Other finance costs				(74.39)
Inter-segment sales (elimination)				(69.14)
Profit before tax				(25.85)
Segment assets	1,037.19	135.23	624.32	1,796.74
Segment liabilities	**776.09**	**36.11**	**630.27**	**1,442.47**

41.03 Geographic information

The following table provides an analysis of the group's sales by region in which the customer is located, irrespective of the origin of the services.

Revenue from external customers	31 March 2024	31 March 2023
India	10,789.46	7,721.49
Outside India	67.89	274.86
	10,857.35	**7,996.35**

41.04 Information about major customers

No single customer has accounted for more than 10% of the group's revenue for the year ended 31 March 2024 and 31 March 2023.

42 Employee Benefits

(A) Defined contribution plans

A Defined benefit plans (for Core employees)

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act,1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on exit at 15 days last drawn salary for each completed year of service. The level of benefits provided depends on the member's duration of service and salary at retirement.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity plan:

i) Amount recognised in balance sheet

Particulars	31 March 2024	31 March 2023	1 April 2022
Present value of obligation as at the end of the year	27.09	19.37	8.40
Fair Value of plan assets at the end of the year	-	-	-
Net asset / (liability) recognized in Balance Sheet	**27.09**	**19.37**	**8.40**
Current liability	3.37	2.78	0.28
Non-current liability	23.72	16.59	8.12
Total	**27.09**	**19.37**	**8.40**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

ii) Changes in the present value of benefit obligation

Particulars	31 March 2024	31 March 2023
Present value of obligation at the beginning of the year	19.37	8.40
Additions due to acquisition through business combinations	1.27	6.78
Included in profit or loss		
Current service cost	6.75	3.83
Past service cost	-	-
Interest cost	1.48	0.72
	8.23	**4.55**
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in demographic Assumptions	(1.88)	(0.74)
Changes in financial assumptions	-	0.90
Experience adjustment	0.47	(0.40)
	(1.41)	**(0.24)**
Other		
Present value of obligation at the end of the year	**25.82**	**12.59**

The Company does not have any plan assets.

iv) Reconciliation of balance sheet amount

Particulars	31 March 2024	31 March 2023
Opening net (asset)/liability	19.37	8.40
Additions due to acquisition through business combinations	1.27	6.78
Expense/(income) recognised in profit and loss	8.23	4.55
Expense/(income) recognised in other comprehensive income	(1.41)	(0.24)
Benefits Paid directly be employer	(0.37)	(0.12)
Balance sheet (Asset)/Liability at the end of year	**27.09**	**19.37**

v) Expense recognized in the statement of profit and loss

Particulars	31 March 2024	31 March 2023
Current service cost	6.10	3.35
Net Interest cost	1.26	0.58
Past service cost	0.14	0.05
- Interest expense on Defined Benefit Obligation	0.73	0.57
Total expenses recognized in the statement of profit and loss	**8.23**	**4.55**

vi) Expense recognized in other comprehensive income

Particulars	31 March 2024	31 March 2023
Actuarial (gains)/ losses arising from:		
- Experience	0.47	(0.40)
- Assumptions changes	(1.88)	0.16
Net actuarial (gains) / losses recognised in Other Comprehensive Income	**(1.41)**	**(0.24)**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

vii) Acturial Assumptions

The principal actuarial assumptions used in determining the present value of the defined benefit obligations (weighted average) include:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Gratuity plan		
Discount rate	7.09% to 7.58%	7.28% to 7.58%
Future Salary growth	7% to 9%	7% to 8%
Attrition rate	5% to 40%	5% to 40%

viii) Maturity analysis

The expected maturity analysis of undiscounted gratuity and medical cost benefits obligations are as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	As on 1 April 2022
Within one year	3.51	3.02	0.30
Between one and two years	2.43	2.35	0.31
Between two and five years	5.02	5.12	1.04
Later than five years	24.63	18.38	23.21
	35.59	**28.87**	**24.86**

ix) Sensitivity analysis

The impact to the value of the defined benefit obligation of a reasonably possible change to one actuarial assumption, holding all other assumption constant, is presented in the table below. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Particulars	31 March 2024	31 March 2023	1 April 2022
Change in Discount rate			
Delta effect + 1%	2.04	0.22	0.10
Delta effect - 1%	6.28	2.58	2.05
Change in rate of salary increase			
Delta effect + 1%	5.44	2.31	1.98
Delta effect - 1%	2.64	0.38	0.11
Change in withdrawal rate			
Delta effect + 1%	4.20	1.24	0.92
Delta effect - 1%	3.72	1.42	1.06
Change in Mortality rate			
Delta effect + 1%	0.54	1.33	0.99

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

B Defined benefit plans (for Deputee employees)

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act,1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on exit at 15 days last drawn salary for each completed year of service. The level of benefits provided depends on the member's duration of service and salary at retirement. The company has a contractual right to receive the reimbursement of the gratuity benefits provided to its deputees.

The Company has recognised gratuity liability and reimbursement rights in respect of deputee employees in accordance with IND AS 19.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity plan:

i) Amount recognised in balance sheet

Particulars	31 March 2024	31 March 2023	1 April 2022
Present value of obligation as at the end of the year	114.64	79.72	54.32
Fair Value of plan assets at the end of the year	-	-	-
Net asset / (liability) recognized in Balance Sheet	**(114.64)**	**(79.72)**	**(54.32)**
Current liability	15.23	7.97	4.58
Non-current liability	99.41	71.75	49.74
Total	**114.64**	**79.72**	**54.32**

ii) Changes in the present value of benefit obligation

Particulars	31 March 2024	31 March 2023
Present value of obligation at the beginning of the year	79.72	54.32
Additions due to acquisition through business combinations	2.60	-
Included in profit or loss		
Current service cost	54.39	43.33
Past service cost	-	-
Interest cost	5.92	4.01
	60.31	**47.34**
Included in OCI		
Acquisition / Divestiture	-	-
Actuarial (gain)/ loss arising from:		
Changes in demographic Assumptions	-	-
Changes in financial assumptions	1.43	(1.84)
Experience adjustment	(29.42)	(20.10)
Return on plan assets excluding interest income	-	-
	(27.99)	**(21.94)**
Other		
Employer contributions		
Benefits paid	-	-
Present value of obligation at the end of the year	**114.64**	**79.72**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

iii) Changes in the fair value of plan assets

The Company does not have any plan assets.

iv) Reconciliation of balance sheet amount

Particulars	31 March 2024	31 March 2023	1 April 2022
Opening net (asset)/liability	79.72	54.32	-
Additions due to acquisition through business combinations	2.60		
Expense/(income) recognised in profit and loss	60.31	47.34	54.32
Expense/(income) recognised in other comprehensive income	(27.99)	(21.94)	-
Balance sheet (Asset)/Liability at the end of year	**114.64**	**79.72**	**54.32**

v) Expense recognized in the statement of profit and loss

Particulars	31 March 2024	31 March 2023
Current service cost	54.39	43.33
Net Interest cost	0.39	0.09
Past service cost	-	-
- Interest expense on DBO	5.53	3.92
Total expenses recognized in the statement of profit and loss	**60.31**	**47.34**

The above employee benefits expense towards gratuity is recognised net of amounts relating to changes in the carrying amount of the right to reimbursement.

vi) Expense recognized in other comprehensive income

Particulars	31 March 2024	31 March 2023
Actuarial (gains)/ losses arising from:		
- Experience	(29.42)	(20.10)
- Assumptions changes	1.43	(1.84)
Net actuarial (gains) / losses recognised in OCI	**(27.99)**	**(21.94)**

vii) Acturial Assumptions

The principal actuarial assumptions used in determining the present value of the defined benefit obligations (weighted average) include:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Gratuity plan		
Discount rate	7.17% to 7.58%	7.38% to 7.54%
Future Salary growth	7% to 10%	7% to 10%
Attrition rate	**5% to 50%**	**10% to 50%**

viii) Maturity analysis

The expected maturity analysis of undiscounted gratuity and medical cost benefits obligations are as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	As on 1 April 2022
Within one year	15.94	8.37	4.79
Between one and two years	9.87	5.15	3.06
Between two and five years	15.82	9.26	5.49
Later than five years	143.06	103.30	72.13
	184.69	**126.08**	**85.47**

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

ix) Sensitivity analysis

The impact to the value of the defined benefit obligation of a reasonably possible change to one actuarial assumption, holding all other assumption constant, is presented in the table below. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Particulars	31 March 2024	31 March 2023	1 April 2022
Change in Discount rate			
Delta effect + 1%	(5.83)	(4.39)	(3.07)
Delta effect - 1%	6.49	4.91	3.00
Change in rate of salary increase			
Delta effect + 1%	5.94	4.52	3.15
Delta effect - 1%	(11.97)	(4.12)	(2.52)
Change in withdrawal rate			
Delta effect + 1%	(2.73)	(1.99)	(0.61)
Delta effect - 1%	2.42	2.07	2.36
Change in Mortality rate			
Delta effect + 1%	0.01	0.01	0.02

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

x) Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

1) *Actuarial Risk:*
It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons :

- Adverse Salary Growth Experience

- Variability in mortality rates

- Variability in withdrawal rates

2) *Liquidity Risk:*
Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

3) *Market Risk:*
Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & viceversa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

4) *Legislative Risk:*
Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Notes forming part of the Consolidated Financial Statements

(Amount in INR Millions, unless otherwise stated)

43 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements

Particulars	Net Assets, i.e., total assets minus total liabilities				Share in profit and loss				Share in Other Comprehensive Income				Share in Total Comprehensive Income			
	31 March 2024		31 March 2023		31 March 2024		31 March 2023		31 March 2024		31 March 2023		31 March 2024		31 March 2023	
	As % of consolidated net assets	Amount (INR)	As % of consolidated net assets	Amount (INR)	As % of consolidated profit and loss	Amount (INR)	As % of consolidated profit and loss	Amount (INR)	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)
Parent																
CIEL HR Services Limited	82.2%	841.55	82.2%	413.11	51.8%	62.89	91.5%	(26.52)	71.9%	0.76	597.7%	0.77	52.0%	63.65	89.3%	(25.74)
Subsidiaries																
Next Leap Career Solutions Private Limited	12.9%	131.70	17.6%	88.40	35.5%	43.01	5.9%	(1.72)	5.7%	0.06	0.0%	-	35.2%	43.07	6.0%	(1.72)
Ma Foi Strategic Consultanats Private limited	(0.1%)	(0.72)	(2.2%)	(11.01)	8.1%	9.81	5.8%	(1.68)	45.5%	0.48	(421.9%)	(0.55)	8.4%	10.29	7.7%	(2.22)
CIEL Skills and Careers Private Limited	1.1%	10.80	0.8%	4.11	5.7%	6.85	25.8%	(7.48)	(15.5%)	(0.16)	0.0%	-	5.5%	6.69	25.9%	(7.48)
Integrum Technologies Private Limited	0.5%	5.39	0.8%	4.17	1.1%	1.33	(18.2%)	5.28	(10.1%)	(0.11)	(75.8%)	(0.10)	1.0%	1.22	(18.0%)	5.18
CIEL Technologies Private Limited	(0.1%)	(0.82)	0.7%	3.49	(3.6%)	(4.31)	(10.8%)	3.14	0.0%	-	0.0%	-	(3.5%)	(4.32)	(10.9%)	3.14
Aargee Staffing Services Private Limited	(0.3%)	(2.82)	0.0%	-	0.0%	0.03	0.0%	0.00	2.5%	0.03	0.0%	-	0.0%	0.05	-	-
Firstventure Corporation Privte Limited	3.7%	38.15	0.0%	-	1.4%	1.69	0.0%	-	0.0%	-	0.0%	-	1.4%	1.69	-	-
Sub total	**100%**	**1,023.23**	**100%**	**502.28**	**100%**	**121.29**	**100%**	**(28.97)**	**100%**	**1.06**	**100%**	**0.13**	**100%**	**122.34**	**100%**	**(28.84)**
Adjustments arising out of Consolidation		**(1,023.23)**		**(502.28)**		**(12.80)**		**(0.05)**		**-**		**-**		**(12.80)**		**(2.55)**
Non-controlling interests in all subsidiaries		**54.13**		**45.35**		**(8.66)**		**(2.51)**		**(0.12)**		**0.30**		**(8.78)**		**2.81**
Total		**54.13**		**45.35**		**99.82**		**(31.53)**		**0.94**		**0.43**		**100.76**		**(28.59)**

44 Employee Stock Option Scheme (ESOP)

(a) CIEL HR Services Private Limited Employee Stock Option Plan, 2022

The board vide its resolution dated 27 January 2022 approved CIEL HR Services Private Limited Employee Stock Option Plan, 2022 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 02 years."

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

Particulars	31 March 2024		31 March 2023	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	66,900	10	65,300	10
Add:				
Options granted during the year	5,000	10	5,000	10
Less:			-	
Options exercised during the year	-	-	-	-
Options forfeited during the year	3,790	-	3,400	-
Options outstanding at the end of year	**68,110**		**66,900**	
Option exercisable at the end of year	60,610		**30,950**	**-**

The options outstanding at the year ending on 31 March 2024 with exercise price of INR 10 are 68,110 options (31 March 2023: 66,900 options) and a weighted average remaining contractual life of all options are 1.60 years.

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 March 2024	31 March 2023
Weighted average fair value of the options at the grant dates (INR)	1193.26	1193.26
Dividend yield (%)	0%	0%
Risk free interest rate (%)	4.97% to 5.67%	4.97% to 5.67%
Expected life of share options (years)	2 to 3 years	2 to 3 years
Expected volatility (%)	39.07% to 44.26%	39.07% to 44.26%
Weighted average share price (INR)	1193.26	1193.26

(b) Next Leap Career Solutions Private Limited Employee Stock Option Plan 2021

The board vide its resolution dated 8 July 2021 and members in the extra ordinary general meeting held on 19 July 2021, approved the "The Next Leap Stock Option Plan, 2021 – Amended and Restated", which was further amended in the Board meeting dated 10 January 2023 in the extra ordinary general meeting held on 10 January 2023, for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 5 years.

(Amount in INR millions, unless otherwise stated)

The following table illustrates the number and Weighted Average Exercise Prices (WAEP) of, and movements in, share options during the year.

Particulars	31 March 2024		31 March 2023	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	63,380	10	64,009	10
Add:				
Options granted during the year	500	10	-	-
Less:			-	
Options exercised during the year	18,369	-	-	-
Options forfeited during the year	-	-	629	-
Options outstanding at the end of year	**45,511**		**63,380**	
Option exercisable at the end of year	19,850		34,074	-

The options outstanding at the year ending on 31 March 2024 with exercise price of Rs.10 are 45,511 options (31 March 2023: 63,380 options).

Particulars	31 March 2024	31 March 2023
Weighted average fair value of the options at the grant dates (INR)	3.6	3.6
Dividend yield (%)	0%	0%
Risk free interest rate (%)	5% to 5.6%	5% to 5.6%
Expected life of share options (years)	3 to 4 years	3 to 4 years
Expected volatility (%)	46.1% to 42.6%	46.1% to 42.6%
Weighted average share price (INR)	3.6	3.6

(c) Firstventure Employee Stock Option Plan 2021

The board vide its resolution dated 22 February 2021 approved FirstVenture Corporation Private Limited Employee Stock Option Plan, 2021 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors.

The employees can purchase equity shares by exercising the options as vested at the price specified in the grant. Once vested, the options remain exercisable for a period of 06 months.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

Particulars	31 March 2024		31 March 2023	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	-	-	-	-
Add:				
Options granted during the year	6,747	10	-	-
Less:			-	
Options exercised during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
Options outstanding at the end of year	6,747		-	
Option exercisable at the end of year	-	-		-

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

The options outstanding at the year ending on 31 March 2024 with exercise price of INR 10 are 6,747 options and a weighted average remaining contractual life of 2057 options are 1 year while remaining contractual life of 4690 options is 2 years respectively as per the shares granted with different vesting period

The fair value of each option is estimated on the date of grant using the Black Scholes model. The following tables list the inputs to the used for the years ended:

Particulars	31 March 2024	31 March 2023
Weighted average fair value of the options at the grant dates (INR)	354.8	-
Dividend yield (%)	-	-
Risk free interest rate (%)	7.31%	-
Expected life of share options (years)	3 years	-
Expected volatility (%)	8.4%-9.0%	-
Weighted average share price (INR)	363.03	-

45 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, does not meet the applicability threshold for the year ended 31 March 2024 and hence company is not required to spend funds on Corporate Social Responsibility ("CSR") activities. Whereas for the year ended 31 March 2023 Corporate Social Responsibility ("CSR") was applicable and CSR committee has been formed by the Company as per the Act.The areas for CSR activities are skill development, environment protection and sustainability and health and safety. The funds required to be spent and funds spent during the year are explained below:

45.01 Particulars	31 March 2024	31 March 2023
Gross Amount required to be spent as per Section 135 of the Act	-	0.58
Add: Amount Unspent from previous years	-	-
Total Gross amount required to be spent during the year	**-**	**0.58**

45.01 Amount approved by the Board to be spent during the year	1.00	0.80

45.03 Amount spent during the year on

Particulars	31 March 2024	31 March 2023
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	1.00	0.80

45.04 Contribution to Related Parties/ CSR Expenditure incurred with Related Parties

Name	Nature of Relationship	31 March 2024	31 March 2023
Contribution to Sornammal Education Trust	Entities in which the Key Managerial personnel has significant influence	-	0.40
Contribution to The Ma Foi Foundation	Entities in which the Key Managerial personnel has significant influence	1.00	0.20

Notes forming part of the Consolidated Financial Statements
(Amount in INR millions, unless otherwise stated)

46 Additional Regulatory 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 has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

(iv) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(v) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(vi) The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of Borrowed funds and share premium:

(A) 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

(B) 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,

(viii) The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (and previous 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.

(ix) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

47 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has distributed dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing which represents term loans from banks and financial institutions and Debentures (both Non-Convertible Debentures and Compulsorily Convertible Debentures) and current borrowing in the form of Cash Credits and Overdraft Facilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Notes forming part of the Consolidated Financial Statements

(Amount in INR millions, unless otherwise stated)

		31 March 2024	31 March 2023
Equity		827.64	354.28
Convertible preference share		-	-
Total equity	(i)	827.64	354.28
Borrowings other than convertible preference shares		586.82	495.15
Less: cash and cash equivalents		(52.06)	(19.24)
Total debt	(ii)	534.76	475.91
Overall financing	(iii) = (i) + (ii)	1,362.40	830.19
Gearing ratio	(ii)/ (iii)	0.39	0.57

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

48 The Board of Directors at their meeting held on 03 May, 2024 declared interim dividend of INR 1.40 per equity share (face value of INR 10.00 each) for the financial year 2023-24 aggregating to INR 11.31 Mn which was paid on 6 Jun 2024.

The Board of Directors at their meeting held on 27 April, 2023 declared final dividend of INR 1.20 per equity share (face value of INR 10.00 each) for the financial year 2022-23 aggregating to INR 5.27 Mn which was paid on 2 Jun 2023.

The Holding Company is in compliance with Section 123 of the Companies Act 2013.

49 The Code on Social Security 2020

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

50 The Consolidated financial statements are approved for issue by the Company's Board of Directors on 27 June 2024

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan
Partner
Membership No: 205226

Place: Hyderabad, India
Date: 27 June 2024

For and on behalf of the Board of Directors of
CIEL HR Services Limited
(Formerly known as CIEL HR Services Private Limited)
CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan
Chairman and Executive Director
DIN:00116011

Place: Chennai, India
Date: 27 June 2024

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 27 June 2024

Saurabh Ashok More
Group Chief Financial Officer
Place: Bangalore, India
Date: 27 June 2024

Lalita Pasari
Company Secretary
Place: Bangalore, India
Date: 27 June 2024

Notes

Our Presence

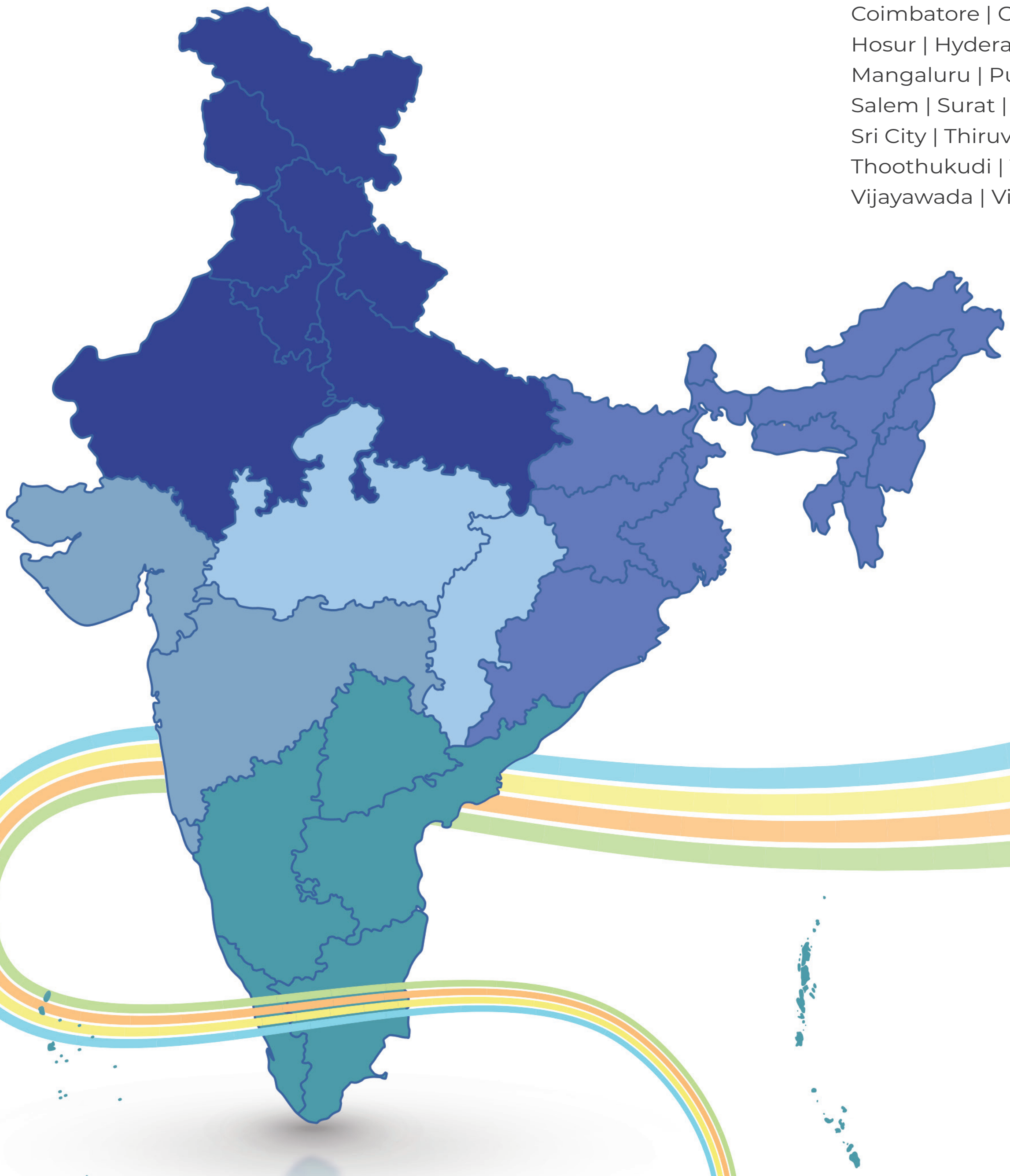
North
Chandigarh | Jaipur |
Kanpur | Kota | New Delhi |
Noida | Varanasi

East
Bhubaneswar | Cuttack
Guwahati | Jamshedpur
Kolkata

West
Ahmedabad | Bharuch
Chandrapur | Goa | Kutch
Mumbai | Nagpur | Navsari
Pune | Surat | Vadodara | Valsad

Central
Indore

South
Bengaluru | Chennai |
Coimbatore | Cuddalore
Hosur | Hyderabad
Mangaluru | Puducherry
Salem | Surat | Secunderabad
Sri City | Thiruvarur
Thoothukudi | Tirupati
Vijayawada | Vizag



CIEL HR Services Limited

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