



Soaring high...
TOGETHER

Annual Report 2024-25

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CIEL HR's Journey of Transformation

From humble beginnings to industry leadership, CIEL HR's evolution is a compelling story of vision, reinvention, and unwavering commitment to human potential. Our founders, who pioneered India's staffing industry with the establishment of Ma Foi in 1992, rekindled their passion in 2015 to create a new-age HR company for the rapidly changing world of work.

This marked the beginning of the second chapter—**CIEL HR**—with a clear focus on delivering **technology-led HR solutions**. Starting with recruitment and staffing services, we adopted an innovative **business partner model**, empowering experienced HR professionals to launch entrepreneurial ventures under the CIEL HR brand. Supported by robust technology platforms and streamlined processes, this model enabled rapid expansion, earning us recognition

as one of India's most widely recognised HR services firms, as acknowledged by Staffing Industry Analysts in 2021. We are ideally positioned to serve clients nationwide.

Throughout our growth, we have remained anchored to our core values of **Growth, Professionalism, Dignity, and Diversity**—principles that have guided us since the founding of Ma Foi in 1992.

CIEL HR in FY25



Finance (INR in Million)

15,044.63 INR

Revenue

146.67 INR

PAT

1,056.33 INR

Total Equity



Business Growth (%)

39% ▲

Revenue Growth YoY

35% ▲

PAT Growth YoY

2.11% ▲

EBITDA Margin

Soaring High Together


Last year, we rose in symphony, each of us adding our unique note to a shared melody of progress. This year, we take flight together, aiming higher than ever before.

“Soaring High...TOGETHER” is more than a theme; it is our collective momentum. Like birds in perfect formation, we draw strength from one another, covering greater distances through synergy, speed, sharing, learning and joy.



Powering the
Dreams of India



The background of the page is a deep blue with a textured, watercolor-like appearance. Several white birds, resembling terns or swifts, are depicted in various stages of flight. They are scattered across the upper and middle portions of the page, with some appearing as simple white silhouettes and others with subtle shading to suggest depth and movement. The birds are flying in different directions, creating a sense of dynamic energy.

Across our integrated platforms, business partnerships and diverse teams, we unite to create extraordinary value for clients and stakeholders. Our diversity gives us lift; our collaboration gives us direction. Every success is a shared victory. Every challenge, a test of our unity and resolve.

As one CIEL HR family, we soar—side by side—toward a future defined by excellence, impact and limitless potential.

Message from the Chairman



The HR Platforms market projected to grow from INR 74 Billion to INR 153 Billion between 2024–2028 at a CAGR of 19.9%, while the HR Services market is expected to expand from INR 886 Billion to INR 1,600 Billion from 2024–2028 at a CAGR of 15.9%*.

Dear Shareholders,

CIEL HR has continued to scale new peaks through the financial year 2024–25, reaching greater heights in the domain of HR Solutions. Our growth over the past year was a remarkable 38.57%, more than 2x the industry growth. This exceptional performance has validated our beliefs in the strategic directions of platformising the HR services, uberising our market reach, and synergising day-to-day governance of the company.

Through the course of the year, we had to adapt and thrive in a dynamic business environment, keeping our ears close to the ground and making course corrections as needed. This success has been bolstered by our strategic acquisitions, enhanced technological capabilities and our expanded presence across 82 offices and 37 locations nationwide.

The HR Solutions market in India continues to show remarkable potential, with the HR Platforms market projected to grow from INR 74 Billion to INR 153 Billion between 2024–2028 at a CAGR of 19.9%, while the HR Services market is expected to expand from INR 886 Billion to INR 1,600 Billion from 2024–2028 at a CAGR of 15.9%. Against this backdrop of industry expansion, CIEL HR has delivered exceptional performance across both our business segments, reaching INR 15,044 Million in revenue. Our EBITDA stands at INR 317.56 Million for FY25, representing a substantial 46% increase compared to the previous year.

This year, we have strengthened our portfolio of HR solutions with the strategic acquisitions of Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited. These additions bring in synergy with our existing offerings to the market and thus, enable us to offer tech-led and comprehensive solutions to our clients.

Thomas Assessments Private Limited brings a 24-year legacy to India and has the exclusive license to distribute Thomas International's psychometric

*Based on the industry report on the Human Resource Management Service market in India, published by Frost and Sullivan

tools throughout the SAARC countries. This enhances our capabilities in behavioural, cognitive, personality and emotional intelligence assessments. People Metrics Private Limited complements our talent assessment portfolio and delivers deeper actionable insights across the talent lifecycle—from recruitment and talent mobility to succession planning and leadership development.

Vibrant Screen Private Limited has added robust background verification capabilities to our portfolio of solutions, helping our clients to avail a wide range of solutions for their HR activities. With its ISO-certified comprehensive solutions covering 25 different types of checks, including employment, education, ID, criminal, credit history and global verification, we service 450+ organisations.

Drawing from our proven integration playbook, we are swiftly aligning these strategic acquisitions with our core values and vision, further strengthening our unique position as a comprehensive solutions provider across the entire HR value chain.

We have excelled in deepening existing client relationships while successfully onboarding new clients. Retaining our talented members remains a cornerstone of our strategy, with direct engagement from executive leadership. We are proud to announce that we have been certified as a 'Great Place to Work' for the sixth consecutive year—a testament to our unwavering commitment to our people.

The global business landscape is evolving through technology, workforce shifts and changing client expectations. Despite global challenges, India remains a growth hub, increasing demand for sophisticated HR solutions. Industries are transforming through AI, digital transformation, sustainability and employee well-being focus. Manufacturing grows with government support and the geopolitical advantages India enjoys, while semiconductors, mining, pharmaceuticals, digital economy, infrastructure, clean energy and financial services show promising growth. With India's 85% informal employment (versus 20–22% in the US/UK), CIEL HR has significant opportunities as strategic partners helping our economy emerge as a large formal economy and grow rapidly as a world leader.

We are preparing for our initial public offering in the coming months in line with our long-nurtured dream of making CIEL HR a widely held organisation, reputed for its standards of ethical governance. Further, this event will provide us with growth capital to reach new heights we aspire to and at the same time, pave the way for establishing ourselves as a stronger force with greater brand visibility, credibility and ability to attract top talent, thus creating greater value for all stakeholders.

FY24 was centred around 'Rising in Symphony' – where we worked with harmony, unity and collective progress. For FY25, our theme is 'Soaring high... TOGETHER' – embodying our commitment to reach new heights through collaboration, mutual support and shared purpose. When we soar together, the sky is no longer the limit, it is the starting line. This theme reflects our belief that true excellence comes from harnessing the collective strengths of our people, processes and partnerships to achieve what would be impossible alone.

Howard Schultz, the visionary who transformed Starbucks from a small coffee bean shop into a global phenomenon, once said, "Victory is much more meaningful when it comes not just from one person, but from the joint achievement of many." This aligns with our philosophy at CIEL HR, where we have built an integrated ecosystem of services and platforms supporting the entire HR value chain. Our comprehensive suite of solutions spans staffing services, recruitment, leadership assessment, talent development, learning platforms, talent engagement, HR advisory, HRMS, HR Managed services and background verification. This synergistic framework delivers complete HR solutions to organisations of all sizes, positioning us for continued growth and success.

We are just starting, with a long way to go! We shall continue soaring high...TOGETHER!

#GetTheBestOutOfUs

K. Pandiarajan

Executive Chairman and Director
CIEL HR Group

About CIEL HR

We Are, Together

**Vision**

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

**Mission**

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

**Brand Philosophy**

At CIEL HR, we believe in the transformative power of human potential, seeing every talent interaction as an opportunity for meaningful impact. Founded on the values of growth, dignity, diversity and professionalism, we have developed comprehensive HR solutions since 2015 that positively impact professionals and organisations. Success comes through lasting relationships, not just commercial metrics. By merging technology with human insight, we strengthen employer-employee dynamics.

Our commitment extends to nurturing ecosystems where individuals and organisations thrive. We invest in our members' development, as our collective growth drives client value. We remain focused on becoming one of the world's most respected HR solutions companies, creating futures where talent and opportunity realise their fullest potential.

Journey and Milestones

Our Altitude, Our Collective: The CIEL HR Journey

2025

CIEL HR acquired Vibrant Screen, Spotlight Awards—Gold for Annual Report; certified as a 'Great Place to Work' for the sixth consecutive time

2024

Added People Metrics and Thomas Assessments to the group

Acquired Courseplay; recognised in Brand Finance India 100

70 offices in 31 cities; 49 business partners; served 4,967 client organisations and 43,000+ deputees.

2023

CIEL HR acquired Aargee Staffing

2021

Acquired Jombay (talent assessment and leadership development)

2020

Rapid digital transformation in response to the pandemic, scaled remote hiring and onboarding.

2019

Launched in-house HR tech platforms to streamline recruitment and compliance.

2016-2018

Expanded presence across key metros and tier 2 cities; introduced value staffing solutions.

2015

Incorporated in Bengaluru; launched operations in Chennai and Bengaluru.

Operating Environment

Navigating the Skies: Operating Environment

In a rapidly evolving HR landscape, we operate at the intersection of technology, sectoral shifts and workforce transformation. The Indian HR market is influenced by economic recovery, digital adoption, government-led skilling and the increasing demand for flexible, compliant workforce solutions.



Technology Integration

How is it shaping up?

Digital platforms are now central to recruitment, onboarding, compliance and workforce management, enabling efficiency, scale and real-time data insights.

How is CIEL HR Responding?

Developed and enhanced proprietary HR Tech platforms (Jombay, Courseplay, Hfactor, eZYCOMP, ProSculpt) for seamless, integrated HR solutions across the employee lifecycle.



Skill Development and Upskilling

How is it shaping up?

Businesses face talent shortages and evolving skill requirements, leading to a strong focus on upskilling, reskilling and employability initiatives.

How is CIEL HR Responding?

Delivered large-scale skilling programmes, supported by AI-driven learning platforms and partnerships with government and CSR projects to bridge skill gaps and improve workforce readiness.



Gig Economy and Flexible Staffing

How is it shaping up?

There is increased demand for flexible, project-based and gig work, especially in blue-collar and grey-collar roles, offering adaptability for both employers and workers.

How is CIEL HR Responding?

Expanded value staffing, contract staffing and managed services to address the needs of clients seeking workforce flexibility, rapid deployment and cost-effective solutions in diverse sectors.



Health, Safety and Compliance

How is it shaping up?

Organisations are placing greater emphasis on workplace health, safety and regulatory compliance, with stricter standards and rising complexity in statutory requirements.

How is CIEL HR Responding?

Invested in compliance management platforms (eZYCOMP), strengthened payroll and statutory services and implemented best practices for health and safety across all client engagements and internal operations.



Geographical Reach

How is it shaping up?

Clients expect HR partners to have deep, pan-India presence, including tier 2 and 3 cities, to support distributed operations and access untapped talent pools.

How is CIEL HR Responding?

Adopted an asset-light, partner-driven model with 53 offices in 34 locations (53 partner-run), ensuring rapid scalability, local expertise and operational efficiency across urban and rural markets.



Integrated and Customisable Solutions

How is it shaping up?

Organisations prefer HR partners that can deliver end-to-end, customisable solutions tailored to sector and business needs, reducing the need for multiple vendors and ensuring consistency.

How is CIEL HR Responding?

Offers a comprehensive, integrated suite of HR services and technology platforms, enabling clients to address all HR needs through a single partner, with solutions tailored to industry, geography and scale.



Competitive and Regulatory Landscape

How is it shaping up?

The HR industry is highly competitive, with established players and increasing regulatory scrutiny. Clients prioritise partners with credibility, compliance strength, and proven delivery.

How is CIEL HR Responding?

Maintains ISO 9001:2015 certification, robust in-house compliance, and a reputation for reliability and innovation, distinguishing CIEL HR as a trusted partner for over 5,000+ organisations across sectors.



Client Expectations and Decision-Making

How is it shaping up?

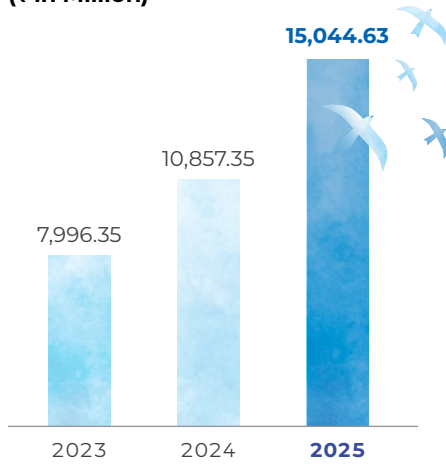
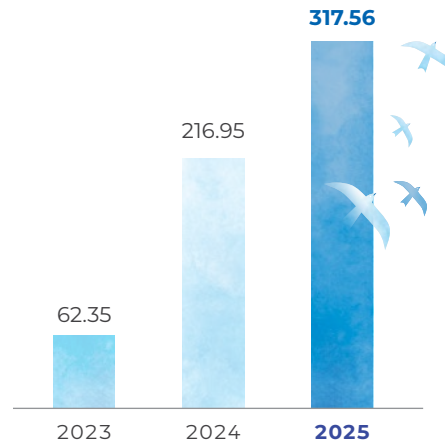
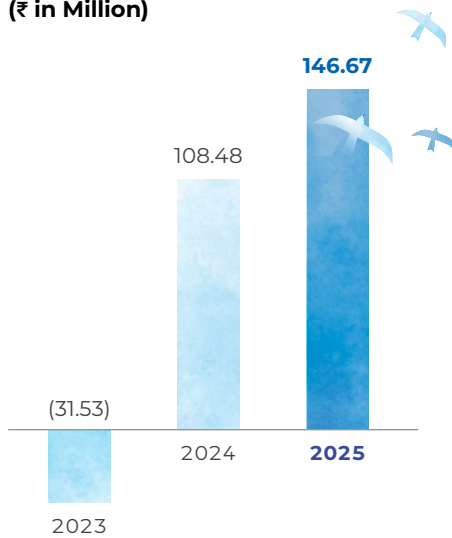
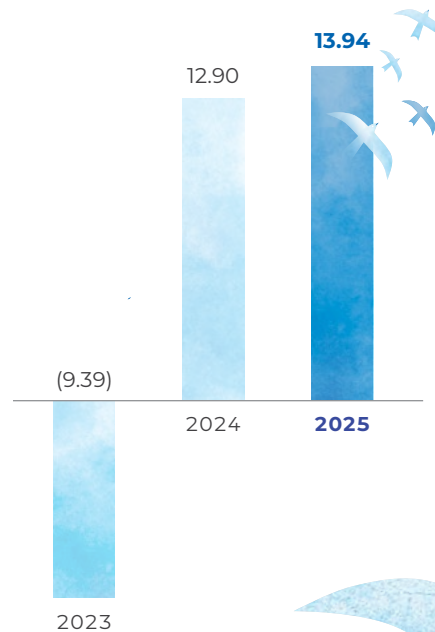
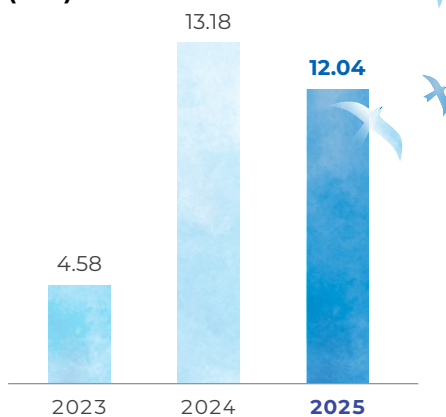
Decision-making involves multiple stakeholders (HR, IT, finance, legal, business heads) who evaluate partners based on experience, reach, compliance, technology and cost-effectiveness.

How is CIEL HR Responding?

Engages with all client stakeholders, demonstrates industry expertise and provides data-driven, cost-effective, and compliant solutions, supporting strategic alignment and long-term partnerships.

Key Performance Highlights

Financial Performance

Revenue from Operations
(₹ in Million)**EBITDA**
(₹ in Million)**PAT**
(₹ in Million)**ROE**
(in %)**ROCE**
(in %)

Awards and Recognition

Honours That Help Us Soar

Spotlight Awards—Gold Winner

Our Annual Report FY24 won Gold in the 2024 Spotlight Awards Global Communications Competition



Excellence Award

Won Gold at the prestigious Brandon Hall Technology Excellence Awards 2024 for best Advance in Learning Management Technology

Featured in Brand Finance India 100

Recognised as one of India's most valuable and strongest brands; the only HR industry company in the India 100



Fortune India Partnership

Partnered with Fortune India for the 'Future Ready Employers' study, highlighting industry-leading practices

Our Strategy

Charting New Altitudes: Our Road Ahead

Our strategy is focused on collective progress and bold ambition. We will continue to scale new heights through targeted acquisitions, technology-led innovation and deeper client partnerships.



Continue to grow inorganically through strategic acquisitions

We will drive growth through strategic acquisitions to expand our solutions portfolio and enter high-value segments. Our focus is on acquiring businesses that enhance our HR technology capabilities, strengthen our market position and broaden our offerings in staffing, recruitment, HR advisory and new verticals, such as healthcare staffing and managed services. Each acquisition opportunity is evaluated for strategic fit and financial prudence to ensure seamless integration and sustained value creation.



Enhancing our existing technology capabilities and building new technology capabilities

We are committed to strengthening our technology backbone by continuously investing in and enhancing our proprietary HR Tech Platforms. Our focus is on leveraging technology to drive productivity, operational efficiency and seamless integration across all HR services. By developing innovative, client-centric platforms, we aim to address evolving workforce needs, improve margins and become a one-stop solution for comprehensive HR support.



Organic growth through geographical expansion, cross-selling and continuous improvement in margins

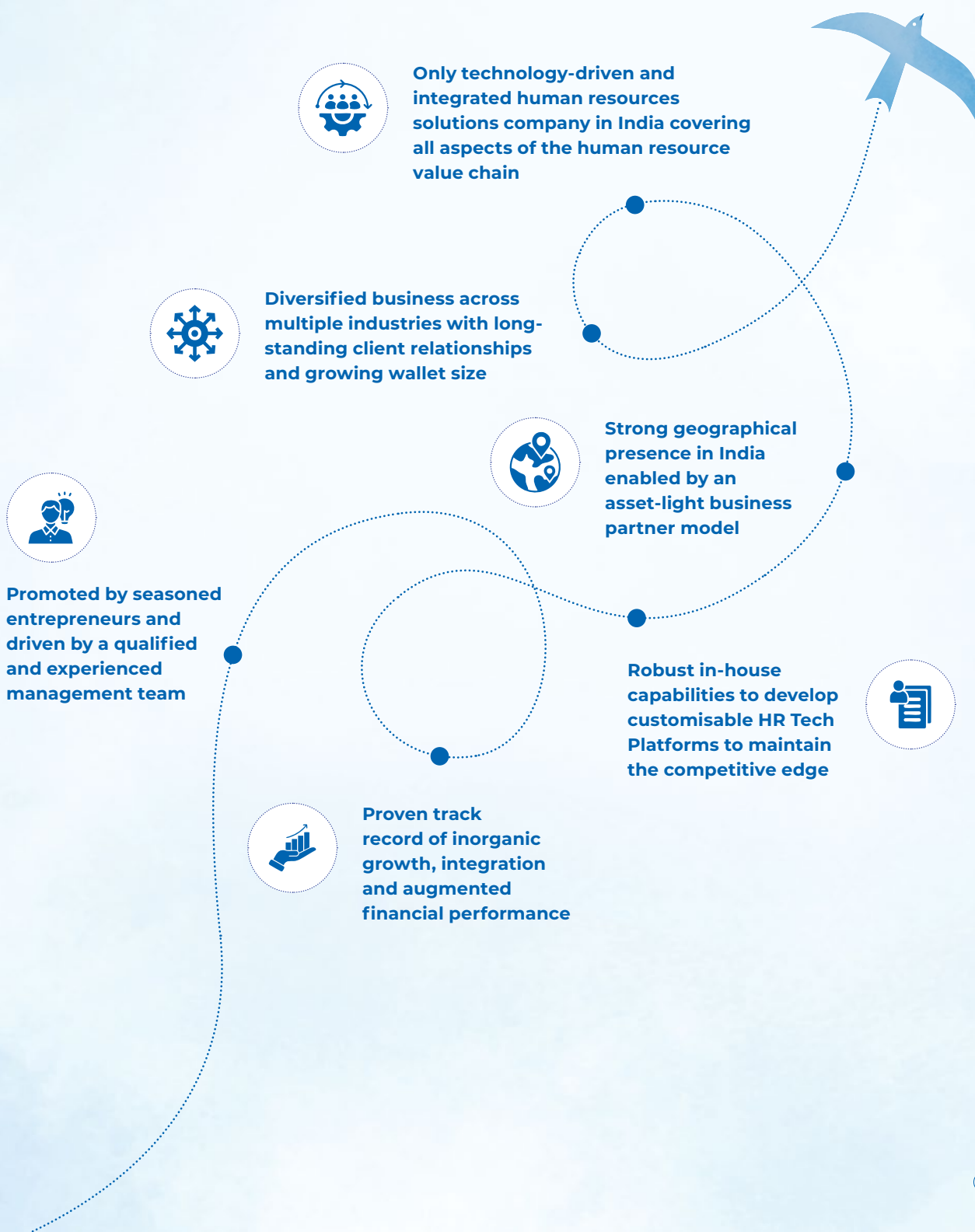
We aim to drive organic growth by expanding our presence into new geographies, deepening client relationships through cross-selling and continuously improving our margins. Our asset-light, partner-driven model enables us to enter untapped markets, particularly in tier 2 and 3 cities, while our integrated HR solutions allow us to offer a broader suite of services to existing clients. By leveraging technology, automation, and operational efficiencies, we focus on scaling our business without a corresponding increase in fixed costs, thereby enhancing profitability.



Competitive Strengths

What Sets Us Apart

Our position in the Indian HR solutions market is defined by a set of competitive strengths that enable us to deliver integrated, technology-driven services across the entire human resource value chain.



Organisation Journey

Steps to Soar

The CIEL HR Elevation Journey

At CIEL HR, we not only support your journey, we fly in formation with you, ensuring every phase of your workforce lifecycle is optimised for excellence and growth.

1**Envision****Workforce Planning****What it represents**

Setting the route for talent success

CIEL HR Services and Platforms

Skilling, Talent Assessment

2**Attract****Talent Acquisition****What it represents**

Securing the right talent foundation

CIEL HR Services and Platforms

Executive Search, Permanent Hiring, RPO, Staffing

3**Empower****Onboarding****What it represents**

Integrating new hires into the organisation's culture

CIEL HR Services and Platforms

HRMS, Background Verification, Digital Onboarding

4

Engage

Strategic HR Management

What it represents

Elevating organisational effectiveness

CIEL HR Services and Platforms

Payroll, Compliance, HR Advisory, Restructuring, Role Transformation

6

Transform

Employee Benefits Administration

What it represents

Sustaining engagement and well-being

CIEL HR Services and Platforms

Talent Engagement

5

Elevate

Employee Development

What it represents

Equipping teams for future challenges

CIEL HR Services and Platforms

Talent Assessment, Development, Succession Planning, Learning Platform, Mentoring

Workforce Management:

Building Strength Together

Challenges faced by HR across the industry



Sourcing quality talent quickly across diverse roles and locations



Scaling workforce flexibly for changing business needs



Ensuring compliance and reducing hiring risks



Streamlining onboarding for faster productivity

Our Solutions for Workforce Planning and Talent Acquisition



We have worked with 5,000+ companies so far, and that number speaks to how far we have come. What started as a recruitment and staffing firm has grown into a full-scale HR Solutions company—helping businesses build, maintain and strategise complete talent ecosystems that fit today's needs.

Aditya Narayan Mishra,
MD and CEO of CIEL HR

HR Services

Executive Search & Full-Time Hiring: Specialist recruitment for leadership, mid and junior roles.

Recruitment Process Outsourcing (RPO): End-to-end management of the recruitment cycle.

Value Staffing & Apprenticeship Programmes (NAPS, NATS): Flexible staffing and apprenticeship management.

Professional Staffing (IT, EPC, MSP): On-demand skilled talent for specialised roles and managed services.

42,876

Deputees
(Temporary employees)

82

Offices

37

Locations

Tech-Platform

Vibrant Screen Private Limited (VSPL), our background verification service company, offers a comprehensive suite of verification services, including employment, education, address, criminal records, database listings, credit history, drug tests and identity verification

23+ years

Verification experience

25+

Comprehensive check categories

0.6 Million+

Candidate verifications

Building Future Ready Talent

Challenges faced by HR across the industry



Rapidly evolving skill requirements and widening skill gaps



Difficulty in delivering personalised and scalable learning experiences



High costs and inefficiencies in traditional training methods



Measuring the impact and ROI of learning initiatives

Our Solutions for Talent Engagement & Retention



Skill development is a continuous and an adaptive process essential for navigating today's volatile, uncertain and complex business landscape, thereby empowering organisations and employees to build resilience and thrive sustainably.

Santhosh Kumar Nair,
Director of CIEL HR



HR Services

Comprehensive Skilling Programmes:

Industry-relevant training for technical, digital and soft skills, aligned with government and CSR initiatives.

Expert-Led Development Centres:

Assessment and development centres for identifying and nurturing high-potential talent.

Fresher Upskilling (ProSculpt):

Campus-to-corporate programmes bridging academia and industry, with practical skill development and placement support.

33

Years of pedigree

0.165 Million+

Employees payrolled

Tech Platform

WOW (Workplace of Winners):

AI-powered engagement platform by Jombay, delivering real-time feedback analysis, action planning, and positive story sharing to boost morale and employer branding.

Hfactor (HRMS): Streamlines leave, attendance, payroll and self-service, enhancing employee experience and operational efficiency.

EZYCOMP: RegTech platform for seamless statutory compliance and risk reduction across HR processes.

300+

WOW certified organisations

0.4 Million

Audited records

Talent Engagement and Retention: Fostering a Thriving Workforce

Challenges faced by HR across the industry



Declining employee motivation and engagement in hybrid and distributed work environments



High attrition rates and difficulty retaining critical talent



Lack of actionable insights into employee sentiment and engagement drivers



Ensuring compliance and consistency in employee experience across locations

Our Solutions for Skilling, Learning and Development



Talent engagement is about creating intelligent connections between individual potential and organisational goals. Our digital platforms are designed to unlock deeper insights, transforming how companies identify, develop and retain their most valuable asset: their people.

Hemalatha Rajan,
Director of CIEL HR Group

HR Services

HR Managed Services:

Comprehensive management of employee engagement, onboarding, induction and grievance redressal, ensuring a consistent and positive employee experience.

Talent Management and Advisory:

Strategic guidance on engagement initiatives, recognition programmes, and retention strategies tailored to organisational needs.

Compliance and Statutory

Management: Ensuring adherence to labour laws and best practices for a safe, inclusive, and compliant workplace.

2k+

Students trained in Tamil Nadu and Karnataka for specialised 5G telecom roles through our strategic partnership with TSSC

10k+

Students onboarded from 120 colleges

Tech-Platform

Courseplay (Learning Experience Platform):

AI-driven platform delivering personalised learning journeys, skill gap analysis and multilingual content for continuous workforce upskilling.

ProSculpt: HR tech platform, bridges academia and industry by enhancing skill development, student evaluation and graduate placements.

1 Million+

Employees coached

4 Million+

Courses completed

0.15 Million+

Learning journeys completed

0.13 Million+

Across 250 colleges in Tamil Nadu and Karnataka using LMS course content through offline sessions

Talent Management and HR Advisory: Shaping people strategies and business success

Challenges faced by HR across the industry



Aligning HR strategies with dynamic business goals and market realities



Identifying, assessing and nurturing high-potential talent for leadership and succession



Designing competitive compensation, benefits and retention frameworks



Navigating regulatory complexity and organisational transformation

Our Solutions for Talent Management and HR Advisory



Our understanding of organisational journeys has reinforced the fact that strategic HR advisory is about being present where businesses are evolving. Organisations need to transform in response to geo-political, financial, technological, socio-cultural and regulatory changes. We are not just consultants—we're transformation partners.

Doraiswamy Rajiv Krishnan,
Director of CIEL HR

HR Services

Strategic HR Advisory: Expert guidance on organisational design, workforce planning, HR policy refinement and compensation strategies tailored to business needs.

Talent Assessment and Development

Development : Comprehensive assessment centres, leadership development programmes and succession planning to build future-ready leaders.

Employee Value Proposition and Engagement

and Engagement: Crafting compelling value propositions and engagement initiatives to attract, retain and motivate top talent.

500+

Successful implementations of the HR transformation process

400+

Tailored Assessments

Tech Platform

Jombay: Digital platform for leadership assessment, development journeys and succession planning, using data-driven insights to identify and nurture high-potential talent.

Thomas Assessment Private Limited

Limited: Global leader in psychometric and behavioural assessments, enabling better hiring, leadership growth and high-performing teams.

People Metrics Private Limited:

Automated and expert-led solutions for talent identification, competency mapping and targeted development.

0.4 Million+

Assessment and Development journeys

Our Sustainability Vision

Elevating Impact: Our Commitment to Sustainability

At CIEL HR, ESG principles are central to our operations and growth. We are committed to creating a positive societal impact by promoting diversity, inclusion and well-being, while minimising our environmental footprint and enhancing learning opportunities. Together, we strive for a fairer, more sustainable future for everyone.

Our Sustainability Vision

CIEL HR remains firmly committed to creating lasting value for organisations and the communities we serve. Through our strategic ESG framework, we aim to:



Foster workplaces where diversity and empathy guide decision-making



Demonstrate leadership that inspires clients, partners and competitors alike



Generate financial success while honouring our social and environmental responsibilities



Advance global sustainability goals that benefit present and future generations



Environmental Commitment

Planet-First Operations: Building an Eco-Friendly Future

We are committed to minimising our environmental footprint and driving sustainability across all our operations. Through targeted initiatives, we actively contribute to a greener, more responsible future.



Our Key Initiatives



Energy Optimisation

Completed LED lighting retrofits across all facilities, resulting in a significant reduction in power consumption and greenhouse gas emissions.

Promote energy-efficient equipment, share resources, and encourage remote work to further reduce our impact.



Sustainable Transportation

Encourage public transportation, carpooling and the adoption of electric vehicles through workforce incentives and accessible infrastructure.



Digital-First and Circular Solutions

Implemented robust e-waste management, prioritising repair, repurposing and responsible disposal through authorised channels.

Reduced paper usage by championing digital communications and double-sided printing.



Plastic Waste Reduction

Eliminated single-use plastics (bottles, cutlery, packaging) across all offices.

Switched to biodegradable alternatives and provided reusable items to employees.

100%

Offices retrofitted with LED lighting

0

Single-use plastic water bottles or cutlery in our offices

Human Capital Impact

Developing Talent and Transforming Lives

We believe that empowering people is at the heart of sustainable growth. Our commitment is to create meaningful employment, foster diversity and enable continuous learning, helping individuals and organisations soar higher, together.



Our Key Initiatives



Enabling Meaningful Employment

Connected with over 1.5 Million potential job seekers through our digital platforms, offering stable and rewarding career opportunities. Provide comprehensive social security benefits to safeguard employee health and financial well-being.



Championing Diversity and Inclusion

Women represent 46% of our core workforce and 16% of deputees. Strategic recruitment, mentorship and career re-entry initiatives drive gender equality and inclusive talent ecosystems. Dedicated programmes for diversity and disability hiring with leading brands.



Workplace Excellence

'Great Place to Work' certified for six consecutive years, reflecting our focus on positive employee experiences and a culture that attracts and retains top talent.



Supporting Small Business Growth

CIEL Rapid provides modular, cost-effective hiring solutions for SMEs and startups, enabling flexible recruitment and promoting sustainable business growth throughout India.



Transforming Career Discovery

The CIEL Jobs platform simplifies the job search for blue-collar professionals, processing over 10,000 applications and providing a forum for career insights and peer support.

46%

Women in the core workforce

Training workshop for Women's Skillling Programme



Corporate Social Responsibility

Creating Lasting Impact

We are committed to transforming lives and communities through high-impact, future-ready initiatives, delivered by the Ma Foi Foundation and our partners.



Our Key Initiatives



Skill Development & Employability

Technical skilling in EV maintenance, welding, logistics, healthcare, digital literacy and AI education. Over 25,320 individuals were reached, 2,665 youth were trained, 1,850 were supported into meaningful employment and 7,400 were indirect beneficiaries.



Women's Empowerment

More than 1,600 women benefitted including 400 in healthcare skilling and entrepreneurship programmes.



Green & Digital Infrastructure

Established EV Labs in Bangalore and Pune (with Mahindra & Mahindra, CIEL HR, Jombay) to train future-ready technicians. Launched an AI Lab at Mount Carmel College, Bengaluru (with Movate Technologies), equipping over 200 students with advanced digital skills.



Sectoral Skilling & Placement

Trained over 2,150 individuals in BFSI, Healthcare and IT-ITES; 1,500+ secured job placements.



Community Welfare & Sustainability

Partnered with Goonj for a second year, organising collection drives for clothing, stationery, winter clothing and toys. Reinforced commitment to responsible consumption, environmental sustainability and a culture of giving.

25,320+
Beneficiaries

200+
Students skilled
in AI Lab

Governance Framework

Ethical Leadership Framework: Accountability in Action

We believe that strong governance, ethical conduct and a safe, inclusive workplace are the foundation for sustainable growth. Our commitment to accountability ensures that we soar higher together with integrity at every level.



Key Pillars of Our Ethical Leadership

Health and Safety First

- Maintain a robust Health and Safety Policy that meets all legal requirements and encourages proactive safety measures.
- Empower employees to report unsafe conditions and follow emergency protocols, with regular policy updates to ensure best-in-class workplace safety.

Strong Board Governance

- Five non-executive and independent directors provide diverse oversight.
- Enhanced committee effectiveness, comprehensive ESG reviews and structured audits ensure responsible, transparent decision-making.



Ethical Business Practices

- Zero-tolerance Anti-Bribery Policy and a comprehensive Code of Conduct for all employees and partners.
- Ongoing training and strict enforcement to uphold our core values of integrity and responsibility.



Digital Security & Compliance

- Regular Vulnerability Assessment and Penetration Testing (VAPT) across all systems.
- Continuous security updates and patches to safeguard against cyber threats.



Workplace Safety and Inclusion

- Ongoing training and awareness programmes to prevent harassment and foster a safe, inclusive environment.
- Active POSH (Prevention of Sexual Harassment) committee and a reliable whistleblower policy for transparent grievance redressal.
- Dedicated programmes for diversity and disability hiring with leading brands.





Value Creation

Creating Value for: All Stakeholders

Through our balanced, stakeholder-centric approach, we create lasting value and shared success as we continue our journey together.

At CIEL HR, we are committed to understanding and addressing the unique needs of every stakeholder. By combining deep client insights, innovative solutions and responsible practices, we ensure that each group benefits as we soar higher, together.



● Clients

- ▲ Deliver customised HR solutions that enhance operational efficiency and business outcomes.



● Candidates

- ▲ Provide personalised career guidance and opportunities aligned with individual aspirations.



● Employees

- ▲ Foster a collaborative, ethical and innovative workplace where every team member can thrive.



● Business Partners

- ▲ Offer advanced technology tools and dedicated support to drive mutual growth and success.



● Vendors

- ▲ Build long-term, trust-based relationships and enable value-added service contributions.



● Shareholders

- ▲ Ensure transparency and regular communication on strategy, financial performance and ESG progress.

- Stakeholder Group
- ▲ Our Approach

Our Commitment



Tailored Solutions:

We listen, adapt and deliver value that aligns with each stakeholder's needs.



Trust and Transparency:

Open and regular communication fosters engagement and confidence.



Sustainable Growth:

By aligning diverse interests with our long-term vision, we create a positive impact across all groups.



Board of Directors

Steering Our Ascent: The Board of Directors



Karuppasamy Pandiarajan IPD ALC

Executive Director and Chairman, CIEL HR

K. Pandiarajan brings over 30 years of experience in Management and Human Resources. He holds a bachelor's degree in Engineering from PSG College of Technology and the University of Madras, and a postgraduate diploma from XLRI, Jamshedpur. As the founder of Ma Foi Strategic Consultants, he established CIEL Skills and Career Private Limited and now serves as Chairman of CIEL HR. He is a former Tamil Nadu State Minister, having managed key portfolios in Education, Youth Affairs, Sports and Culture.

Hemalatha Rajan CSR ICC AUC SRC IPD ALC

Executive Director, CIEL HR

Hemalatha Rajan is an Executive Director with over 13 years of experience in HR solutions. She holds a bachelor's degree in Commerce from Nagpur University and is a registered member of ICAI. She has been associated with CIEL HR since August 2010 and was previously with S.B. Billimoria & Co. (Ernst & Young LLP) as an auditor.



Aditya Narayan Mishra CSR IPD TSC

Managing Director and CEO, CIEL HR

Aditya Narayan Mishra is the Managing Director and CEO, with over 25 years in HR solutions. He holds a bachelor's in Electronics and Telecommunication Engineering from Sambalpur University and an MBA from Jadavpur University. Associated with CIEL HR since 2015, he has prior experience with Larsen & Toubro and CIEL Skills India. He is a Certified Six Sigma Green Belt and has served on the executive board of the Indian Staffing Industry.

Santhosh Kumar Nair SRC

Executive Director, CIEL HR

Santhosh Kumar Nair is an Executive Director with 20 years of experience in Recruitment and Staffing. He holds a bachelor's in Commerce from the University of Calicut and an MBA from the University of Madras. He has been with CIEL HR since March 2003 and has previously worked with Ma Foi Management Consultants and Randstad.



Doraiswamy Rajiv Krishnan CSR TSC

Executive Director of CIEL HR

Doraiswamy Rajiv Krishnan is an Executive Director and Promoter of CIEL HR. He holds a bachelor's in Mechanical Engineering from the University of Madras and a postgraduate diploma in Business Administration from XLRI, Jamshedpur. He joined CIEL HR as Director in December 2021. His previous experience includes leadership roles at DDI India, Mercer Consulting, Hay Consultants and Ernst & Young.

Arunkumar Nerur Thiagarajan AUC TSC NRC**Non-Executive, Independent Director**

Arunkumar N T holds a postgraduate diploma in Personnel Management and Industrial Relations from XLRI, Jamshedpur. He brings extensive leadership experience, having served as CEO of Dun & Bradstreet TransUnion, Managing Director and Global ODC Head at UBS AG, Senior Vice President at Polaris Software and held technology management roles at Citigroup/Citibank and PepsiCo.

**Chandu Nair** NRC**Non-Executive, Independent Director**

Chandu Nair holds a bachelor's in Commerce from the University of Madras and a postgraduate diploma in Management from IIM Ahmedabad. He currently serves as Director in the companies reflecting in Shankara Building Products Ltd, Chesapeake India Pvt Ltd. and Menterra Venture Advisors Pvt Ltd. He joined CIEL HR in May 2024.

Ipsita Kathuria CSR**Non-Executive, Independent Director**

Ipsita Kathuria holds a master's degree in Economics from the University of Delhi. She has served as Vice President HR at Sopra Steria India and spent 12 years at the International Monetary Fund in Talent Management. She joined CIEL HR in June 2024.

**Roopa Satish** SRC AUC**Non-Executive, Independent Director**

Roopa Satish holds a postgraduate diploma in Management from IIM Lucknow and a certificate in ESG investing from the CFA Institute. She has previously worked with ABN AMRO Bank and Banque Nationale de Paris and has been with CIEL HR since June 2024.

Lilian Jessie Paul NRC TSC**Non-Executive, Independent Director**

Lilian Jessie Paul holds a bachelor's in Engineering from Bharathidasan University. She has held marketing leadership roles at Tata Elxsi, Ogilvy & Mather, Infosys and iGATE Global Solutions, and served as Chief Marketing Officer at Wipro for five years. She joined CIEL HR in May 2024.



AUC Audit Committee

SRC Stakeholders Relationship Committee

TSC Tech Steering Committee

Chairperson

NRC Nomination and Remuneration Committee

ICC Internal Complaints Committee

ALC Allotment Committee

Member

CSR Corporate Social Responsibility Committee

IPO IPO Committee

Our Presence

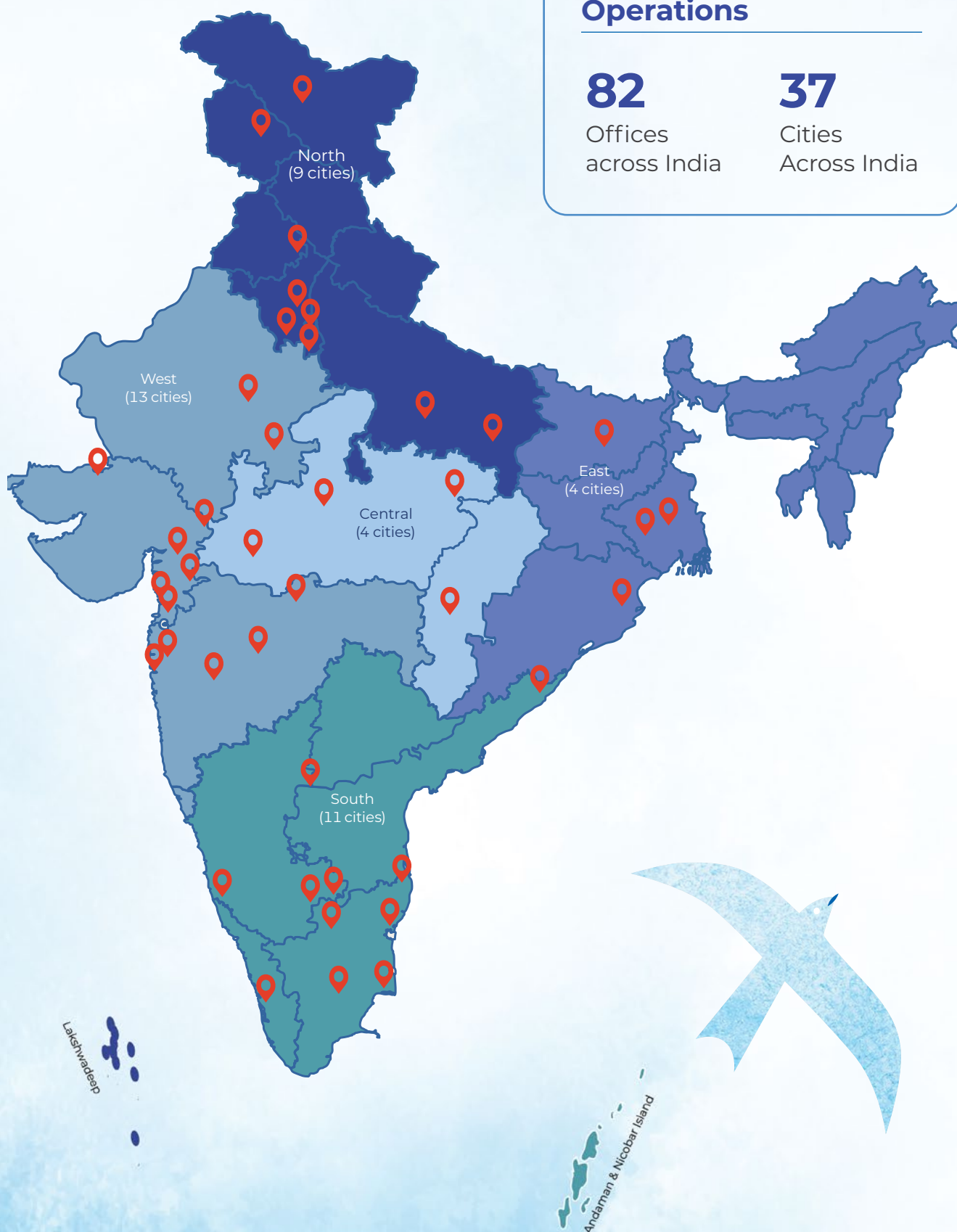
Operations

82

Offices
across India

37

Cities
Across India



The background of the entire page is a light blue sky filled with soft, white, fluffy clouds. There are four stylized blue birds in flight. One large bird is in the upper left, another smaller one is in the upper right, a third smaller one is in the lower left, and a fourth large bird is in the lower right. All birds are facing right and have their wings spread in a dynamic, forward-leaning position.

Statutory Reports and Financial Statements

DIRECTORS' REPORT

CIEL HR SERVICES LIMITED

(formerly known as CIEL HR Services Private Limited)

Dear Members

Your Directors have great pleasure in presenting the 15th Annual Report and Audited Statement of Accounts for the financial year ended 31st March 2025. 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 15,044.63 Million as against the previous financial year turnover of INR 10,857.35 Million recording a growth of 38.57% on a year on year basis at a consolidated level. Your Company attained a PAT of INR 146.67 Million for the Financial Year ended 31st March 2025 as against a PAT of INR 108.48 Million in the previous financial year.

Your Directors are committed to 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 15 billion in FY25.

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

Particulars	Consolidated		Standalone	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Revenue from operations	1 5044.63	10857.35	14240.72	10419.21
Other Income	34.08	24.61	42.19	24.76
Total Income	15078.71	10881.96	14282.91	10443.97
Profit/(Loss) before tax	166.38	124.52	100.10	68.05
Income tax (credit)/ Expense	19.71	16.04	9.19	5.18
Profit/(Loss) after tax	146.67	108.48	90.91	62.87
Other comprehensive income	(1.36)	1.06	(0.29)	0.76
Total comprehensive income for the year	145.31	109.54	90.62	63.63
Earnings per share:				
- Basic (INR)	3.52	2.55	2.17	1.61
- Diluted (INR)	3.45	2.53	2.13	1.59
Earnings before interest, tax, depreciation and amortisation	317.56	216.95	149.75	127.69
Earnings before interest, tax, depreciation and amortisation (Adjusted)	348.96	253.95	179.54	151.06
Total equity	1056.33	827.64	1367.24	841.56

2. State of Company's Affairs and Future Outlook

Your Company has taken huge strides forward in the year: grown by 38.57% while the industry has grown by 15%* and the GDP by 6.5%**.

CIEL has been investing consistently in its growth muscles to sustain the pace of acquiring new clients and at the same time, deepening its partnerships with the existing clients. As it has been expanding its portfolio of solutions, it has been able to cross-sell its solutions. Close to 50% of the Gross Profits have been generated from 369 clients availing more than one solution from the Group.

Top 20 clients of the company contribute 21% of the Gross Profit. CIEL has been able to keep its client portfolio diversified to keep the risk of client concentration at bay. Senior managers in the company anchor these relationships, and multi-level engagements are practised to ensure that the partnerships are nurtured at multiple levels in the company.

Innovations and new products continue to be our cornerstones. Our subsidiary, Jombay, specialising in technology-driven talent assessment, development and engagement solutions, launched Workplace of Winners (WOW), an AI-driven platform that aims to bring to light and recognise companies with positive workplace culture. The winners of the WOW Workplace Awards 2025 were selected across multiple sectors, with the



rankings declared across industry sectors: IT, ITeS, and GCC - Top 75; Manufacturing - Top 75; BFSI - Top 50; Retail, FMCG, and Allied - Top 25; and Pharmaceutical and Healthcare - Top 25. In addition to these categories, exceptional companies from aviation, hospitality, real estate, internet & e-commerce, energy and allied sectors were also honoured for their dedication to fostering exemplary workplaces.

Our subsidiary, CIEL Skills and Careers, has established strategic partnerships with four Sector Skills Councils: the Telecom Sector Skill Council (TSSC), Automobile Sector Skill Council (ASDC), Banking & Financial Services and Insurance Sector Skill Council (BFSI), and NASSCOM. Through our collaboration with TSSC, CIEL Skills and Careers has successfully trained over 2500 students across Tamil Nadu and Karnataka in specialized telecom Job roles, including 5G Rigger Trainer, 5G Rigger Technician, and Supervisor positions. For the NASSCOM SSC, we have trained approximately 500 students during the last financial year focusing on Banking & Financial Services and Data Analytics skill Courses with 70% of Placement support. Additionally, CIEL Skills has signed a MOU with ASDC as a Knowledge Partner

CIEL focused on enhancing its efficiency of operations in multiple ways. The account management teams and business heads have focused on widening and deepening its relationships with existing clients; as a result, the wallet shares of the focus accounts have grown across various lines of business. Technology has continued to play an important role in enhancing efficiency. Its in-house tech capabilities have helped the company stay agile in improving its internal systems at a pace matching the opportunities of taking advantage of its growing scale.

Your company improved its brand visibility by strengthening its media presence with a total of 724 impactful media coverages, with 135 in print, 549 online, 26 through electronic platforms and 14 in social media, marking a significant 14% uptick in coverage compared to the previous FY. Your Company maintains the #1 spot in the weightage of spokesperson mentions in the media and #2 in Brand Share of Headline Mentions.

The active follower base of CIEL HR and its group subsidiaries grew on social media by ~18% to more than 4Lac+, maintaining its position among one of the most followed HR companies in India.

Inorganic Growth:

During the year, CIEL continued its quest for inorganic growth by integrating businesses that complemented your company's offerings and matched its ethos. Your company leverages its experiences and learnings

while integrating newly acquired organisations with mainstream business operations.

We acquired 51% stake in Thomas Assessments Private Limited & People Metrics Private Limited (Thomas Group), specialising in talent assessment, development and advisory with a client portfolio that complements ours well. The key resources of Thomas group have integrated well into the larger business and have contributed well to the overall business of the Group. Annualised Revenue impact of INR 193.8 Million and annualised EBITDA impact of INR 45.8 Million.

51% stake was acquired in Vibrant Screen Private Limited, a background verification company, to bolster our HR solutions offerings to the market. The acquisition has enhanced your company's pool of talent and paved the way to further enhance our role in the overall employee lifecycle management of our clients. This acquisition contributes annualised Revenue impact of INR 294.5 Million and annualised EBITDA impact of INR 72.4 Million.

Leadership and Culture:

At CIEL, leadership is deeply engaged and hands-on. Our senior leaders actively participate in key client engagements, collaborate with teams across levels to deliver assignments, and in doing so, coach and inspire team members to achieve exceptional outcomes. Our performance management system is built on the OKR (Objectives and Key Results) framework, ensuring alignment across the organisation. From our Executive Directors to frontline leaders, everyone has clearly defined objectives and measurable results to work towards.

The Group Management Council (GMC), chaired by our Executive Chairman, plays a pivotal role in driving performance. The council meets monthly to review progress and steer course corrections as needed to meet both short- and long-term goals. Each business unit tracks performance weekly against established KPIs and targets. Managers across levels provide consistent weekly feedback to their teams, reviewing accomplishments and planning the pipeline. This discipline ensures alignment with our OKRs and underpins CIEL's culture of execution excellence.

Our leaders are not only focused on strategy execution but also maintain strong connections with team members and business partners across the country. They regularly engage with stakeholders to understand ground realities and seek ideas for improvement. A notable initiative is a new programme designed to accelerate the integration and impact of newly inducted partners. Leaders remain proactive in adopting innovative practices drawn from both the market and internal suggestions.

One of the cornerstones of our culture is the **Institutional Meet**, held annually. This event brings together contributors from various levels who have delivered significant business impact. It serves as a platform to reflect on the year gone by and set the vision for the future. It also reinforces a strong sense of belonging, motivating members to go above and beyond in contributing to CIEL's growth.

CIEL remains committed to talent retention by fostering a workplace that is positive, nurturing, and deeply focused on stakeholder satisfaction. People managers and members in critical roles are central to our success. Through our leadership behaviours, HR practices, and inclusive policies, we provide an environment where members can pursue meaningful careers.

We are proud to have been certified as a 'Great Place to Work' for the sixth consecutive year—an achievement we attribute to our strong leadership ethos and people-first culture, which continue to enhance our reputation in the talent market.

Our focus on delivering best-in-class services has helped us earn a reputation as a reliable partner. Much of our business growth in FY 2024-25 has been driven by our consistent efforts to build strong customer relationships and streamline internal systems for greater value delivery. Our ongoing commitment to quality is reflected in the successful retention of the ISO 9001:2015 certification.

From the onboarding of new hires to their seamless integration into the business and the continuous development of capabilities across the organisation, the Human Resources function, under the direct involvement of our Executive Director, has remained a strategic priority. These structured development initiatives have significantly enhanced productivity and ensured that new members contribute effectively from the outset.

Geographic Presence:

82 offices in 37 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. Nearly 50% of our Gross Profits come from multiple offerings to the same client.

Your company operates in a unique asset-light model where an entrepreneur partners with CIEL as a business partner 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 Gross Profits generated by the partner-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.

Leveraging Deep Tech across the HR Tech Platforms:

During the year, your company invested time and resources in building AI Agentic platforms that harness cutting-edge Deep Tech including autonomous AI agents, Machine Learning, Large Language Models (LLMs), Computer Vision, Generative AI, and Blockchain. These platforms orchestrate intelligent workflows, enable hyper-personalised experiences, scale automation, and unlock real-time workforce intelligence.

By embedding these technologies into every component of the HR value chain — from background verification, recruitment and onboarding to learning, compliance, payroll, and employee engagement — we empower our clients to achieve greater efficiency, agility, and stakeholder satisfaction.

Our sustained R&D investments ensure we stay ahead of industry shifts, continually building agile, self-learning HR solutions that are shaping the future of work and accelerating human capital development in the organised sector.

Our investment in technology is aimed at not only boosting internal efficiencies but also delivering increasing value to our clients, candidates, deputees, learners and all the users of our platforms. In FY 25, 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 200 Million in the development of these assets during FY 25.

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 transforming how businesses think about learning in the workplace. Our comprehensive Learning Management and Experience Platform is designed to measure employee skill requirements, capture skill gaps and make recommendations about what learning programs will make the biggest impact to help employees be better at their roles. To achieve this, we have been working tirelessly to develop cutting edge features, integrate with various HR tech platforms and develop new AI-powered capabilities, ushering in a new era of employee development and growth.

Today, AI acts as our intelligent learning architect. We leverage AI to generate thumbnails and course descriptions, translate content into different languages, offer a conversational chatbot to guide learners on their learning path, generate quiz questions from learning content, provide a recommendation engine for personalised learning pathways and our assessment engine can check for pronunciation errors. Later this year we will launch our state-of-the-art conversational learning intelligence platform (CLIP) that will empower a new generation of learners to get instant product and process information right in the flow of work through our own in-house self hosted conversational chatbot.

Additionally, we plan to expand our AI capabilities to further customise and personalise the learning experience for learners by generating video and slideshow based content, 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 empowers 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

In line with its ambitions, your company has filed the Draft Red Herring Prospectus with SEBI and the Stock Exchanges dated 19th November 2024 towards the Initial Public Offering (IPO) of its equity shares. The IPO shall comprise a fresh issue of INR 3280.78 Million and an Offer for Sale of upto 4,739,336 equity shares by the Selling Shareholders. The company has further filed Addendum cum Corrigendum dated 22nd February 2025 (Addendum cum Corrigendum) and Addendum II dated 23rd May 2025.

Jombay's WOW Workplace Awards 2025 saw 300 organisations winning the award with 500+ CXOs attending the gala event in Mumbai.

Your company partnered with Fortune for the 2nd year in a row to study the HR practices of employer companies across industry sectors and identify the list of 'Top 50 Fortune Future Ready Employers of India 2025.

CIEL received the Gold Award for excellence within the competition class on the development of the Annual Report 2023-24 from LACP (League of American Communications Professionals)

Market Outlook

India, home to over 1.4 billion people (one-seventh of the world's population), possesses a relatively young workforce. World Bank data indicates that the Indian labour force expanded from 515 Million in CY2018 to an estimated 643 Million by the close of CY2024, with projections suggesting continued growth to 989 Million by CY2036. Concurrently, the Labour Force Participation Rate (LFPR) has been increasing, notably among women, and per-capita income has also seen growth, although it remains considerably lower than that of the USA, China, Europe, and Southeast Asian nations. These trends collectively suggest an increasing formalisation of the Indian economy's workforce. The Government of India, along with various State governments, has consistently pursued this through numerous initiatives and programs aimed at creating formal sector employment. The

HR Solutions industry serves as a crucial facilitator in this process and is therefore projected to grow at approximately 15-16%* annually over the next four years.

India's economy significantly benefits from its manufacturing sector, which contributes approximately 17% to the GDP and employs over 62 Million individuals. The government continues to focus on manufacturing as a key sector to boost the country's GDP. To facilitate this growth, several key reforms have been introduced, including the Goods and Services Tax (GST), the Insolvency and Bankruptcy Code (IBC), asset monetisation strategies, changes in labour laws, Production-Linked Incentive (PLI) schemes, the National Infrastructure Pipeline, and the Gati Shakti mission. Complementing these efforts is the Digital India initiative, which aims to foster a robust digital ecosystem through enhanced digital literacy, expanded internet access, and improved e-governance. The thriving IT and BPM sector, with a valuation of USD 245 billion and a workforce of about 5.4 Million people, is central to this digital advancement. Furthermore, substantial government investment in infrastructure projects like smart cities, high-speed rail, and modern transportation networks seeks to improve connectivity and reduce logistics expenses, thereby fostering business expansion and economic progress across various sectors.

Beyond manufacturing and technology, India boasts a diverse economic landscape. The pharmaceutical sector stands out as a leading global producer of generic medications. The financial services sector caters to a wide array of customers, while the agricultural sector is undergoing transformation through initiatives focused on increasing farmer incomes and ensuring food security, supported by measures to improve financial inclusion and access to credit. The mining industry is also a crucial sector and a significant source of employment. India is making notable progress in the renewable energy sector, with considerable investments in solar and wind power. This emphasis on clean energy aligns with the objective of achieving sustainable economic growth alongside infrastructure modernisation. The growth across all these sectors is expected to increase formal employment opportunities, thereby enhancing the prospects of the HR Solutions industry.

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.

Technology has been playing a big role in every business and 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 tech 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 are 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 most comprehensive 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.

Notes:

- 1) * indicates As per Industry report titled "Human Resources Management Services Market in India" by Frost & Sullivan
- 2) ** indicates reference to the Press Note dated 28-Feb-2025 by the National Statistics Office (NSO), Ministry of Statistics and Programme Implementation (MoSPI) <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2106921#:~:text=The%20growth%20rate%20in%20Real,a%20growth%20rate%20of%209.9%25>.

3. Change in Nature of Business

The Company carries on the business of HR solutions 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 recommends final dividend of INR 0.32 per fully paid-up equity share (16%) of INR 2/- each on 4,25,04,255 fully Paid up equity shares as at 31st March 2025 aggregating to INR 1,36,01,362/- (Indian Rupees One Crore Thirty Six Lakhs One Thousand Three Hundred and Sixty two only) for the FY 2024-25.

5. Employee Stock Options Scheme

Your Company has two 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 2025 is enclosed as Annexure A.

6. Changes in Share Capital and Debentures

As at 31st March 2025, the Share 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	7,50,00,000	2/-	15,00,00,000
Total	7,50,00,000	2/-	15,00,00,000
Issued, Subscribed and Paid-Up Capital:			
Equity Shares	4,25,04,255	2/-	8,50,08,510
Total	4,25,04,255	2/-	8,50,08,510

- 1) During the year equity shares of your company has subdivided from 1 (one) fully paid up equity share having face value of INR 10 (ten only) each into 5 (five) equity shares having face value of INR 2 (two) each ranking pari-passu in all respects with effect from 10th June 2024.
- 2) Your company has increased its authorised share capital from INR 11,00,00,000 (Rupees Eleven Crore), divided into 5,50,00,000 (Five Crore Fifty Lakh) equity shares of INR 2 each, to INR 15,00,00,000 (Rupees Fifteen Crore), divided into 7,50,00,000 (Seven Crore Fifty Lakh) equity shares of INR 2 each with effect from 8th October 2024.
- 3) During the financial year under review, securities were issued as per details below:
 1. 3,937 equity shares having face value of INR 10/- each on have been issued on private placement basis on 14th May 2024.
 2. 2,57,267 equity shares of INR 2/- each were issued on private placement basis as detailed below:
 - i. 24,500 equity shares have been issued on 10th July 2024
 - ii. 66,567 equity shares have been issued on 21st September 2024
 - iii. 166,200 equity shares have been issued on 30th October 2024
 3. 18,575 equity shares in total were issued under CIEL HR Services Private Limited Employee Stock Option Plan, 2022 as mentioned below:
 - i. 9,625 equity shares of INR2/- each have been issued on 10th June 2024
 - ii. 7,200 equity shares of INR2/- each have been issued on 30th October 2024
 - iii. 1,750 equity shares of INR2/- each have been issued on 27th February 2025.
 4. 13,978 equity shares were allotted to promoters Mr. Aditya Narayan Mishra and Mr. Santhosh Nair as part of their incentive payouts for FY 24- 25.
 5. Your Company has issued 17,74,045 equity shares to non-controlling shareholders of subsidiaries as non-cash consideration for the acquisition of remaining stakes as detailed below;
 - i. Ma Foi Strategic Consultants Private Limited: 7,83,417 shares of INR2/- each
 - ii. CIEL Skills and Careers Private Limited: 7,37,722 shares of INR2/- each.
 - iii. Integrum Technologies Private Limited: 68,224 shares of INR 2/- each.
 - iv. Thomas Assessment Private Limited: 184,682 shares of INR2/- each

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 31st March 2025 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

Board meetings are scheduled as required under the Companies Act, 2013 ('Act') and the rules made thereunder and as required under business exigencies. The Board met Ten (10) times during the year under review and the gap between two consecutive meetings did not exceed one hundred and twenty days as stipulated under Section 173(1) of the Act and the Secretarial Standards issued by The Institute of Company Secretaries of India.

These meetings were held on:

1. 22nd April 2024
2. 25th April 2024
3. 3rd May 2024
4. 27th June 2024
5. 12th August 2024
6. 3rd October 2024
7. 13th November 2024
8. 19th November 2024
9. 10th February 2025
10. 21st February 2025

The Board meetings were held at the Company's Registered Office in Chennai with facility of video conferencing which was availed by a few Board members as per their convenience. The necessary quorum was present for all the Board meetings. All material information was circulated to all the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board to discharge its responsibilities effectively and make informed decisions.

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.

8. People Metrics Private Limited became a subsidiary company during the financial year 2024-25

People Metrics Private Limited, incorporated on 17th May 2005 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

9. Thomas Assessments Private Limited became a subsidiary company during the financial year 2024-25

Thomas Assessments Private Limited, incorporated on 7th April 2005 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

10. Vibrant Screen Private Limited became a subsidiary company during the financial year 2024-25

Vibrant Screen Private Limited, incorporated on 19th April 2007 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

11. CIEL Powertrain Solutions Private Limited

CIEL Powertrain Solutions Private Limited, incorporated on 9th April 2025 is a subsidiary of the Company.

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

Details of loans, corporate guarantees and investments covered under Section 186 of the Act forms part of the notes to the Financial Statements provided in this Report.

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 2025 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. Karuppasamy Pandiarajan	Executive Director and Chairman	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	Independent Director	02864506
8.	Mr. Chandu Nair	Independent Director	00259276
9.	Ms. Roopa Satish	Independent Director	07943586
10.	Ms. Ipsita Kathuria	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.	Ms. Lilian Jessie Paul	Independent Director wef 30 th May 2024	02864506	Fresh Appointment
2.	Mr. Chandu Nair	Independent Director wef 30 th May 2024	00259276	Fresh Appointment
3.	Ms. Roopa Satish	Independent Director wef 27 th June 2024	07943586	Fresh Appointment
4.	Ms. Ipsita Kathuria	Independent Director wef 27 th 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 Director	Category	DIN
1.	Mr. Karuppasamy Pandiarajan	Executive Director and Chairman	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 31st March 2025 and there was no such application made or any proceeding as at 31st March 2025.

The Company has not entered into any one-time settlement with its lenders during the financial year ended 31st March 2025 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 31st March 2025.

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 which are pending disposal during the financial year as on 31st March 2025 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 2024-2025 and has adopted the CSR Policy as per the amended rules. Annual Report on CSR for the financial year ended 31st March 2025 is attached to this Report as Annexure D.

27. Committees

With a view to have an increased focused attention on business and for better governance and accountability, the Board has eight (8) committees, which comprises five (5) statutory committees and three (3) non-statutory committees in line with the requirements of Companies Act, 2013, Listing Regulations and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, details of which are as follows -

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Corporate Social Responsibility Committee
- D. Stakeholders Relationship Committee
- E. Internal Complaints Committee
- F. IPO Committee
- G. Tech Steering Committee
- H. Allotment Committee

The composition of these committees as on 31st March 2025 is as below -

Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee	Stakeholders Relationship Committee	Internal Complaints Committee	IPO Committee	Tech Steering Committee	Allotment Committee
Mr. Arunkumar Nerur Thiagarajan	Mr. Chandu Nair	Ms. Hemalatha Rajan	Ms. Roopa Satish	Ms. Hemalatha Rajan	Ms. Karuppasamy Pandiarajan	Mr. N T Arunkumar	Ms. Karuppasamy Pandiarajan
Ms. Roopa Satish	Ms. Lilian Jessie Paul	Mr. Aditya Narayan Mishra	Ms. Hemalatha Rajan	Ms. Priyanka Trivedi	Ms. Hemalatha Rajan	Ms. Lilian Jessie Paul	Ms. Hemalatha Rajan
Ms. Hemalatha Rajan	Mr. Arunkumar Nerur Thiagarajan	Mr. Doraiswamy Krishnan Rajiv	Mr. Santosh Kumar Nair	Ms. Bhagyarathi Premkumar	Mr. Aditya Narayan Mishra	Mr. Aditya Narayan Mishra	
		Ms. Ipsita Kathuria		Ms. Kavitha Vivek		Doraiswamy Rajiv Krishnan	

28. Auditors

i. Statutory Auditors:

M/s. MSKA & Associates, Chartered Accountants having FRN No: 105047W were appointed as the statutory auditors of the Company to hold the office upto the conclusion of the 19th AGM to be held in the year 2029. 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.

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 2024-25, 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 2025, 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.

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

K. Pandiarajan
Executive Chairman
and Director
DIN: 00116011

Date: 23/05/2025

Place: Chennai

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 2025 are:-

Nature of Disclosures		ESOP 2022
a.	Options approved to be issued as ESOPs	5,50,000
b.	Options Granted as at 31 st March 2025	0
c.	Options vested as at 31 st March 2025	60,687
d.	Options outstanding as on 1 st April 2024	68,110
e.	Options Exercised during FY 2024-25	2123
f.	The total number of shares arising as a result of exercise of Option	18,575 equity shares of INR 2 each
g.	Options Lapsed /Surrendered	2800
h.	The exercise price	2
i.	Options outstanding as on 31 st March 2025	63,187
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 The Exercise price was modified from INR 10 to INR 2 The Exercise period has been modified from 2 years to 3 years
k.	Total number of options in force	63,187
l.	Money realized by exercise of options during the year 2024-25	37,150
m.	Details of options granted to	
	i. key managerial personnel	
	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	NA
	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 31 st March 2025	5,32,404
c. Options vested as at 31 st March 2025	NA
d. Options outstanding as on 1 st April 2024	NA
e. Options Exercised during FY 2024-25	NA
f. The total number of shares arising as a result of exercise of Option	NA
g. Options Lapsed /Surrendered	18,200
h. The exercise price	2
i. Options outstanding as on 31 st March 2025	5,14,204
j. Variation of Terms of Option	NA
k. Total number of options in force	5,14,204
l. Money realized by exercise of options during the year 2024-25	NA
m. Details of options granted to	950
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	

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: 23/05/2025

Place: Chennai

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 Lakhs)

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	1.00
5.	Reserves & surplus	(48.26)
6.	Total assets	293.99
7.	Total Liabilities	341.25
8.	Investments	Nil
9.	Turnover	686.25
10.	Profit/Loss before taxation	(39.18)
11.	Provision for taxation	(0.03)
12.	Profit/Loss after taxation	(39.15)
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	(1.40)
6.	Total assets	79.65
7.	Total Liabilities	73.50
8.	Investments	Nil
9.	Turnover	40.51
10.	Profit/Loss before taxation	3.21
11.	Provision for taxation	2.26
12.	Profit/Loss after taxation	0.95
13.	Proposed Dividend	Nil
14.	% of shareholding	76.50%

(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	6.11
6.	Total assets	90.30
7.	Total Liabilities	63.79
8.	Investments	Nil
9.	Turnover	84.36
10.	Profit/Loss before taxation	15.67
11.	Provision for taxation	(0.58)
12.	Profit/Loss after taxation	15.69
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Lakhs)

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	786.50
5.	Reserves & surplus	(753.30)
6.	Total assets	2063.74
7.	Total Liabilities	2030.54
8.	Investments	-
9.	Turnover	1695.61
10.	Profit/Loss before taxation	32.22
11.	Provision for taxation	(4.15)
12.	Profit/Loss after taxation	36.37
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(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	6.16
5.	Reserves & surplus	175.99
6.	Total assets	356.80
7.	Total Liabilities	174.65
8.	Investments	Nil
9.	Turnover	359.52
10.	Profit/Loss before taxation	71.98
11.	Provision for taxation	21.49
12.	Profit/Loss after taxation	50.49
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Lakhs)

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	60.00
5.	Reserves & surplus	(100.13)
6.	Total assets	271.44
7.	Total Liabilities	311.57
8.	Investments	Nil
9.	Turnover	836.96
10.	Profit/Loss before taxation	(8.35)
11.	Provision for taxation	2.12
12.	Profit/Loss after taxation	(10.47)
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	35.41
6.	Total assets	85.00
7.	Total Liabilities	43.61
8.	Investments	Nil
9.	Turnover	42.60
10.	Profit/Loss before taxation	(12.42)
11.	Provision for taxation	(15.23)
12.	Profit/Loss after taxation	2.81
13.	Proposed Dividend	Nil
14.	% of shareholding	51.71%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	People Metrics 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	13.36
6.	Total assets	17.95
7.	Total Liabilities	4.49
8.	Investments	Nil
9.	Turnover	47.44
10.	Profit/Loss before taxation	13.36
11.	Provision for taxation	1.06
12.	Profit/Loss after taxation	12.30
13.	Proposed Dividend	Nil
14.	% of shareholding	51.00%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Thomas Assessments 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	40.46
6.	Total assets	78.39
7.	Total Liabilities	26.51
8.	Investments	Nil
9.	Turnover	146.39
10.	Profit/Loss before taxation	22.03
11.	Provision for taxation	6.69
12.	Profit/Loss after taxation	15.34
13.	Proposed Dividend	Nil
14.	% of shareholding	51.00%

(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Vibrant Screen 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	7.41
5.	Reserves & surplus	183.99
6.	Total assets	244.60
7.	Total Liabilities	53.20
8.	Investments	Nil
9.	Turnover	294.54
10.	Profit/Loss before taxation	59.48
11.	Provision for taxation	18.07
12.	Profit/Loss after taxation	41.41
13.	Proposed Dividend	Nil
14.	% of shareholding	51.00%



(Amount in INR Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	CIEL Powertrain 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	1,00,000
5.	Reserves & surplus	Nil
6.	Total assets	Nil
7.	Total Liabilities	Nil
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit/Loss before taxation	Nil
11.	Provision for taxation	Nil
12.	Profit/Loss after taxation	Nil
13.	Proposed Dividend	Nil
14.	% of shareholding	100.00%**

*CIEL Powertrain Solutions Private Limited was incorporated on 9th April 2025

**0.1 % of total shareholding is held as beneficial owner

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

(Amount in INR Million)

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: 23/05/2025

Place: Chennai

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

- 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 2025, 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.
- Details of material contracts or arrangement or transactions at arm's length basis

Particulars	Details
Name(s) of the related party and nature of relationship	Not Applicable
Nature of contracts/arrangements/transactions	
Duration of the contracts/arrangements/transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Date(s) of approval by the Board, if any	
Amount paid as advances, if any	

There were no material contracts or arrangements or transactions entered into during the financial year ended 31st March 2025 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 2025 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: 23/05/2025

Place: Chennai

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 fast 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, threshold for applicability of Corporate Social Responsibility ("CSR") is met for the year ended 31st March 2025 for your company and the company has taken measures to comply with the requirements whereas your Company, did not meet the applicability threshold for the year ended 31st March 2025 and hence company is not required to spend funds on Corporate Social Responsibility ("CSR") activities, however the company carried out CSR spent voluntarily. CSR spent for the current year 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	Ms. Hemalatha Rajan	Executive Director	1	1	Chairperson
2	Adityanarayan Mishra,	Managing Director and CEO	1	1	
3	Mr. Doraiswamy Krishnan Rajiv,	Executive Director	1	1	
4	Ms. Ipsita Kathuria	Independent Director	1	1	

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: INR 55.83 Million

7.

- Two percent of average net profit of the company as per section 135(5) – **INR 1.12 Million**
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years. - **NIL**
- Amount required to be set off for the financial year, if any – **NIL**
- Total CSR obligation for the financial year (7a+7b-7c) – **INR 1.12 Million**

8.

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

Total Amount Spent for the Financial Year. (in INR Million)	Amount Unspent (in INR)				
	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
1.12	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 Skill Development Project	Promoting employment enhancing vocation skills	Yes	Karnataka/ Tamil Nadu	Bangalore/ Chennai	4 month	7,12,500
2	Project Tree Plantation	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources	Yes	Karnataka/ Tamil Nadu	Bangalore/ Chennai	6 month	1,22,500
3	Project Social Healthcare Initiatives	Promoting health care including preventive health care and sanitation	Yes	Karnataka/ Tamil Nadu	Bangalore/ Chennai	6 month	2,85,000
(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.	
11,20,000	0		No		The Ma Foi Foundation		-

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.	Location of the project.	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
				State	District		Name CSR Registration Number.
1	-	-	-	-	-	-	-
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) - **NIL**

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	NA
(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)]	NA

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							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):- NA

(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

- Date of creation or acquisition of the capital asset(s). –
 - Amount of CSR spent for creation or acquisition of capital asset. –
 - Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. —
 - 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

K. Pandiarajan Executive Chairman and Director	Chairman of CSR Committee
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Annexure - E

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[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',

6th Avenue, Q- Block, Anna Nagar, Chennai - 600040.

CIN: U74140TN2010PLC077095

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. CIEL HR SERVICES LIMITED (formerly known as CIEL HR Services Private Limited) (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 M/s. CIEL HR SERVICES LIMITED (formerly known as CIEL HR Services Private Limited) 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, the explanations and clarifications given to us and the representations made by the Management, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March 2025, generally, 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:

1. 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 31st March 2025 according to the provisions of:
 - a. Companies Act, 2013 (the Act) and the rules made thereunder;
 - b. Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - c. Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- d. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company does not have any Overseas Direct Investments or External Commercial Borrowings;
- e. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:
 - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993, regarding Companies Act and dealing with client;
 - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; – Not Applicable for the year under review.
 - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; – Not Applicable for the year under review.
 - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; – Not Applicable for the year under review.
 - Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; – Not Applicable for the year under review.
 - Securities and Exchange Board of India (Share Based Employee Benefits and Sweat

Equity) Regulations, 2021; – Not Applicable for the year under review.

- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable for the year under review.
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not Applicable for the year under review.
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable for the year under review; – Not Applicable for the year under review.

2. We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India

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

3. We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive and Independent Directors. The changes as given below took place in the Composition of the Board and the same were carried out in compliance with the applicable provisions of the Act:

- (i) Mr. Chandu Nair (holding DIN: 00259276) was appointed as an Additional Director (Independent Category) with effect from 30th May 2024. His appointment was regularised as an Independent Director at the Annual General Meeting dated 24th July 2024. His term of office as Independent Director is for 5 years.
- (ii) Ms. Lilian Jessie Paul (holding DIN: 02864506) was appointed as an Additional Director (Independent Category) with effect from 30th May 2024. Her appointment was regularised as an Independent Director at the Annual General Meeting dated 24th July 2024. Her

term of office as Independent Director is for 5 years.

- (iii) Ms. Roopa Satish (holding DIN: 07943586) was appointed as an Additional Director (Independent Category) with effect from 27th June 2024. Her appointment was regularised as an Independent Director at the Annual General Meeting dated 24th July 2024. Her term of office as Independent Director is for 5 years.
- (iv) Ms. Ipsita Kathuria (holding DIN: 10643220) was appointed as an Additional Director (Independent Category) with effect from 27th June 2024. Her appointment was regularised as an Independent Director at the Annual General Meeting dated 24th July 2024. Her term of office as Independent Director is for 5 years.
- (v) Mr. Santhosh Nair (holding DIN: 07279988) retired by rotation and was re-appointed as Executive Director of the Company at the Annual General Meeting dated 24th July 2024.
- (vi) Mr. Doraiswamy Rajiv Krishnan (holding DIN: 00221856) retired by rotation and was re-appointed as Executive Director of the Company at the Annual General Meeting dated 24th July 2024.

- b. Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent in advance and a proper system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
- c. 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.
- d. The Directors have complied with the disclosure requirements in respect of their eligibility for appointment, their independence, wherever applicable and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. 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.

5. The Company has obtained all necessary approvals under the various provisions of the Companies Act, 2013 to the extent applicable;
6. There was no prosecution initiated, and no fines or penalties were imposed during the year under review under the Securities Exchange Board of India Act, 1992, The Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996, Foreign Exchange Management Act, 1999 and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
7. We further report that during the period under review, no events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above have taken place except the following:
 - The Shareholders vide Special Resolutions passed at their Extra-Ordinary General meeting held on 10th June 2024, approved the sub-division and reclassification of the authorized share capital of the Company from 11,000,000 equity shares of face value of INR 10 each to 55,000,000 Equity Shares of face value of INR 2 each and subsequent amendment of the Capital Clause of the Memorandum of Association. Accordingly, the issued, subscribed, and paid-up equity share capital was also sub-divided from 8,088,078 equity shares of face value of INR 10 per equity share to 40,440,390 equity shares of face value of INR 2 per equity share.
 - The Shareholders vide Special Resolution passed at their Extra-Ordinary General meeting held on 10th June 2024, approved the amendment of Ciel HR Services Private Limited Employee Stock Option Plan, 2022.
 - The Shareholders vide Special Resolution passed at their Extra-Ordinary General meeting held on 10th June 2024, approved CIEL Group Employee Stock Option Scheme, 2024.
 - The Shareholders vide Special Resolution passed at their Extra-Ordinary General meeting held on 08th October 2024, approved the proposal for Initial Public Offering of Equity Shares of the Company.
 - The Shareholders vide Special Resolution passed at their Extra-Ordinary General meeting held on 08th October 2024, approved the increase in authorised share capital of the Company from INR 11,00,00,000 divided into 5,50,00,000 of INR 2/- to INR 15,00,00,000/- divided into 7,50,00,000 of face value INR 2/- each and subsequent amendment of the Capital Clause of the Memorandum of Association.
 - The Shareholders vide Special Resolution passed at their Extra-Ordinary General meeting held on 08th October 2024, adopted an Amended and Restated Articles Of Association.
 - The Company has passed a special resolution under Sections 180(1)(a) and 180(1)(c) of the Act, at the Extra-Ordinary General Meeting held on 08th October 2024, fixing the Company's borrowing limit as INR 100 Crores.
 - 3,937 Equity Shares of INR 10/- each at a premium of INR 1016/- were allotted by way of private placement on 14th May 2024.
 - 20,49,520 Equity Shares of INR 2/- each at a premium of INR 203.20/- were allotted by way of private placement on various dates.
 - 18,575 Equity Shares of INR 2/- each were allotted under the Ciel HR Services Private Limited Employee Stock Option Plan, 2022.
 - 10,50,000 Non-Convertible Debentures of INR 10/- each were allotted by way of private placement on 27th December 2024.

For S Sandeep & Associates

Place: Chennai

Date: 22nd May 2025

UDIN: F005853G000413887

PR No.: 6526/2025

S Sandeep
Managing Partner



To,

The Members,

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

Plot No. 3726, Door No. 41, 'Ma Foi House',

6th Avenue, Q- Block, Anna Nagar, Chennai - 600040.

CIN: U74140TN2010PLC077095

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S Sandeep & Associates

Place: Chennai

Date: 22nd May 2025

UDIN: F005853G000413887

PR No.: 6526/2025

S Sandeep

Managing Partner

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, 2025, and the Standalone Statement of Profit and Loss, (including Other Comprehensive Income), Standalone Statement of Changes in Equity and 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, 2025, and profit (including 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 are 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 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, 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 on 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.

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 matters 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, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to 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, other than as disclosed in the Note 38 to the standalone financial statements, 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. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, except that no audit trail feature was enabled at the database level in respect of accounting software used by it for maintaining its books of account for payroll processing (APPI) and revenue invoicing (ICON) as explained in Note 44 to the financial statements.
- Further, where enabled, audit trail feature has been operated for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with
- in respect of such accounting software. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in prior year.
3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V 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: 25205226BMKTRJ7524
 Date: 23rd May 2025
 Place: Hyderabad



ANNEXURE A 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)

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: 25205226BMKTRJ7524
Date: 23rd May 2025
Place: Hyderabad

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, 2025

[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 201.34 Mn |
| Balance Outstanding as at balance sheet date in respect of above cases | INR 249.03 Mn |
| Subsidiaries | |
- (B) The Company has not given any loans, advances, guarantee or security 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 249.03 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 to 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, 2025, 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.

(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 transaction which are not recorded in the books of account which have been surrendered or disclosed as income during the

year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as 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 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) During the year no report under Section 143(12) of the Act, has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (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 Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- 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. (a) 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.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under clause 3 (xvi)(c) of the Order is not applicable to the Company.



- (d) The Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one Core Investment Company as a part of its group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is 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 (as disclosed in note 39 to the standalone financial statements), 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. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund as specified in Schedule VII of the Act, as disclosed in note 40 to the standalone financial statements.
- (b) There are no ongoing projects and accordingly reporting under Clause 3(xx)(b) of the Order is not applicable to the Company.

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: 25205226BMKTRJ7524

Date: 23rd May 2025

Place: Hyderabad

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, 2025]

[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, 2025]

We have audited the internal financial controls with reference to standalone financial statements of CIEL HR Services Limited ("the Company") as of March 31, 2025 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, 2025, 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

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 issued by ICAI. 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 standalone 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.

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

Ananthakrishnan Govindan
Partner
Membership No. 205226
UDIN: 25205226BMKTRJ7524
Date: 23rd May 2025
Place: Hyderabad

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.

STANDALONE BALANCE SHEET

 As at 31st March 2025

(Amount in INR Millions, unless otherwise stated)

	Notes	As at 31 st March 2025	As at 31 st March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4	6.34	4.10
Right-of- use assets	5	19.05	21.89
Other intangible assets	6	3.50	5.97
Financial assets			
Investments	7	1,072.99	359.10
Other financial assets	8	44.45	101.16
Other non-current assets	9	138.05	96.43
Deferred Tax Asset (Net)	30.02	7.24	6.35
Total non-current assets		1,291.62	595.00
Current assets			
Financial assets			
Trade receivables	10	1,733.99	1,346.56
Cash and cash equivalents	11	5.38	20.12
Bank balances other than cash and cash equivalent	12	79.38	-
Loans	13	249.03	137.43
Other financial assets	8	-	32.40
Other current assets	14	371.33	264.99
Total current assets		2,439.11	1,801.50
Total assets		3,730.73	2,396.50
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	85.01	80.84
Other equity	16	1,282.23	760.72
Total equity		1,367.24	841.56
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	63.61	43.70
Lease Liabilities	32	10.46	11.66
Provisions	18	154.43	108.75
Total non-current liabilities		228.50	164.11
Current liabilities			
Financial liabilities			
Borrowings	19	884.90	487.36
Lease Liabilities	32	10.16	12.53
Trade payables	20		
i) total outstanding dues of micro and small enterprises		6.71	-
ii) total outstanding dues of creditors other than micro and small enterprises		113.77	68.60
Other financial liabilities	21	792.18	577.11
Other current liabilities	23	290.23	219.24
Provisions	18	27.06	18.28
Current tax liabilities (net)	22	9.98	7.71
Total current liabilities		2,134.99	1,390.83
Total liabilities		2,363.49	1,554.94
Total equity and liabilities		3,730.73	2,396.50

See accompanying notes forming part of the Standalone Ind AS Financial Statements

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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: 23rd May 2025

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: 23rd May 2025

Saurabh Ashok More
 Group Chief Financial Officer

 Place: Bangalore, India
 Date: 23rd May 2025

Aditya Narayan Mishra
 Managing Director and CEO
 DIN: 05303409

 Place: Bangalore, India
 Date: 23rd May 2025

Lalita Pasari
 Company Secretary and Compliance Officer

 Place: Bangalore, India
 Date: 23rd May 2025



STANDALONE STATEMENT OF PROFIT AND LOSS

For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

	Notes	Year ended 31 st March 2025	Year ended 31 st March 2024
INCOME			
Revenue from operations	24	14,240.72	10,419.21
Other income	25	42.19	24.76
Total income		14,282.91	10,443.97
EXPENSES			
Employee benefits expenses	26	13,848.29	10,120.16
Finance costs	27	73.43	66.04
Depreciation and amortization expenses	28	18.41	18.36
Other expenses	29	242.68	171.36
Total expenses		14,182.81	10,375.92
Profit before tax		100.10	68.05
Tax expense	30		
Current tax		9.98	6.01
Deferred tax credit		(0.79)	(0.83)
Total tax expense		9.19	5.18
Profit for the year		90.91	62.87
Other comprehensive income			
Re-measurement gains/ (losses) on defined benefit plans		(0.39)	1.02
Income tax effect on these items		0.10	(0.26)
Other comprehensive income for the year, net of tax		(0.29)	0.76
Total comprehensive income for the year, net of tax		90.62	63.63
Earnings per share (face value of INR 2 each)	31		
Basic earnings per share (INR)		2.17	1.61
Diluted earnings per share (INR)		2.13	1.59

See accompanying notes forming part of the Standalone Ind AS Financial Statements

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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: 23rd May 2025

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: 23rd May 2025

Saurabh Ashok More

Group Chief Financial Officer

Place: Bangalore, India
Date: 23rd May 2025

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 23rd May 2025

Lalita Pasari

Company Secretary and Compliance Officer

Place: Bangalore, India
Date: 23rd May 2025

STANDALONE STATEMENT OF CASH FLOWS

 For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 st March 2025	Year ended 31 st March 2024
Cash flow from operating activities		
Profit before tax	100.10	68.05
Adjustments for:		
Depreciation and amortization expenses	18.41	18.36
Unrealized foreign exchange gain/loss	0.56	0.25
Provision for gratuity and compensated absences	6.44	3.35
Share based payment expense	27.55	22.50
Interest expense on leases	1.76	2.67
Interest expense on borrowings	65.42	55.36
Other finance costs	6.25	8.01
Interest income	(39.66)	(23.63)
Operating profit before working capital changes	186.83	154.92
Changes in working capital		
Increase/ (Decrease) in trade payables	51.88	15.96
Increase/ (Decrease) in other current liabilities	73.26	49.93
Increase / (Decrease) in provisions	48.02	35.57
Increase/ (Decrease) in other financial liabilities	215.07	183.25
Decrease/ (Increase) in trade receivables	(387.99)	(425.79)
Decrease/ (Increase) in other financial assets	89.11	(50.46)
Decrease/(Increase) in other assets	(148.85)	127.33
Cash generated from operations	127.33	(145.76)
Tax expense	-	-
Net cash inflows from operating activities (A)	127.33	(145.76)
Cash flow from investing activities		
Payment for property, plant and equipment and intangible assets	(15.34)	(2.26)
Purchase of Investments	(373.35)	(119.19)
Movement in bank deposits	(79.38)	-
Advance or loans made to employees/ other parties	(111.60)	(62.28)
Interest received	39.66	23.63
Net cash used in investing activities (B)	(540.01)	(160.10)
Cash flow from financing activities		
Proceeds from issuance of equity share capital, including share application money and security premium	68.81	347.55
Proceeds from Borrowings	411.39	128.36
Proceed from issue of Debentures or Bonds	11.10	(58.30)
Repayment of Debentures	(5.00)	-
Other finance costs	(6.25)	(10.96)
Interest paid	(65.46)	(66.04)
Dividend paid	(11.32)	(5.27)
Principal paid on lease liabilities	(5.33)	(11.58)
Net cash used in financing activities (C)	397.94	323.76
Net decrease in cash and cash equivalents (A+B+C)	(14.74)	17.90



STANDALONE STATEMENT OF CASH FLOWS

For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 st March 2025	Year ended 31 st March 2024
Effects of exchange rate changes on cash and cash equivalents		
Cash and cash equivalents at the beginning of the year	20.12	2.22
Cash and cash equivalents at the end of the year	5.38	20.12
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise (Refer note 11)		
Balances with banks on current accounts	5.17	19.91
Cash on hand	0.21	0.21
Total cash and cash equivalents at end of the year	5.38	20.12
Bank balances other than Cash and cash equivalents	79.38	-
Total	84.76	20.12

See accompanying notes forming part of the Standalone Ind AS Financial Statements 1-47

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

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: 23rd May 2025

Saurabh Ashok More

Group Chief Financial Officer

Place: Bangalore, India

Date: 23rd May 2025

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 23rd May 2025

Lalita Pasari

Company Secretary

Place: Bangalore, India

Date: 23rd May 2025

Place: Hyderabad, India

Date: 23rd May 2025

STANDALONE STATEMENT OF CHANGES IN EQUITY

 For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

(A) Equity share capital

(Refer Note 15)

For the year ended 31 st March 2024	No. of shares	Amount
Balance as at 01st April 2023	43,91,639	43.92
Changes in equity share capital during the year	36,92,502	36.93
Balance as at 31st March 2024	80,84,141	80.84
For the year ended 31 st March 2025	No. of shares	Amount
Balance as at 01st April 2024	8 0,84,141	8 0.84
Changes in equity share capital during the year before sub-division	3,937	0.04
	8 0,88,078	80.88
Balance after Sub -division during the year	4 ,04,40,390	80.88
Changes in equity share capital during the year after sub-division	20,63,865	4.13
Balance As at 31st March 2025	4 ,25,04,255	85.01

(B) Other equity

 For the year ended 31st March 2025 (Refer Note 16)

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 01st April 2024	1.95	578.27	10.21	87.51	81.25	1.53	760.72
Profit for the year	-	-	-	90.91	-	-	90.91
Other comprehensive income	-	-	-	-	-	(0.29)	(0.29)
Securities premium credited on share issue	-	422.73	-	-	-	-	422.73
Dividend paid during the year	-	-	-	(11.32)	-	-	(11.32)
Money received on account of share application	59.27	-	-	-	-	-	59.27
Changes during the year/utilisation during the year	(61.22)	(0.12)	-	-	21.55	-	(39.79)
Balance As at 31st March 2025	-	1,000.88	10.21	167.10	102.80	1.24	1,282.23



STANDALONE STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

For the year ended 31st March 2024 (Refer Note 16)

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 01st 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
Bonus shares issued during the year	-	(33.41)	-	-	-	-	(33.41)
Dividend paid during the year	-	-	-	(5.27)	-	-	(5.27)
Money received on account of share application	1.95	-	-	-	-	-	1.95
Changes during the year/utilisation during the year	-	(3.85)	-	-	22.50	-	18.65
Balance As at 31st March 2024	1.95	578.27	10.21	87.51	81.25	1.53	760.72

See accompanying notes forming part of the Standalone Ind AS Financial Statements 1-47

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

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: 23rd May 2025

Saurabh Ashok More

Group Chief Financial Officer

Place: Bangalore, India

Date: 23rd May 2025

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 23rd May 2025

Lalita Pasari

Company Secretary

Place: Bangalore, India

Date: 23rd May 2025

Place: Hyderabad, India

Date: 23rd May 2025

NOTES FORMING PART OF THE STANDALONE IND AS 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 23rd 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 30th 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

(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 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

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
- 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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(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 property, plant and equipment 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 property, plant and equipment is on the cost of property, plant and equipment. The useful life of property, plant and equipment is the period over which property, plant and equipment 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.

(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 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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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.

2.04 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.

2.05 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 Other comprehensive income or profit or loss, respectively).

2.06 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
- 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,

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

2.07 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 IND AS 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).

2.08 Investments in subsidiaries

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

2.09 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 substantively 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.

2.10 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:

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

- 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 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.

2.11 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").

2.12 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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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.

2.13 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.

2.14 Cash flow statement

Cash flow statement is reported using the indirect method, whereby profit for the year 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.

2.15 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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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 FVOCI, 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 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.

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(Amount in INR Millions, unless otherwise stated)

(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.

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.

2.16 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 reporting period. 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

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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 period end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year 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 period. Actuarial losses/gains are recognized in the Statement of profit and loss in the period 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.

2.17 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

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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.

2.18 Segment Reporting

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

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 30.

(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 34.

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(Amount in INR Millions, unless otherwise stated)

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

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(Amount in INR Millions, unless otherwise stated)

4 Property, plant and equipment

Particular	Gross Carrying Amount				Depreciation		Net Carrying Amount	
	As at 01 st April 2024	Additions	Disposals	As at 31 st March 2025	As at 01 st April 2024	Depreciation for the year	Disposal	As at 31 st March 2025
Furniture and fixtures	0.01	-	-	0.01	0.01	-	-	0.01
Vehicles	0.66	-	-	0.66	0.31	0.14	-	0.45
Office equipment	0.72	0.45	-	1.17	0.34	0.16	-	0.50
Computers and equipment	9.83	4.99	0.11	14.71	6.46	2.83	0.04	9.25
Total	11.22	5.44	0.11	16.55	7.12	3.13	0.04	10.21

Particular	Gross Carrying Amount				Depreciation		Net Carrying Amount	
	As at 01 st April 2023	Additions	Disposals	As at 31 st March 2024	As at 01 st April 2023	Depreciation for the year	Disposal	As at 31 st March 2024
Furniture and fixtures	0.01	-	-	0.01	-	0.01	-	0.01
Vehicles	0.66	-	-	0.66	0.17	0.14	-	0.31
Office equipment	0.35	0.37	-	0.72	0.22	0.12	-	0.34
Computers and equipment	7.97	1.86	-	9.83	4.35	2.11	-	6.46
Total	8.99	2.23	-	11.22	4.74	2.38	-	7.12

4.01 Revaluation of Assets

The Company has not revalued its property, plant and equipment (including right-of-use assets) during the year ended 31st March 2025 and 31st March 2024.

4.02 Change in estimate

There are no changes in estimates for the year ending 31st March 2025.

As on 01st April 2023 the Company changed its depreciation method from 'written down value' to 'straight line'. During the year ended 31st 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 IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

5 Right-of-use Assets

Particular	Gross Carrying Amount			Depreciation			Net Carrying Amount	
	As at 01 st April 2024	Additions	Disposals	As at 01 st April 2024	Depreciation for the year	Disposal	As at 31 st March 2025	As at 31 st March 2025
Buildings	45.20	9.97	-	23.31	12.81	-	36.12	19.05
Total	45.20	9.97	-	23.31	12.81	-	36.12	19.05

Particular	Gross Carrying Amount			Depreciation			Net Carrying Amount	
	As at 01 st April 2023	Additions	Disposals	As at 01 st April 2023	Depreciation for the year	Disposal	As at 31 st March 2024	As at 31 st March 2024
Buildings	45.20	-	-	10.53	12.78	-	23.31	21.89
Total	45.20	-	-	10.53	12.78	-	23.31	21.89

5.01 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 29).

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

6 Other intangible assets

Particular	Gross Carrying Amount				Amortisation		Net Carrying Amount	
	As at 01 st April 2024	Additions	Disposals	As at 31 st March 2025	As at 01 st April 2024	Amortisation for the year	As at 31 st March 2025	As at 31 st March 2025
Computer Software	0.96	-	-	0.96	0.43	0.30	0.73	0.23
Bridge Vendor	1.87	-	-	1.87	1.87	-	1.87	-
APPI Payroll	6.43	-	-	6.43	3.71	1.09	4.80	1.63
Rise HR Management	2.57	-	-	2.57	1.49	0.43	1.92	0.65
HYRE Equipment	3.86	-	-	3.86	2.22	0.65	2.87	0.99
Total	15.69	-	-	15.69	9.72	2.47	12.19	3.50

Particular	Gross Carrying Amount				Amortisation		Net Carrying Amount	
	As at 01 st April 2023	Additions	Disposals	As at 31 st March 2024	As at 01 st April 2023	Amortisation for the year	As at 31 st March 2024	As at 31 st March 2024
Computer Software	1.87	-	-	1.87	1.17	0.70	1.87	-
Bridge Vendor	0.96	-	-	0.96	0.11	0.32	0.43	0.53
APPI Payroll	6.43	-	-	6.43	2.62	1.09	3.71	2.72
Rise HR Management	2.57	-	-	2.57	1.05	0.44	1.49	1.08
HYRE Equipment	3.86	-	-	3.86	1.57	0.65	2.22	1.64
Total	15.69	-	-	15.69	6.52	3.20	9.72	5.97

6.01 Revaluation of Intangible Assets

The Company has not revalued its intangible assets during the year ended 31 March 2025 and 31 March 2024.

6.02 Change in estimate

There are no changes in estimates for the year ending 31 March 2025.

As on 01st 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.

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(Amount in INR Millions, unless otherwise stated)

7 Financial Assets - Investments

Investment in equity unquoted instruments (fully paid-up)	As at 31 st March 2025	As at 31 st March 2024
Investment in Subsidiaries at cost		
20,40,000 shares of INR 10 each fully paid up in CIEL Skills and Careers Pvt Ltd (31 March 2024: 1,040,000 shares of INR 10 each fully paid)	161.78	10.40
78,65,000 shares of INR 10 each fully paid up in Ma Foi Strategic Consultants Pvt Ltd (31 March 2024: 4,011,675 shares of INR 10 each fully paid)	201.05	40.12
615,746 shares of INR 10 each fully paid up in Next Leap Career Solutions Pvt Ltd (31 March 2024: 521,959 shares of INR 10 each fully paid)	278.73	210.29
577,582 shares of INR 10 each fully paid up in Integrum Technologies Pvt Ltd (31 March 2024: 471,892 shares of INR 10 each fully paid)	18.72	4.72
9,999 shares of INR 10 each fully paid up in CIEL Technologies Pvt Ltd	0.10	0.10
600,000 shares of INR 10 each fully paid up in Aargee Staffing Services Pvt Ltd	2.00	2.00
309,031 shares of INR 10 each fully paid up in Firstventure Corporation Pvt Ltd	91.47	91.47
5100 shares of INR 10 each fully paid up in People Metrics Pvt Ltd	15.82	-
5100 shares of INR 10 each fully paid up in Thomas Assessments Pvt Ltd	78.92	-
37,806 shares of INR 100 each fully paid up in Vibrant Screen Pvt Ltd	224.40	-
Total (equity instruments)	1,072.99	359.10
Current	-	-
Non- Current	1,072.99	359.10
	1,072.99	359.10
Aggregate book value of:		
Unquoted investments	1,072.99	359.10

8 Other financial assets

Financial instruments at amortised cost	31 st March 2025		31 st March 2024	
	Non Current	Current	Non Current	Current
Security deposits	28.12	-	14.34	-
Bank deposits accounts with more than 12 months maturity	12.46	-	83.60	-
Interest accrued on deposits with bank	3.87	-	3.22	-
Unsettled Credit from bank	-	-	-	32.40
Total	44.45	-	101.16	32.40

9 Other non-current assets

	31 st March 2025	31 st March 2024
Investment in Subsidiaries at cost		
Reimbursement right for Gratuity (Refer Note 34)	138.05	96.43
Total	138.05	96.43

*The company has accounted the gratuity for the employees deputed by creating a liability and a corresponding asset on the same as a reimbursement right to gratuity.

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(Amount in INR Millions, unless otherwise stated)

10 Trade receivable

	31 st March 2025	31 st March 2024
Unsecured, considered good		
Receivable from contract with customer - billed	1,323.35	1,108.54
Receivable from contract with customer - unbilled*	410.64	238.02
Unsecured, considered doubtful		
Receivable from contract with customer - billed	1.63	3.22
	1,735.62	1,349.78
Less: allowance for expected credit losses	(1.63)	(3.22)
Total	1,733.99	1,346.56

*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.

Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.

- Refer Note. 36 for the Company's credit risk management process.
- Refer Note. 33 for Trade receivables from related parties.

The movement in allowances for expected credit losses is as follows:

Particulars	31 st March 2025	31 st March 2024
Opening balance	3.22	5.69
Additions / (Reversals)	(1.59)	(2.47)
Closing Balance	1.63	3.22

10.01 Ageing of Trade Receivables

As at 31st March 2025

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	410.64	1,218.92	80.00	18.15	3.56	2.72	-	1,733.99
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	1.63
(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)								(1.63)
Total								1,733.99

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(Amount in INR Millions, unless otherwise stated)

As at 31st March 2024

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	238.02	554.32	511.44	34.06	7.64	1.08	-	1,346.56
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	3.22
(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

11 Cash and cash equivalents

	31 st March 2025	31 st March 2024
Balances with banks:		
In current accounts	5.17	19.91
Cash on hand	0.21	0.21
Total	5.38	20.12

12 Bank Balances other than Cash and cash equivalent

	31 st March 2025	31 st March 2024
Deposit with maturity for more than 3 months but less than 12 months	79.38	-
Total	79.38	-

13 Loans

	31 st March 2025	31 st March 2024
Unsecured, considered good		
Loans to related parties (Refer Note no.33)	249.03	137.43
	249.03	137.43

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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 st March 2025		31 st March 2024	
				Amount outstanding as at the balance sheet date	% of Total	Amount outstanding as at the balance sheet date	% of Total
CIEL Technologies Pvt Ltd	Yes	Working Capital requirements	9.00%	19.77	7.94%	2.77	2.02%
Ma Foi Strategic Consultants Pvt Ltd	Yes	Working Capital requirements	9.00%	159.10	63.89%	102.40	74.51%
Integrum Technologies Pvt Ltd	Yes	Working Capital requirements	9.00%	57.46	23.07%	21.12	15.37%
CIEL Skills And Careers Pvt Ltd	Yes	Working Capital requirements	9.00%	12.25	4.92%	5.20	3.78%
Aargee Staffing Services Pvt Ltd	Yes	Working Capital requirements	9.00%	0.45	0.18%	5.94	4.32%
Total of Loan and Advances in the nature of Loan (Note 13)				249.03		137.43	

14 Other current assets

	31 st March 2025	31 st March 2024
Balance with government authorities	212.52	209.67
Prepaid expenses	132.83	36.17
Advance to deputy employees	0.99	0.99
Advances to vendors	1.14	2.58
Advances to employees	0.96	0.43
Reimbursement right for gratuity*	22.89	15.15
Total	371.33	264.99

*The company has accounted the gratuity for the employees deputed by creating a liability and a corresponding asset on the same as a reimbursement right to gratuity.

15 Equity share capital

	31 st March 2025	31 st March 2024
Authorized share capital		
7,50,00,000 Equity Shares of INR 2/- each (31 st March 2024: 1,10,00,000 Equity shares of INR 10/- each)	150.00	110.00
	150.00	110.00
Issued, subscribed and paid up share capital		
4,25,02,505 Equity shares of INR 2/- each (31 st March 2024: 8,084,141 Equity shares of INR 10/- each)	85.01	80.84
Total	85.01	80.84

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Reconciliation of authorized share capital at the beginning and at the end of the year

Authorized Share Capital	31 st March 2025		31 st March 2024	
	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 2/- each (31 st March 2024: Equity shares of INR 10/- each)	1,10,00,000	110.00	48,00,000	48.00
Change during the year (Refer Note (i))	4,40,00,000	-	-	-
Change during the year (Refer Note (ii))	2,00,00,000	40.00	62,00,000	62.00
Outstanding at the end of the year	7,50,00,000	150.00	1,10,00,000	110.00

- (i) On and from the record date of 15th May 2024, the equity shares of the company have been sub-divided, such that 1 (one) equity having face value of INR 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of INR 2 (two) each, fully paid up, ranking pari-passu in all respects.
- (ii) With effect from 8th October 2024, the Company increased its authorised share capital from INR 11,00,00,000 (Rupees Eleven Crore), divided into 5,50,00,000 (Five Crore Fifty Lakh) equity shares of INR 2 each, to INR 15,00,00,000 (Rupees Fifteen Crore), divided into 7,50,00,000 (Seven Crore Fifty Lakh) equity shares of INR 2 each.

With effect from 19 October 2023, Authorized Share Capital of the Company increased from INR 48.00 Mn comprising of 48,00,000 Equity Shares of INR10/- each to INR 110.00 Mn comprising of 1,10,00,000 Equity Shares of INR 10/- each.

Reconciliation of equity shares outstanding at the beginning and at the end of the year

Equity Shares	31 st March 2025		31 st March 2024	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	80,84,141	80.84	43,91,639	43.92
Add:				
i. Issued during the year - for cash (refer note b)	3,937.00	0.04	2,64,392	2.64
	80,88,078	80.88		
Outstanding after Sub -division during the year (refer note a)	4,04,40,390	80.88		
Issued during the year - for cash (refer note c)	2,57,267.00	0.51	-	-
Issued during the year - on exercise of employee stock options (refer note d)	18,575.00	0.04		
Issued during the year - for non cash (refer note e, f)	17,88,023.00	3.58	24,252	0.24
Issue of shares on conversion of Compulsory convertible debentures (CCD's) (refer note g)	-	-	62,398	0.62
Issue of bonus shares during the year (referer note h)	-	-	33,41,460	33.41
Outstanding at the end of the year	4,25,04,255	85.01	80,84,141	80.84

Notes:

- (a) On and from the record date of 15th May 2024, the equity shares of the company have been sub-divided, such that 1 (one) equity having face value of INR 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of INR 2 (two) each, fully paid up, ranking pari-passu in all respects.
- b) The Company has made private placement of shares for the year ended 31st March 2025 of 3,937 shares of INR 10/- each and for the year ended 31st March 2024, 2,64,392 shares of INR 10/- each.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

- c) The Company has made private placement of shares for the year ended 31st March 2025 of 2,57,267 shares of INR 2/- each.
- d) During the year ended 31st March 2025, company has issued equity shares under CIEL HR Services Private Limited Employee Stock Option Plan, 2022 of 18,575 shares of INR 2/- each.
- e) During the year 31st March 2025, the Company has issued 13,978 shares to promoters Aditya Narayan Mishra and Santhosh Nair as part of their incentive payouts for FY 23- 24.
- f) During the year ended 31st March 2025, the Company issued 17,74,045 equity shares to non-controlling shareholders of subsidiaries as below, as non-cash consideration for the acquisition of remaining stakes.
 - 1. Ma Foi Startegic Consultants Private Limited: 783,417 shares of INR 2/- each
 - 2. CIEL Skills and Careers Private Limited: 7,37,722 shares of INR 2/- each.
 - 3. Integrum Technologies Priavte Limited: 68,224 shares of INR 2/- each.
 - 4. Thomas Assessment Private Limited: 184,682 shares of INR 2/- each

During the year 31st March 2024, Company issued equity shares to the shareholders of it's subsidiaries as part of the purchase consideration for acquisition as outlined below;

- 1. Next Leap Career Solutions Private Limited 3,178 Equity shares of INR 10 each.
- 2. Aargee Staffing Services Private Limited 1,230 Equity shares of INR 10 each.
- 3. Firstventure Corporation Private Limited 19,844 Equity shares of INR 10 each.
- g) During the year ended 31st 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.
- h) During the year ended 31st March 2024, 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 3.341 Mn from the securities premium reserve available with the company

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholder	31 st March 2025		31 st March 2024	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of INR 2/- each (31st March 2024: Equity shares of INR 10/- each)				
Karuppasamy Pandiarajan	1,88,04,083	44.24%	37,44,059	46.31%
Hemalatha Rajan	68,35,337	16.08%	13,71,657	16.97%
Aditya Narayan Mishra	59,82,241	14.07%	11,93,775	14.77%
Santhosh Nair	40,26,832	9.47%	8,03,124	9.93%

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 STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Details of Shares held by promoters at the end of the year

Promoter name	31 st March 2025			31 st March 2024		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Karuppasamy Pandiarajan	1,88,04,083	44.24%	(2.07%)	37,44,059	46.31%	(2.34%)
Hemalatha Rajan	68,35,337	16.08%	(0.89%)	13,71,657	16.97%	(0.78%)
Aditya Narayan Mishra	59,82,241	14.07%	(0.70%)	11,93,775	14.77%	(0.76%)
Santhosh Nair	40,26,832	9.47%	(0.46%)	8,03,124	9.93%	(0.51%)
Doraiswamy Rajiv Krishnan	12,14,330	2.86%	2.54%	26,250	0.32%	0.32%
Total	3,68,62,823	86.73%	(1.58%)	71,38,865	88.31%	(4.08%)

16 Other equity

	31 st March 2025	31 st March 2024
Employee stock options outstanding account (Refer Note a)	102.80	81.25
Securities premium (Refer Note b)	1,000.88	578.27
Surplus in the statement of profit and Loss (Refer Note c)	167.10	87.51
Debenture redemption reserve (Refer Note d)	10.21	10.21
Equity share application money (Refer Note e)	-	1.95
Other comprehensive income (Refer Note f)	1.24	1.53
	1,282.23	760.72

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

	31 st March 2025	31 st March 2024
Balance at the beginning of the year	81.25	58.75
Add: Employee stock option expense	27.55	22.50
Less: reductions during the year	(6.00)	-
	102.80	81.25

*ESOOA recognizes the fair value of options as at the grant date spread over the vesting period.

Notes

- 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 37 for details of these plans.
- During the current period, a reduction of INR 2.87 Million has also been recorded, representing the issuance of 13,978 shares to promoters Aditya Narayan Mishra and Santhosh Nair as share based incentive payment.

(b) Securities premium*

	31 st March 2025	31 st March 2024
Opening balance	578.27	269.59
Add: Securities premium credited on share issue	422.73	345.94
Less: Bonus shares issue during the year	-	(33.41)
Less: Share issue expenses for the year	(0.12)	(3.85)
Closing balance	1,000.88	578.27

*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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

	31 st March 2025	31 st March 2024
Opening balance	87.51	29.91
Add: Net Profit/loss for the current year	90.91	62.87
Less: Dividend paid	(11.32)	(5.27)
Less: Transfer to Debenture redemption reserve account	-	-
Closing balance	167.10	87.51

(d) Debenture redemption reserve

	31 st March 2025	31 st March 2024
-As at beginning of the year	10.21	10.21
-Transfer from retained earnings	-	-
Closing balance	10.21	10.21

(e) Equity Share Application Money

	31 st March 2025	31 st March 2024
-As at beginning of the year	1.95	-
Equity Share Application Money received during the year	59.27	1.95
Equity Share Application Money utilized during the year	(61.22)	-
Closing balance	-	1.95

(f) Other Comprehensive Income

	31 st March 2025	31 st March 2024
Opening Balance	1.53	0.77
Changes during the year	(0.29)	0.76
Closing Balance	1.24	1.53

17 Non-current borrowings

	31 st March 2025	31 st March 2024
Secured		
(a) Term loan		
From banks	-	-
Unsecured		
(b) Debentures		
10 % Non convertible debentures (Refer Note i)	47.70	41.60
9% Non convertible debentures (refer note i)	2.10	2.10
(c) From other parties	87.18	48.85
Total	136.98	92.55
Less: Current maturities of long term debt	(73.37)	(48.85)
Total	63.61	43.70

- i. 10% Non -Convertible Debentures and 9% Non convertible debentures payable quarterly 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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

18 Provisions

	31 st March 2025	31 st March 2024
Non Current		
Provision for employee benefits (Refer note 34)		
Provision for gratuity (unfunded)	150.65	105.66
Compensated absences (unfunded)	3.78	3.09
Total Provisions	154.43	108.75

	31 st March 2025	31 st March 2024
Current		
Provision for employee benefits (Refer note 34)		
Provision for gratuity (unfunded)	25.42	16.89
Provision for compensated absences (unfunded)	1.64	1.39
Total Provisions	27.06	18.28

19 Current borrowings

	31 st March 2025	31 st March 2024
Secured, from bank, term loan		
- Working capital loans	811.53	438.51
Unsecured Loans		
From other parties	-	-
Current maturity of long term debts (Refer note 17)	73.37	48.85
Total current borrowings	884.90	487.36

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at 31 st March 2025	Carrying amount as at 31 st March 2024
Unsecured loans from banks/financial institutions:				
(i) Oxyzo Financial Services Limited	14.50%	Mar-25	-	48.85
(i) Oxyzo Financial Services Limited	14.50%	Jun-26	87.18	-
Total			87.18	48.85

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, Mrs. Hemalatha Rajan, Mr. Aditya Narayan Mishra and Mr. Santhosh Nair.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

20 Trade payables

	31 st March 2025	31 st March 2024
Total outstanding dues of micro and small enterprises	6.71	-
Total outstanding dues of creditors other than micro and small enterprises	63.20	39.73
Provision for accrued expenses	50.57	28.87
Total	120.48	68.60

i. Refer note. 36 for the Company's credit risk management process.

ii. Refer note. 33 for Trade payables to related parties.

Trade payables ageing schedule

31st March 2025

Particulars	Current					
	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	-	6.71	-	-	-	6.71
(ii) Disputed dues – MSME	-	-	-	-	-	-
(iii) Others	50.57	63.20	-	-	-	113.77
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	50.57	69.91	-	-	-	120.48

31st March 2024

Particulars	Current					
	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

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

	31 st March 2025	31 st March 2024
(a) Amount remaining unpaid to any supplier at the end of each accounting period:		
Principal	6.71	-
Interest	-	-
Total	6.71	-
(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 period.		
(c) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.		

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

	31 st March 2025	31 st March 2024
(d) The amount of interest accrued and remaining unpaid at the end of each accounting period.		
(e) The amount of further interest remaining due and payable even in the succeeding periods, 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.		

21 Other financial liabilities

	Current	
	31 st March 2025	31 st March 2024
Staff payables	789.52	575.08
Interest accrued but not due on loan	2.66	2.03
Total	792.18	577.11

22 Current tax liabilities (net)

	31 st March 2025	31 st March 2024
Income tax payable	9.98	7.71
Total	9.98	7.71

23 Other current liabilities

	31 st March 2025	31 st March 2024
Statutory dues payable	252.98	175.8
Advance from customers	36.94	43.29
Other payables	0.31	0.15
Total	290.23	219.24

24 Revenue from operations

	31 st March 2025	31 st March 2024
Revenue from contracts with customers		
HR Services	14,240.72	10,419.21
Total	14,240.72	10,419.21

The following table discloses the movement in trade receivables (unbilled) as disclosed in Note 10:

	31 st March 2025	31 st March 2024
Balance at the beginning of the year	238.02	186.05
Add: Revenue recognised during the year	3,715.59	3,144.02
Less: Invoiced during the year	(3,542.97)	(3,092.05)
Balance at the end of the year	410.64	238.02

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 STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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 31st March 2025 is Nil and as of 31st March 2024 is Nil.

25 Other income

	31 st March 2025	31 st March 2024
Interest income		
- on fixed deposits	5.81	6.85
- on loans to related Parties (Refer Note 33)	18.01	7.86
- on lease deposits	0.26	0.26
- on tax refunds receivable	15.84	8.92
Net gains on foreign currency transactions and translations	2.24	0.87
Gain on sale of PPE / Intangible Assets	0.03	
Total	42.19	24.76

26 Employee benefits expense

	31 st March 2025	31 st March 2024
Salaries, wages, bonus and other allowances	13,026.62	9,493.61
Contribution to provident fund and other funds (Refer Note 34)	786.34	599.51
Gratuity and compensated expenses (Refer Note 34 for gratuity)	6.44	3.35
Employee stock option scheme compensation (Refer Note 37)	27.55	22.50
Staff welfare expenses	1.34	1.19
Total	13,848.29	10,120.16

27 Finance costs

	31 st March 2025	31 st March 2024
Interest expense on borrowing	65.42	55.36
Interest expense on delay in payment of taxes	2.59	2.29
Interest expense on lease liabilities	1.76	2.67
Loan processing charges and other finance cost	3.66	5.72
Total	73.43	66.04

28 Depreciation and amortization expense

	31 st March 2025	31 st March 2024
Depreciation of property, plant and equipment (Refer Note 4)	3.13	2.38
Amortization of intangible assets (Refer Note 6)	2.47	3.20
Depreciation of right-of-use assets (Refer Note 5)	12.81	12.78
Total	18.41	18.36

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

29 Other expenses

	31 st March 2025	31 st March 2024
Recruitment and training	0.42	1.48
Rent (Refer Note 32)	21.99	19.66
Travelling, stay and conveyance	12.64	9.48
Postage & courier	1.49	1.25
Printing & stationery	0.19	0.27
Communication and IT	1.76	1.65
Office expenses	1.63	0.53
Corporate and Social Responsibility (CSR) expenditure	1.12	1.00
Legal and professional charges	24.75	18.81
Business partner fee	120.77	69.04
Business promotion & sales expenses	10.33	7.91
Software licence expenses	41.05	33.44
Rates and taxes	0.46	0.22
Miscellaneous expenses	0.08	2.52
Remuneration to statutory auditors*	4.00	4.10
Total	242.68	171.36

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

	31 st March 2025	31 st March 2024
As auditor:		
Statutory audit	4.00	3.50
Review of Ind AS	-	0.60
Total	4.00	4.10

30 Tax Expenses

Income tax expense charged to the statement of profit or loss

	31 st March 2025	31 st March 2024
- Current tax	9.98	6.01
- Deferred tax credit	(0.79)	(0.83)
Income tax expense reported in the statement of profit or loss	9.19	5.18

Income tax expense charged to other comprehensive income

	31 st March 2025	31 st March 2024
Net loss/(gain) on remeasurements of defined benefit plans	0.10	(0.26)
Income tax charged to other comprehensive income	0.10	(0.26)
Income tax expense attributable to		
Profit from continuing operations	9.29	4.92
	9.29	4.92

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

30.01 Reconciliation of tax charge and the accounting profit

	31 st March 2025	31 st March 2024
Profit before tax	100.10	68.05
Tax Rate	25.17%	25.17%
Income tax expense at tax rates applicable	25.19	17.13
Tax effects of items that are not deductible/ deductible in determining taxable income:		
Effect of other income considered separately	9.98	6.01
Non deductible expenses	6.95	12.31
- Deductible expenses	(22.16)	(23.43)
- Income to be excluded and other adjustments	(9.98)	(6.01)
Deferred Tax benefit during the year (Refere note 30.02)	(0.79)	(0.83)
Income tax expense	9.19	5.18

30.02 Deferred tax assets

Year ended 31st March 2025

	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets				
On property, plant and equipment	0.42	0.13	-	0.55
On other intangible assets	0.65	0.08	-	0.73
On lease liabilities	6.09	(0.90)		5.19
On re-measurements gain/(losses) of post-employment benefit obligations	2.76	2.31	0.10	5.17
On provision for doubtful debts	0.81	(0.42)	-	0.39
On provision for expenses	1.13	(1.13)	-	-
	11.86	0.07	0.10	12.03
Deferred tax liabilities				
On Right of use assets	(5.51)	0.72	-	(4.79)
	(5.51)	0.72	-	(4.79)
Deferred tax assets/ (liabilities), net	6.35	0.79	0.10	7.24

Year ended 31st 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 provision for expenses	0.79	0.34	-	1.13
	14.50	(2.39)	(0.26)	11.86
Deferred tax liabilities				
On other intangible assets				
On Right of use assets	(8.73)	3.22	-	(5.51)
	(8.73)	3.22	-	(5.51)
Deferred tax assets/ (liabilities), net	5.77	0.83	(0.26)	6.35

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

30.03 Recognition of deferred tax asset

	31 st March 2025	31 st March 2024
Balance sheet		
Deferred tax asset	12.03	11.86
Deferred tax liabilities	(4.79)	(5.51)
Deferred tax assets/ (liabilities), net	7.24	6.35

31 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	31 st March 2025	31 st March 2024
Basic earnings per equity share (INR)	2.17	1.61
Diluted earnings per equity share (INR)	2.13	1.59
Profit attributable to the equity shareholders		
Profit attributable to the equity shareholders used in calculating basic earnings per equity share	90.91	62.87
Profit attributable to the equity shareholders used in calculating diluted earnings per equity share	90.91	62.87
Weighted average number of shares used as denominator		
Weighted average number of shares used as denominator in calculating basic earning per share	4,18,15,605	3,91,65,437
Weighted average number of shares used as denominator in calculating diluted earning per share	4,26,55,220	3,95,09,357

The earnings per share for the year ended 31st March 2024 has been restated considering the Equity share face value of INR 2/- each in accordance with "Ind AS 33 - Earnings Per share".

Computation of weighted average number of shares

Particulars	31 st March 2025	31 st March 2024
Number of equity shares outstanding at beginning of the year	4,04,20,705	2,19,58,195
Add: Weighted average number of equity shares issued during the year	13,94,900	1,72,07,242
Weighted average number of shares outstanding at the end of year for computing basic earnings per share	4,18,15,605	3,91,65,437
Add: Impact of potentially dilutive equity shares - employee stock options	8,39,614	3,43,920
Weighted average number of shares outstanding at the end of year for computing diluted earnings per share	4,26,55,220	3,95,09,357

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

32 Leases where company is a lessee

Changes in the Lease liabilities

Particulars	31 st March 2025		31 st March 2024	
	Category of ROU Asset Buildings	Total	Category of ROU Asset Buildings	Total
Balance at beginning of the year	24.19	24.19	35.77	35.77
Recognized during the year	9.97	9.97		
Unwinding of discount on lease liabilities	1.76	1.76	2.67	2.67
Payments during the year	(15.30)	(15.30)	(14.25)	(14.25)
Balance at end of the year	20.62	20.62	24.19	24.19

Break-up of current and non-current lease liabilities

Particulars	31 st March 2025	31 st March 2024
Current Lease Liabilities	10.16	12.53
Non-current Lease Liabilities	10.46	11.66
Total	20.62	24.19

Maturity analysis of lease liabilities

Particulars	31 st March 2025	31 st March 2024
Less than one year	11.51	14.73
One to five years	11.09	12.41
More than five years	-	-
Total	22.60	27.14

Amounts recognised in statement of Profit and Loss account

Particulars	31 st March 2025	31 st March 2024
Interest on lease liabilities	1.76	2.67
Short-term leases expensed	21.99	19.66
Total	23.75	22.33

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

33 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:

Name of the related party	Location	Nature of the relationship
CIEL Skills and Careers Private Limited	India	Subsidiaries
Ma Foi Strategic Consultanats Private limited	India	
Integrum Technologies Private Limited	India	
Next Leap Carrer Solutions Private Limited	India	
CIEL Technologies Private Limited	India	
Aargee Staffing Services Private Limited	India	
FirstVenture Corporation Private Limited	India	
People Metrics Private Limited (w.e.f 04 th October 2024)	India	
Thomas assessments Private Limited (w.e.f 04 th October 2024)	India	
Vibrant Screen Private Limited (w.e.f 27 th March 2025)	India	
CIEL Powertrain Solutions Private Limited (w.e.f 09 th April 2025)	India	
Karuppasamy Pandiarajan	India	Executive Chairman & Director
Aditya Narayan Mishra	India	MD & CEO
Santhosh Nair	India	Director & COO
Hemalatha Rajan	India	Executive Director
Doraiswamy Rajiv Krishnan	India	Executive Director
Saurabh Ashok More	India	Group CFO
Lalita Pasari	India	Company Secretary (w.e.f. 27 th June 2024)
Sornammal Educational Trust	India	Entities over which KMP are able to exercise significant influence
The Ma Foi Foundation	India	
Athera Enterprises Private Limited	India	

Key management personnel compensation:

Particulars	31 st March 2025	31 st March 2024
Karuppasamy Pandiarajan	9.53	7.59
Hemalatha Rajan	7.97	3.28
Aditya Narayan Mishra	11.79	12.30
Santhosh Nair	8.11	9.30
Doraiswamy Rajiv Krishnan	11.24	-
Saurabh Ashok More	6.73	5.07
Lalita Pasari	1.45	-
	56.82	37.54

*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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Transactions with related parties during the year are as follows:

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
Revenue from Operations			
Integrum Technologies Private Limited	Subsidiary	2.18	4.12
FirstVenture Corporation Private Limited	Subsidiary	0.06	-
Mafoi Strategic Consultants Pvt Ltd	Subsidiary	0.28	0.91
CIEL Skills and Careers Private Limited	Subsidiary	1.49	0.13
Aargee Staffing Services Private Limited	Subsidiary	0.31	-
Next Leap Carrer Solutions Private Limited	Subsidiary	42.97	52.78
People Metrics Private Limited	Subsidiary	7.50	-
Thomas assessments Private Limited	Subsidiary	2.51	-
CIEL Technologies Private Limited	Subsidiary	0.03	2.75
Other Income			
CIEL Technologies Private Limited	Subsidiary	0.96	0.18
Integrum Technologies Private Limited	Subsidiary	3.68	1.13
Mafoi Strategic Consultants Pvt Ltd	Subsidiary	12.29	6.25
CIEL Skills and Careers Private Limited	Subsidiary	0.53	0.25
Aargee Staffing Services Private Limited	Subsidiary	0.55	0.05

Finance Costs - Interest on debentures	Nature of the relationship	31 st March 2025	31 st March 2024
Aditya Narayan Mishra	Key management personnel	0.14	0.24
Santhosh Nair	Key management personnel	0.12	0.12
Hemalatha Rajan	Key management personnel	0.29	0.50
Sheetal Saurabh More	Relative of Key Managerial Personnel	0.10	0.10

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
Other expenses			
CIEL Skills and Careers Private Limited	Subsidiary	5.07	0.06
Ma Foi Strategic Consultanats Private limited	Subsidiary	0.54	0.99
Integrum Technologies Private Limited	Subsidiary	19.49	15.90
Next Leap Carrer Solutions Private Limited	Subsidiary	0.72	1.88
Firstventure Corporation Private Limited	Subsidiary	1.03	0.29
Thomas assessments Private Limited	Subsidiary	0.01	-
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	1.12	1.00
Sornamal Educational Trust	Entities over which KMP are able to exercise significant influence	5.40	5.47

Dividend Payment

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
Karuppasamy Pandiarajan	Key managerial personnel	5.24	2.56
Aditya Narayan Mishra	Key managerial personnel	1.67	0.82
Santhosh Nair	Key managerial personnel	1.12	0.55
Hemalatha Rajan	Key managerial personnel	1.92	0.94
Doraiswamy Rajiv Krishnan	Key managerial personnel	0.04	0.02

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Amount due to/from related party:

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
Trade Receivables			
Mafoi Strategic Consultants Pvt Ltd	Subsidiary	0.02	0.24
CIEL Skills and Careers Private Limited	Subsidiary	1.52	0.43
Next Leap Carrer Solutions Private Limited	Subsidiary	88.87	48.60
Firstventure Corporation Private Limited	Subsidiary	0.07	-
CIEL Technologies Private Limited	Subsidiary	-	2.97
Thomas assessments Private Limited	Subsidiary	0.01	
Loans and advances given			
CIEL Skills and Careers Private Limited	Subsidiary	12.25	5.20
Ma Foi Strategic Consultanats Private limited	Subsidiary	159.10	102.40
Integrum Technologies Private Limited	Subsidiary	57.46	21.12
CIEL Technologies Private Limited	Subsidiary	19.77	2.77
Aargee Staffing Services Private Limited	Subsidiary	0.45	5.94
Other Financial Asset- Security Deposit			
Sornamal Educational Trust	Entities over which KMP are able to exercise significant influence	2.60	2.60
Trade payables			
CIEL Skills and Careers Private Limited	Subsidiary	-	0.20
Ma Foi Strategic Consultanats Private limited	Subsidiary	0.02	-
Firstventure Corporation Private Limited	Subsidiary	0.12	0.31

Non Current Borrowings - Debentures

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
Aditya Narayan Mishra	Key managerial personnel	1.35	1.35
Santhosh Nair	Key managerial personnel	1.20	1.20
Hemalatha Rajan	Key managerial personnel	-	5.00
Sheetal Saurabh More	Relative of Key Managerial Personnel	1.00	1.00

During the year movement for balance sheet items:

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
Loans given to related parties during the year			
CIEL Technologies Private Limited	Subsidiary	49.13	47.00
Integrum Technologies Private Limited	Subsidiary	36.42	13.64
Ma Foi Strategic Consultanats Private limited	Subsidiary	56.70	66.51
CIEL Skills and Careers Private Limited	Subsidiary	7.13	2.65
Aargee Staffing Services Private Limited	Subsidiary	47.96	17.94
Loans given repaid by related parties during the year			
CIEL Technologies Private Limited	Subsidiary	32.13	67.06
Aargee Staffing Services Private Limited	Subsidiary	53.45	12.00
CIEL Skills and Careers Private Limited	Subsidiary	0.07	0.12
Ma Foi Strategic Consultanats Private limited	Subsidiary	-	3.69
Integrum Technologies Private Limited	Subsidiary	3.76	-
Non Current Borrowings - Debentures repayment			
Aditya Narayan Mishra	Key managerial personnel	-	2.50
Hemalatha Rajan	Key managerial personnel	5.00	-

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

34 Employee Benefits

(A) Defined contribution plans

Contribution towards employee provident fund and others, which is a defined contribution plan for the year ending 31st March 2025 aggregated to INR 786.34 Mn and for the year ending 31st March 2024 aggregated to INR 599.51 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 st March 2025	31 st March 2024
Present value of obligation as at the end of the year	15.13	10.97
Fair Value of plan assets at the end of the year	-	-
Net (asset) / liability recognized in Balance Sheet	15.13	(10.97)
Current liability	2.53	1.75
Non-current liability	12.60	9.22
Total	15.13	10.97

ii) Changes in the present value of benefit obligation

Particulars	31 st March 2025	31 st March 2024
Present value of obligation at the beginning of the year	10.97	8.87
Included in profit or loss		
Current service cost	3.63	2.73
Past service cost	-	-
Interest cost	0.76	0.63
	4.39	3.36
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in demographic assumptions	-	-
Changes in financial assumptions	0.51	0.02
Experience adjustment	(0.12)	(0.98)
	0.39	(0.96)
Other		
Benefits paid	(0.62)	(0.30)
Present value of obligation at the end of the year	15.13	10.97

iii) Changes in the fair value of plan assets

The Company does not have any plan assets.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

iv) Reconciliation of balance sheet amount

Particulars	31 st March 2025	31 st March 2024
Opening net (asset)/liability	10.97	8.87
Expense/(income) recognised in profit and loss	4.39	3.36
Expense/(income) recognised in other comprehensive income	0.39	(0.96)
Benefits Paid directly be employer	(0.62)	(0.30)
Balance sheet (Asset)/Liability at the end of the year	15.13	10.97

v) Expense recognized in the statement of profit and loss

Particulars	31 st March 2025	31 st March 2024
Current service cost	3.63	2.73
Past service cost	-	-
- Interest expense on DBO	0.76	0.63
Total expenses recognized in the statement of profit and loss	4.39	3.36

vi) Expense recognized in other comprehensive income

Particulars	31 st March 2025	31 st March 2024
Actuarial (gains)/ losses arising from:		
- Experience	(0.12)	(0.98)
- Assumptions changes	0.51	0.02
Net actuarial (gains) / losses recognised in OCI	0.39	(0.96)

vii) Acturial Assumptions

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

Particulars	31 st March 2025	31 st March 2024
Gratuity plan		
Discount rate	6.62%	7.19%
Future Salary growth	7.00%	7%
Attrition rate	40%	40%

viii) Maturity analysis

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

Particulars	31 st March 2025	31 st March 2024
Within one year	2.65	1.84
Between one and two years	1.59	1.45
Between two and five years	2.84	2.15
Later than five years	16.69	12.78
	23.77	18.22

NOTES FORMING PART OF THE STANDALONE IND AS 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 st March 2025	31 st March 2024
Change in Discount rate		
Delta effect + 1%	(0.80)	(0.59)
Delta effect - 1%	0.89	0.66
Change in rate of salary increase		
Delta effect + 1%	0.62	0.46
Delta effect - 1%	(0.58)	(0.42)
Change in withdrawal rate		
Delta effect + 1%	(0.10)	(0.06)
Delta effect - 1%	0.10	0.06
Change in Mortality rate		
Delta effect + 1%	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.

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 depute employeees 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 st March 2025	31 st March 2024
Present value of obligation as at the end of the year	160.94	111.58
Fair Value of plan assets at the end of the year	-	-
Net (asset) / liability recognized in Balance Sheet	160.94	111.58
Current liability	22.89	15.15
Non-current liability	138.05	96.43
Total	160.94	111.58

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

ii) Changes in the present value of benefit obligation

Particulars	31 st March 2025	31 st March 2024
Present value of obligation at the beginning of the year	111.58	77.12
Included in profit or loss		
Current service cost	75.40	53.35
Past service cost	-	-
Interest cost	7.94	5.53
	83.34	58.88
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in demographic Assumptions	-	-
Changes in financial assumptions	4.89	1.26
Experience adjustment	(37.26)	(25.68)
Return on plan assets excluding interest income	-	-
	(32.37)	(24.42)
Others		
Benefits paid	(1.61)	-
Present value of obligation at the end of the year	160.94	111.58

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 st March 2025	31 st March 2024
Opening net (asset)/liability	111.58	77.12
Expense/(income) recognised in profit and loss	83.34	58.88
Expense/(income) recognised in other comprehensive income	(32.37)	(24.42)
Benefits paid	(1.61)	-
Balance sheet (Asset)/Liability at the end of the year	160.94	111.58

v) Expense recognized in the statement of profit and loss

Particulars	31 st March 2025	31 st March 2024
Current service cost	75.40	53.35
Net Interest cost	-	-
Past service cost		
- Interest expense on DBO	7.94	5.53
Total expenses recognized in the statement of profit and loss	83.34	58.88

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 st March 2025	31 st March 2024
Actuarial (gains)/ losses arising from:		
- Experience	(37.26)	(25.68)
- Assumptions changes	4.89	1.26
Net actuarial (gains) / losses recognised in OCI	(32.37)	(24.42)

NOTES FORMING PART OF THE STANDALONE IND AS 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	31 st March 2025	31 st March 2024
Gratuity plan		
Discount rate	6.61%	7.17%
Future salary growth	7.00%	7%
Attrition rate	50.00%	50%

viii) Maturity analysis

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

Particulars	31 st March 2025	31 st March 2024
Within one year	23.92	15.86
Between one and two years	14.08	9.79
Between two and five years	22.43	15.55
Later than five years	181.80	133.08
	242.23	174.28

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 st March 2025	31 st March 2024
Change in Discount rate		
Delta effect + 1%	(7.88)	(5.45)
Delta effect - 1%	8.73	6.02
Change in rate of salary increase		
Delta effect + 1%	7.91	5.49
Delta effect - 1%	(7.25)	(11.59)
Change in withdrawal rate		
Delta effect + 1%	(3.18)	(2.28)
Delta effect - 1%	(7.65)	2.36
Change in Mortality rate		
Delta effect + 1%	(10.60)	0.01

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 IND AS 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.

35 Fair values of financial assets and financial liabilities

Particulars	31 st March 2025		31 st March 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Financial assets valued at amortized cost				
Non Current				
Investments	1,072.99	1,072.99	359.10	359.10
Other financial assets	44.45	44.45	101.16	101.16
Current				
Trade receivable	1,733.99	1,733.99	1,346.56	1,346.56
Bank balances other than cash and cash equivalent	79.38	79.38	-	-
Loans	249.03	249.03	137.43	137.43
Cash and cash equivalents	5.38	5.38	20.12	20.12
Other financial assets	-	-	32.40	32.40
Total financial assets	3,185.22	3,185.22	1,996.77	1,996.77
Financial liabilities				
Financial Liabilities valued at amortized cost				
Non Current				
Borrowings	63.61	63.61	43.70	43.70
Lease liabilities	10.46	10.46	11.66	11.66

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Particulars	31 st March 2025		31 st March 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Current				
Borrowings	884.90	884.90	487.36	487.36
Trade payables	120.48	120.48	68.60	68.60
Lease liability	10.16	10.16	12.53	12.53
Other financial liabilities	792.18	792.18	577.11	577.11
Total financial liabilities	1,881.79	1,881.79	1,200.96	1,200.96

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.

- (i): 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.

36 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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Interest rate sensitivity: The company do not have any exposure to borrowings with fluctuating interest rates during the year ending 31st March 2025 and 31st March 2024.

(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.

(iii) 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 st March 2025	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	884.90	17.36	867.54	-	-	884.90
Long-term borrowings	63.61	-	-	63.61	-	63.61
Lease liability	20.62	2.82	6.71	11.09	-	20.62
Trade payables	120.48	61.55	58.93	-	-	120.48
Other financial liability	792.18	792.18	-	-	-	792.18
	1,881.79	873.91	933.18	74.70	-	1,881.79

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

31 st 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

37 Employee Stock Option Scheme (ESOP)

- (i) The board vide its resolution dated 12th January 2022 and members in the extra ordinary general meeting held on 27th January 2022, approved the "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.

Further the board vide its resolution dated 19th March 2025, approved the extension of the exercise period by further 1 year, consequently the exercise period stands modified to 3 years.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

Particulars	31 st March 2025		31 st March 2024	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	68,110	10	66,900	10
Add:				
Options granted during the year	-		5,000	
Less:				
Options exercised during the year	2,123	10	-	10
Options forfeited during the year	1,600	10	3,790	10
Options outstanding at the end of the year	64,387	10	68,110	10
Option exercisable at the end of the year	61,887		60,610	

The options outstanding at the year ended on 31st March 2025 with exercise price of INR 10 are 64,387 options and the weighted average remaining contractual life of all options are 1.50 years and The options outstanding at the year ended on 31st March 2024 with exercise price of INR 10 are 68,110 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 st March 2025	31 st March 2024
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 26 for total expenses arising from Employee Stock Option Scheme (ESOP) recognised in statement of profit or loss.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

- (ii) The board vide its resolution dated 03rd May 2024 and members in the extra ordinary general meeting held on 10th June 2024, approved the "Group Employee Stock Option Plan, 2024 (CSOP 2024) – 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 st March 2025		31 st March 2024	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	-	2	-	2
Add:				
Options granted during the year	5,32,404		-	
Less:				
Options exercised during the year	-	2	-	2
Options forfeited during the year	18,200	2	-	2
Options outstanding at the end of the year	5,14,204	2	-	2

Option exercisable at the end of the year -

The options outstanding at the period ending on 31st March 2025 with exercise price of INR 2 are 5,14,204 options and the weighted average remaining contractual life of all options are 4.01 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 st March 2025	31 st March 2024
Weighted average fair value of the options at the grant dates (INR)	205.20	-
Dividend yield (%)	0%	-
Risk free interest rate (%)	6.64% to 6.69%	-
Expected life of share options (years)	1.5 to 3 years	-
Expected volatility (%)	31.50% to 34.20%	-
Weighted average share price (INR)	205.20	-

Refer note 26 for total expenses arising from Employee Stock Option Scheme (ESOP) recognised in statement of profit or loss.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

38 (A) The Company has advanced or loaned to Ma Foi Strategic Consultanats Private limited and CIEL Skills and Careers Private Limited (Intermediaries). The terms of such transaction have been recorded in writing or otherwise. The Intermediary has (Refer details below)

Particulars	Funding Party	Date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary as follows (Amount in INR Million)	Date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries as follows (Amount in INR Million)	Whether relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and	Whether the transactions are not violative of the Prevention of Money- Laundering act, 2002 (15 of 2003).
Ma foi Foundation (Ultimate Beneficiary)	CIEL HR Services Limited	Ma Foi Strategic Consultanats Private limited (Intermediary) Revolving Loan Outstanding as on 31 March 2025- INR 159.10 31 March 2024- INR 102.40 31 March 2023- INR 39.59	Revolving Loan Outstanding as on 31 March 2025- INR 12.69 31 March 2024- INR 4.10 31 March 2023 - INR 0.84	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
CIEL Skills and Careers Private Limited (Ultimate Beneficiary)	CIEL HR Services Limited	CIEL Skills and Careers Private Limited (Intermediary) Revolving Loan Outstanding as on 31 March 2025- INR 12.25 31 March 2024- INR 5.20 31 March 2023- INR 2.66	Revolving Loan Outstanding as on 31 March 2025- INR 5.87 31 March 2024- INR 3.82 31 March 2023- INR 1.54	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
Ma foi Foundation (Ultimate Beneficiary)	CIEL HR Services Limited	CIEL Skills and Careers Private Limited (Intermediary) Revolving Loan Outstanding as on 31 March 2025- INR 12.25 31 March 2024- INR 5.20 31 March 2023- INR 2.66	Revolving Loan Outstanding as on 31 March 2025- INR 9.58 31 March 2024- INR 8.08 31 March 2023- INR 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

(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:

- 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,

NOTES FORMING PART OF THE STANDALONE IND AS 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 period 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,
- (viii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

40 Ratios

S No.	Ratio	Formula	Ratio as on 31 st March 2025	Ratio as on 31 st March 2024	Variation	Reason (If variation is more than 25%)
(a)	Current Ratio	Current Assets ⁽ⁱ⁾ / Current Liabilities ⁽ⁱⁱ⁾	1.14	1.30	(12%)	-
(b)	Debt-Equity Ratio	Total Debt ⁽ⁱⁱⁱ⁾ / Shareholder's Equity	0.69	0.63	10%	-
(c)	Debt Service Coverage Ratio	Earning available for debt Service ^(iv) / Debt Service ^(v)	0.18	0.25	(27%)	The variance is on account of increased debt obligations during the year.
(d)	Return on Equity Ratio	Profit after tax less pref. Dividend x 100 / Average Shareholder's Equity	0.08	0.10	(18%)	-
(f)	Trade Receivables Turnover Ratio	Net Credit Sales / Average Trade Receivables	9.25	12.85	(28%)	The variance is on account of increase in average trade receivables during the year.
(g)	Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	2.57	2.83	(9%)	-
(h)	Net Capital Turnover Ratio	Net Sales / Working Capital	46.83	25.37	85%	The rise in the ratio is on account of more efficient use of net working capital driven by higher revenues.
(i)	Net Profit Ratio	Net Profit / Net Sales	0.01	0.01	6%	-
(j)	Return on Capital Employed	EBIT / Capital Employed ^(vi)	0.07	0.10	(23%)	-
	Return on Investment	Time Weighted Rate of Return (TWRR) ^(vii)	0.07	0.07	(11%)	-

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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

- (vii) $\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}$
 $\{MV(T0) + \text{Sum } [W(t) * C(t)]\}$
 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 $[T1 - t] / T1$.
- (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.

41 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, the Company, meets the applicability threshold for the year ended 31st March 2025 and hence company is required to spend funds on Corporate Social Responsibility ("CSR") activities. The Corporate Social Responsibility ("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:

41.01 Particulars	31 st March 2025	31 st March 2024
Gross amount required to be spent as per Section 135 of the act	1.12	-
Add: Amount unspent from previous periods	-	-
Total gross amount required to be spent during the year	1.12	-

41.02 Particulars	31 st March 2025	31 st March 2024
Amount approved by the CSR committee/ Board to be spent during the year	1.12	1.00

41.03 Amount spent during the year

Particulars	31 st March 2025	31 st March 2024
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	1.12	1.00
Total amount spent during the year	1.12	1.00
Amount remaining unspent at the end of the year	-	-

41.04 Contribution to Related Parties/ CSR Expenditure incurred with Related Parties

Name	Nature of Relationship	31 st March 2025	31 st March 2024
Contribution to The MA FOI Foundation	Entities over which KMP are able to exercise significant influence	1.12	1.00

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

42 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.

		31 st March 2025	31 st March 2025
Equity		1,367.24	841.56
Convertible preference share		-	-
Total equity	(i)	1,367.24	841.56
Borrowings other than convertible preference shares		948.51	531.06
Less: cash and cash equivalents		(5.38)	(20.12)
Total debt	(ii)	943.13	510.94
Overall financing	(iii) = (i) + (ii)	2,310.37	1,352.50
Gearing ratio	(ii)/ (iii)	41%	38%

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2025 and 31st March 2024.

- 43** The Board of Directors at their meeting held on 03rd May 2024 has 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 06th June 2024.

The Company is in compliance with Section 123 of the act.

44 Audit Trail

The Company has used Tally Prime Edit Log accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, except that audit trail feature was not enabled at the database level in respect of payroll processing (APPI) and revenue invoicing (ICON) softwares to log any direct data changes.

Further, to the extent enabled, audit trail feature has operated throughout the year for all relevant transactions recorded in the accounting softwares. Also, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior years has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in prior year.



NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

45 Subsequent Events

On 09th April 2025, the company has incorporated the wholly owned subsidiary 'CIEL Powertrain Solutions Private Limited with registered office at Plot No. 3726, Door No.41, Ma Foi House, 6th Avenue, Anna Nagar Chennai, Tamil Nadu, India, 600040. The subsidiary shall undertake the business of HR services.

The Board of Directors at their meeting held on 23rd May 2025 declared final dividend of INR 0.32 per equity share (face value of INR 02 each) for the financial year 2024-25 aggregating to INR 13.60 Mn, subject to its approval by the shareholders, in the ensuing Annual General Meeting of the Company.

46 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 28th September 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 13th November 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.

47 The special purpose standalone interim financial statements are approved for issue by the Company's Board of Directors on 23rd May 2025.

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

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Chennai, India

Date: 23rd May 2025

Place: Bangalore, India

Date: 23rd May 2025

Saurabh Ashok More

Group Chief Financial Officer

Lalita Pasari

Company Secretary and Compliance Officer

Place: Hyderabad, India

Date: 23rd May 2025

Place: Bangalore, India

Date: 23rd May 2025

Place: Bangalore, India

Date: 23rd May 2025

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 31st March 2025, 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 31st March 2025, and of consolidated profit (including 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 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 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.

Auditors' 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 Matters:

- a. We did not audit the financial statements of five subsidiaries whose financial statements reflect total assets of INR 453.11 Million as at 31st March 2025, total revenues of INR 233.67 Million and net cash flows amounting to INR (79.32) Million 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.

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.

In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except that back-up of the books of account and other books and papers maintained in electronic mode by its four subsidiaries entities located in India has not been kept in servers physically located in India on a daily basis since manual Backup performed only on working days as explained in Note 48 to the consolidated financial statements except for the matters stated in the paragraph g below on reporting under Rule 11(g).

- b. 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.

- c. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- d. The audit reports on the financial statements of Aargee Staffing Services Private Limited, Firstventure Corporation Private Limited, People Metrics Private Limited, Thomas Assessments Private Limited and Vibrant Screen Private Limited are subsidiaries of the Holding Company, issued by an independent firm of Chartered Accountants vide its audit report dated 07th May 2025, 07th May 2025, 07th May 2025, 07th May 2025 and 07th May 2025 respectively.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March 2025 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 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. 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".
- 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 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, associates and joint ventures 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, associates and joint ventures respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 42 to the consolidated financial statements, 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, associates and joint ventures 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 Holding Company or any of such subsidiaries, associates and joint ventures ("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, associates and joint ventures 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, associates and joint ventures respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 42 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiaries, associates and joint ventures from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, associates and joint ventures 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. The final dividend paid by the Holding Company, its subsidiaries, associates and joint ventures during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- vi. Based on our examination which included test checks, and based on the other auditor's reports of Holding Company and its Subsidiary Companies incorporated in India whose financial statements have been audited under the Act, have used accounting software for maintaining their respective books of account for the year ended 31st March 2025, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in respect of five subsidiaries Instances of accounting software for maintaining its books of account which had a feature of recording audit trail (edit log) facility, and the same has not operated throughout the year for all relevant transactions recorded in the software and further, during the course of audit we and above referred subsidiaries, did not come across any instance of audit trail feature being tampered with.
- In respect of Holding Company no audit trail feature was enabled at the database level in respect of accounting software used by it for maintaining its books of account for payroll processing (APPI) and revenue invoicing (ICON) during the year.
- Additionally, the audit trail of prior year has been preserved by the Holding Company and above referred Subsidiaries as per the statutory requirements for record retention.

2. In our opinion, according to information, explanations given to us, the remuneration paid by the Group to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.
3. 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: 25205226BMKTRK4938

Date: 23rd May 2025

Place: Hyderabad



ANNEXURE A 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)

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: 25205226BMKTRK4938

Date: 23rd May 2025

Place: Hyderabad

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 31st March 2025]

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2025, 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 Group, 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 31st March 2025, 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

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

The respective Management and the Board of Directors of the Group, 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 issued by ICAI. 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 Group, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with 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 Group, 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 five subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of the branches and 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: 25205226BMKTRK4938

Date: 23rd May 2025

Place: Hyderabad

CONSOLIDATED BALANCE SHEET

 As at 31st March 2025

(Amount in INR Millions, unless otherwise stated)

	Notes	As at 31 st March 2025	As at 31 st March 2024
I ASSETS			
Non-current assets			
Property, plant and equipment	4	33.31	14.91
Right-of-use assets	5	40.07	21.89
Goodwill	7	829.34	343.06
Other intangible assets	6 (a)	328.91	187.70
Intangible assets under development	6 (b)	33.64	34.89
Financial assets			
(i) Investments	8	0.18	0.18
(ii) Other financial assets	10	163.99	101.91
Other non-current assets	11	138.62	96.61
Deferred tax asset (net)	32.04	39.14	19.78
Total non-current assets		1,607.20	820.93
Current assets			
Financial assets			
(i) Trade receivables	12	2,026.08	1,518.57
(ii) Cash and cash equivalents	13	79.39	52.06
(iii) Bank balances other than cash and cash equivalents	14	83.08	54.20
(iv) Loans	9	22.29	22.69
(v) Other financial assets	10	0.36	33.99
Other current assets	15	531.75	331.33
Total current assets		2,742.95	2,012.84
Total assets		4,350.15	2,833.76
II EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	85.01	80.84
Other equity	17	971.32	692.67
Equity attributable to owners of the parent		1,056.33	773.51
Non-controlling interests		-	54.13
Total equity		1,056.33	827.64
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	18	70.30	55.47
(ii) Lease liabilities	34	22.70	11.65
(iii) Other financial liabilities	19	424.91	152.95
Provisions	20	192.37	128.62
Total non-current liabilities		710.28	348.69
Current liabilities			
Financial liabilities			
(i) Borrowings	21	910.46	531.35
(ii) Lease liabilities	34	20.49	12.53
(iii) Trade payables	22		
- total outstanding dues of micro and small enterprises		11.03	3.45
- total outstanding dues of creditors other than micro and small enterprises		182.63	112.27
(iv) Other financial liabilities	23	1,008.19	665.01
Other current liabilities	24	355.22	282.98
Provisions	20	29.70	20.27
Current tax liabilities (net)	25	65.82	29.57
Total current liabilities		2,583.54	1,657.43
Total liabilities		3,293.82	2,006.12
Total equity and liabilities		4,350.15	2,833.76

See accompanying notes forming part of the consolidated Ind AS 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: 23rd May 2025

 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: 23rd May 2025

Saurabh Ashok More
 Group Chief Financial Officer

 Place: Bangalore, India
 Date: 23rd May 2025

Aditya Narayan Mishra
 Managing Director and CEO
 DIN: 05303409

 Place: Bangalore, India
 Date: 23rd May 2025

Lalita Pasari
 Company Secretary & Compliance Officer

 Place: Bangalore, India
 Date: 23rd May 2025



CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

	Notes	Year ended 31 st March 2025	Year ended 31 st March 2024
Income			
Revenue from operations	26	15,044.63	10,857.35
Other income	27	34.08	24.61
Total income (I)		15,078.71	10,881.96
Expenses			
Employee benefits expense	28	14,240.84	10,322.62
Finance costs	29	98.66	75.71
Depreciation and amortization expense	30	86.60	41.33
Other expenses	31	486.23	317.78
Total expenses (II)		14,912.33	10,757.44
Profit before tax		166.38	124.52
Tax expense			
Current tax	32	30.57	20.72
Adjustments in respect of current income tax of previous year	32	2.14	0.75
Deferred tax	32	(13.00)	(5.43)
Total tax expense (IV)		19.71	16.04
Profit for the year (III-IV)		146.67	108.48
Other comprehensive income			
Items not to be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit plans		(1.63)	1.41
Income tax effect on these items		0.27	(0.35)
Other comprehensive income/(loss) for the year, net of tax		(1.36)	1.06
Total comprehensive income/(loss) for the year, net of tax (V + VI)		145.31	109.54
Profit for the year attributable to			
Owners of the parent		147.26	99.82
Non-controlling interests		(0.59)	8.66
		146.67	108.48
Other comprehensive income for the year attributable to			
Owners of the parent		(1.48)	0.94
Non-controlling interests		0.12	0.12
		(1.36)	1.06
Total comprehensive income for the year attributable to			
Owners of the parent		145.78	100.76
Non-controlling interests		(0.47)	8.78
		145.31	109.54
Earnings per share (face value of INR 2 each)	33		
- Basic (INR)		3.52	2.55
- Diluted (INR)		3.45	2.53

See accompanying notes forming part of the consolidated Ind AS 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: 23rd May 2025

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: 23rd May 2025

Saurabh Ashok More
Group Chief Financial Officer

Place: Bangalore, India
Date: 23rd May 2025

Aditya Narayan Mishra
Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 23rd May 2025

Lalita Pasari
Company Secretary & Compliance Officer

Place: Bangalore, India
Date: 23rd May 2025

CONSOLIDATED STATEMENT OF CASH FLOWS

 For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 st March 2025	Year ended 31 st March 2024
Cash flow from operating activities		
Profit before tax	166.38	124.52
Profit before income tax	166.38	124.52
Adjustments for:		
Depreciation and amortization expenses	86.60	41.33
Unrealized foreign exchange gain	0.93	0.35
Employee stock option scheme compensation	28.47	22.62
Interest expense on borrowings	69.05	57.77
Interest expense on leases	3.00	2.67
Other finance costs	4.26	6.02
Interest income	(28.29)	(9.83)
Interest expense on financial liabilities	19.74	6.69
Provision for Gratuity & Compensated Absences	14.73	7.94
Gain on sale of Property, plant and equipment	(2.38)	(0.26)
Provision for credit impaired receivables	3.92	1.00
Bad debts written off	6.49	4.05
Amortised cost adjustments for financial instruments	(0.34)	(0.26)
Liabilities written back	(2.38)	(0.10)
Operating profit before working capital changes	370.18	264.51
Changes in working capital		
Increase/ (Decrease) in trade payables	60.48	28.13
Increase/ (Decrease) in other current liabilities	64.47	35.78
Increase / (Decrease) in provisions	48.55	29.87
Increase/ (Decrease) in other financial liabilities	250.80	175.83
Decrease/ (Increase) in trade receivables	(437.56)	(441.79)
Decrease/ (Increase) in other financial assets	97.56	(25.31)
Decrease/(Increase) in other assets	(177.22)	(117.84)
Cash generated from operations	277.27	(50.82)
Tax expense	(1.15)	(1.81)
Net cash flows in operating activities (A)	276.12	(50.63)
Cash flow from investing activities		
Payment for property, plant and equipment, intangible assets and intangibles under development	(234.20)	(116.55)
Purchase of Investments	(68.44)	-
Proceeds from sale/ disposal of Property, plant and equipment	2.38	0.50
Advance or loans made to employees/ other parties	(3.58)	
Loan to related parties	(10.11)	(3.87)
Payments for acquisition of subsidiaries, net of assets acquired	(373.35)	(60.02)
Loan to others	10.51	0.54
Movement in bank deposits	(28.54)	(25.52)
Interest income received	28.29	5.23
Net cash used in investing activities (B)	(608.61)	(199.69)



CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 st March 2025	Year ended 31 st March 2024
Cash flow from financing activities		
Proceeds from issuance of equity share capital including share application money	45.28	269.97
Share issue transaction costs	(0.12)	(5.12)
Proceed from issue of Debentures or Bonds	11.10	1.70
Proceeds from Borrowings, net	318.65	45.14
Repayment of Debentures	(5.00)	(1.00)
Dividend paid	(11.32)	(5.27)
Principal paid on lease liabilities	8.49	(11.59)
Interest paid on lease liabilities	(3.00)	(2.67)
Other finance costs	(4.26)	(6.02)
Net cash flows from financing activities (C)	359.82	285.14
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	27.33	32.82
Cash and cash equivalents at the beginning of the year	52.06	19.24
Cash and cash equivalents at the end of the year	79.39	52.06
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	78.24	51.64
Cash on hand	1.15	0.42
Total cash and cash equivalents at end of the year	79.39	52.06
See accompanying notes forming part of the consolidated Ind AS 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: 23rd May 2025

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: 23rd May 2025

Saurabh Ashok More

Group Chief Financial Officer

Place: Bangalore, India

Date: 23rd May 2025

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 23rd May 2025

Lalita Pasari

Company Secretary & Compliance Officer

Place: Bangalore, India

Date: 23rd May 2025

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

(A) Equity share capital (refer note no.16)

For the year ended 31 st March 2024	No. of shares	Amount
Balance as at 01st April 2023	43,91,639	43.92
Changes in equity share capital during the current year	36,92,502	36.93
Balance as at 31st March 2024	80,84,141	80.84

For the year ended 31 st March 2025	No. of shares	Amount
Balance as at 01st April 2024	80,84,141	80.84
Changes in equity share capital during the year before sub-division	3,937	0.04
Outstanding after Sub-division during the year	80,88,078	80.88
Changes in equity share capital during the year after sub-division	4,04,40,390	80.88
Balance as at 31st March 2025	4,25,04,255	85.01

(B) Other equity

for the year ended 31st March 2025 (refer note no.17)

Particulars	Share application money pending allotment	Reserve and Surplus					Items of Other Comprehensive Income	Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debt redemption reserve	Retained Earnings	Employee Stock options outstanding account				
Balance as at 01st April 2024	1.95	0.18	598.51	10.96	(1.60)	81.37	1.30	692.67	54.13	746.80
Profit for the year	-	-	-	-	147.26	-	-	147.26	(0.59)	146.67
Other comprehensive income	-	-	-	-	-	-	(1.48)	(1.48)	0.12	(1.36)
Securities premium credited on share issue	-	-	422.97	-	-	-	-	422.97	-	422.97
Share application money received	59.27	-	-	-	-	-	-	59.27	-	59.27
changes/utilisation during the year	(61.22)	(298.94)	(0.12)	-	-	22.23	-	(338.05)	(53.66)	(391.71)
Employee stock option scheme compensation	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	(11.32)	-	-	(11.32)	-	(11.32)
Balance as at 31st March 2025	0.00	(298.76)	1,021.36	10.96	134.34	103.60	(0.18)	971.32	-	971.32

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2025

(Amount in INR Millions, unless otherwise stated)

for the year ended 31st March 2024 (refer note no.17)

Particulars	Share application money pending allotment	Reserve and Surplus					Items of Other Comprehensive Income			Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debt redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations				
							Attributable to owner of the Parent	Income			
Balance as at 01st April 2023	-	-	291.09	10.96	(96.15)	58.75	0.36	265.01	54.13	319.14	
Ind AS adjustment	-	-	-	-	-	-	-	-	-	-	
Profit for the year	-	-	-	-	99.82	-	0.94	100.76	-	100.76	
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	
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)	
Share application money received	1.95	-	-	-	-	-	-	1.95	-	1.95	
changes/utilisation during the year	-	-	(3.31)	-	-	-	-	(3.31)	-	(3.31)	
Employee stock option scheme compensation	-	-	-	-	-	22.62	-	22.62	-	22.62	
Dividends	-	-	-	-	(5.27)	-	-	(5.27)	-	(5.27)	
Balance as at 31st 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 consolidated Ind AS financial statements 1-50											

See accompanying notes forming part of the consolidated Ind AS 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

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Chennai, India

Date: 23rd May 2025

Place: Bangalore, India

Date: 23rd May 2025

Saurabh Ashok More

Group Chief Financial Officer

Place: Hyderabad, India

Date: 23rd May 2025

Lalita Pasari

Company Secretary & Compliance Officer

Place: Bangalore, India

Date: 23rd May 2025

NOTES FORMING PART OF THE CONSOLIDATED IND AS 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 23rd August 2010 under the provisions of the Companies Act, 1956 applicable in India. The registered office of the Parent 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 30th 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, Skilling and Background verification 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

(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 and and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements.

All amounts disclosed in Special Purpose Interim Consolidated Ind AS Financial Statements are reported in nearest Millions of Indian Rupees and have been rounded off to the nearest Millions, except per share data and unless stated otherwise.

(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 information on the basis that it will continue to operate as a going concern.

Basis of consolidation:

The consolidated financial information 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 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 31st 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

These Consolidated Ind AS Financial statements have been approved by the Board of Directors on 23rd May 2025.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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:

- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

Liabilities

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The 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 information 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 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 Consolidated Statement of Profit and Loss during the year in which they are incurred.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

2.03 Depreciation methods, estimated useful lives

Depreciation is the systematic allocation of the depreciable amount of Property plant and equipment 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 Property plant and equipment is the period over which Property plant and equipment 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.

(c) 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 IND AS 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 information 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 Consolidated 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 Consolidated 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 other comprehensive income or profit or loss are also recognised in other comprehensive income 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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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 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 information 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 information 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 information of the transferor is aggregated with the corresponding balance appearing in the consolidated financial information 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 01st April 2022 i.e. the transition date. Business combinations occurred prior to the transition date have not been restated.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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 or fixed fee.

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 and background verification 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.

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2.12 Taxes

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

(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 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 information. 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 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

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- 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 Right-of-use 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 consolidated statement of profit and loss and reflected in an allowance 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 consolidated 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.

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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.

(ii) Subsequent measurement

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

- at amortized cost; or
- at fair value through other comprehensive income; or
- 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 consolidated statement of profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to consolidated 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 AS 103 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 other comprehensive income. There is no recycling of the amounts from other comprehensive income to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

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

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

- the rights to receive cash flows from the financial asset is transferred or
- 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.

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(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 consolidated 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 consolidated 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.

(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.

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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 period 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 period. Actuarial losses/gains are recognized in the statement of profit and loss in the period 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 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 period after deducting preference dividends and any attributable tax thereto for the period. 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,

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information has been presented across two segments as follows:

HR Services	It provides suite of HR services including Search, selection and recruitment process outsources services, Professional staffing, Value staffing, Payroll and compliance, HR advisor, Skilling and Background Verification 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 information 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 information 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 information 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

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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.

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.

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(Amount in INR Millions, unless otherwise stated)

4 Property, plant and equipment

Particulars	Deemed Cost / Gross Carrying Amount					Depreciation				Net Carrying Amount	
	As at 1 st April 2024	Additions	Acquisition through Business Combination	Disposals	As at 31 st March 2025	As at 1 st April 2024	Acquisition through Business Combination	Depreciation For the year	Disposals		As at 31 st March 2025
Furniture and Fixtures	0.37	0.08	19.36		19.81	0.29	15.37	0.33		15.99	3.82
Vehicles	8.97	-	19.13	3.78	24.32	1.69	9.52	1.41		12.62	11.70
Office Equipment	0.92	0.47	9.88		11.27	0.43	9.17	0.29		9.89	1.38
Computers and equipment	16.72	8.19	38.76	0.11	63.56	9.66	33.28	5.40	0.04	48.30	15.26
Computers(network devices)	0.01	-	-		0.01	0.01	-	-		0.01	-
Leasehold Improvements	-	-	6.69	-	6.69	-	5.54	-		5.54	1.15
Total	26.99	8.74	93.82	3.89	125.66	12.08	72.88	7.43	0.04	92.35	33.31

Particulars	Deemed Cost / Gross Carrying Amount					Depreciation			Net Carrying Amount		
	As at 1 st April 2023	Additions	Acquisition through Business Combination	Disposals	As at 31 st March 2024	As at 1 st April 2023	Acquisition through Business Combination	Depreciation For the year			
Furniture and Fixtures	0.26	-	0.13	0.02	0.37	0.02	0.05	0.24	0.02	0.29	0.08
Vehicles	3.77	5.58	0.01	0.39	8.97	1.00	0.01	0.83	0.15	1.69	7.28
Office Equipment	0.47	0.49	0.02	0.06	0.92	0.24	0.02	0.23	0.06	0.43	0.49
Computers and equipment	9.60	5.54	1.65	0.07	16.72	4.86	1.60	3.27	0.07	9.66	7.06
Computers(network devices)	0.01	-	-	-	0.01	-	-	0.01	-	0.01	-
Total	14.11	11.61	1.81	0.54	26.99	6.12	1.68	4.58	0.30	12.08	14.91

4.01 Change in estimate

There are no changes in estimated during the year ended 31st March 2025.

As on 01st April 2023 the Group changed its depreciation method from 'written down value' to 'straight line'. During the current year ended 31st 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.

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4.02 Revaluation of Assets

The Company has not revalued its Property, plant and equipment (including right-of-use assets) during the year ended 31st March 2025 and 31st March 2024.

5 Right-of-use Assets

Particulars	Gross Carrying Amount				Depreciation			Net Carrying Amount			
	As at 01 st April 2024	Additions	Acquisition through Business Combination	Disposals	As at 31 st March 2025	Depreciation For the year	Acquisition through Business Combination	Disposals	As at 31 st March 2025		
Buildings	45.20	27.18	32.11	-	104.49	23.31	18.61	22.50	-	64.42	40.07
Total	45.20	27.18	32.11	-	104.49	23.31	18.61	22.50	-	64.42	40.07

Particulars	Gross Carrying Amount				Depreciation			Net Carrying Amount	
	As at 01 st April 2023	Additions	Acquisition through Business Combination	Disposals	As at 31 st March 2024	As at 01 st April 2023	Depreciation For the year	Disposals	As at 31 st March 2024
Buildings	45.20	-	-	-	45.20	10.53	12.78	-	23.31
Total	45.20	-	-	-	45.20	10.53	12.78	-	23.31
									21.89

5.01 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.

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6 (a) Other intangible assets

Particulars	Gross Carrying Amount					Amortisation			Net Carrying Amount			
	As at 01 st April 2024	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 st March 2025	As at 01 st April 2024	Acquisition through Business Combination		Amortisation for the year	Disposals	As at 31 st March 2025
Bridge Vendor	1.87	-	-	-	-	1.87	1.87	-	-	-	-	0.00
Computer Software	0.97	-	-	1.94	-	2.91	0.45	0.66	0.30	-	-	1.52
APPI Payroll	6.43	-	-	-	-	6.43	3.71	-	1.09	-	-	1.63
Rise HR Management	2.57	-	-	-	-	2.57	1.49	-	0.43	-	-	0.65
HYRE Equipment	3.86	-	-	-	-	3.86	2.22	-	0.65	-	-	0.99
Prosculpt	5.54	-	-	-	-	5.54	1.11	-	1.11	-	-	3.32
H Factor - Software	26.32	37.60	-	-	-	63.92	2.22	-	8.75	-	-	52.95
CIEL Job Platform	5.46	-	-	-	-	5.46	1.09	-	1.09	-	-	3.28
Website	0.13	-	-	-	-	0.13	0.09	-	0.02	-	-	0.02
Jombay Platform Software	81.50	123.75	-	-	-	205.25	10.52	-	23.65	-	-	171.08
Courseplay - Platform software	71.91	26.48	-	0.18	-	98.57	38.79	-	14.64	-	-	45.14
Brand -Jombay	34.47	-	-	-	-	34.47	4.24	-	3.45	-	-	26.78
Non-Compete	3.00	-	-	1.00	-	4.00	0.92	-	1.01	-	-	2.07
Product Ezycomp	13.51	-	-	-	-	13.51	1.12	-	2.70	-	-	9.69
Product - Ezy Conseil	-	6.16	-	-	-	6.16	-	-	0.93	-	-	5.23
Product - Helevate	-	4.17	-	-	-	4.17	-	-	0.63	-	-	3.54
Product - MaFoi Cloud	-	0.14	-	-	-	0.14	-	-	0.02	-	-	0.12
Right to Technical Know how	-	-	-	-	-	-	-	-	-	-	-	-
Right to use brand	-	-	-	-	-	-	-	-	-	-	-	-
Customer relationship	-	-	-	1.01	-	1.01	-	-	0.11	-	-	0.90
Total	257.54	198.30	-	4.13	-	459.97	69.84	0.66	60.58	-	131.06	328.91

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(Amount in INR Millions, unless otherwise stated)

Particulars	Deemed Cost / Gross Carrying Amount					Amortisation		Net Carrying Amount
	As at 01 st April 2023	Additions – being internally developed	Acquisition through Business Combination	Disposals	March 31, 2024	As at 01 st April 2023	Acquisition through Business Combination	
Bridge Vendor	1.87	-	-	-	1.87	1.17	-	0.70
Computer Software	0.97	-	-	-	0.97	0.12	-	0.33
APPI Payroll	6.43	-	-	-	6.43	2.62	-	1.09
Rise HR Management	2.57	-	-	-	2.57	1.05	-	0.44
HYRE Equipment	3.86	-	-	-	3.86	1.57	-	0.65
Proscript	5.54	-	-	-	5.54	-	-	1.11
H Factor - Software	11.03	15.29	-	-	26.32	-	-	2.22
CIEL Jobs Platform	5.46	-	-	-	5.46	-	-	1.09
Website	0.13	-	-	-	0.13	0.07	-	0.02
Jombay Platform Software	33.52	47.98	-	-	81.50	0.45	-	10.07
Courseplay - Platform software	-	-	71.91	-	71.91	-	37.88	0.91
Brand -Jombay	34.47	-	-	-	34.47	0.77	-	3.47
Non-Compete	3.00	-	-	-	3.00	0.17	-	0.75
Product Ezycomp	-	13.51	-	-	13.51	-	-	1.12
Total	108.85	76.78	71.91	-	257.54	7.99	37.88	23.97
				-	69.84			187.70

6.01 Revaluation of Intangible Assets

The Company has not revalued its Intangible assets during the current year

6.02 Change in estimate

There are no changes in estimated for the year ending 31st March 2025.

As on 01st April 2023 the Group changed its amortization method from 'written down value' to 'straight line'. During the year ended 31st 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

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6 (b) Intangible asset under development

Particulars	As at 01 st April 2024	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 st March 2025
Platforms	34.89	132.98	134.23	-	-	33.64

Particulars	As at 01 st April 2023	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 st March 2024
Platforms	8.32	88.06	61.49	-	-	34.89

6 (b).01 Ageing Schedule as at 31st March 2025

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	22.56	11.08	-	-	33.64
Total	22.56	11.08	-	-	33.64

Ageing Schedule as at 31st 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	-	-	-	33.64

7 Goodwill

	Amount
Cost	
As at April 2023	343.06
Additions	-
Disposals/Adjustments	-
As at 01st April 2024	343.06
Additions (refer note a b & c)	545.91
Changes on account of final purchase price allocation (refer note d & e)	(59.63)
As at 31st March 2025	829.34
Impairment	
As at April 2023	
Impairment loss recognised	-
As at 01st April 2024	-
Impairment loss recognised	-
As at 31st March 2025	-
Net book value	
As at 31st March 2025	829.34
As at 31st March 2024	343.06

7.01 Impairment test for goodwill

Goodwill is tested for impairment annually on 31st 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. The Group performed its annual impairment test of goodwill and determined that there was no impairment during the year.

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7.02 Business Combinations

a. Acquisition of Vibrant Screen Private Limited

On March 12, 2025, the Company entered into a share purchase agreement ('SPA') and shareholders agreement ('SHA') to acquire 100% stake in Vibrant Screen Private Limited ('VSPL'). In accordance with the SPA and SHA, the Holding company acquired 51% stake in VSPL for a purchase consideration of INR 224.40 Mn during the year ended 31st March 2025 and thus VSPL has become the subsidiary of the Holding Company. The Company has a contractual commitment to acquire the non-controlling 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	15.64	-	15.64
Other non current assets	120.39	-	120.39
Current assets	103.71	-	103.71
Liabilities	(48.34)	-	(48.34)
Total	191.40	-	191.40
Goodwill			324.54
Non-controlling interests			-
Purchase consideration			515.94
Satisfied by:			
Cash			286.47
Fair value of equity shares issued			-
Fair value of financial liability (call option rights)			229.47
Total purchase consideration transferred			515.94

b. Acquisition of Thomas Assessments Private Limited

On 04th October 2024, the Company entered into a share purchase agreement ('SPA') and shareholders agreement ('SHA') to acquire 100% stake in Thomas Assessments Private Limited ('TAPL'). In accordance with the SPA and SHA, the Holding company acquired 51% stake in TAPL for a purchase consideration of INR 78.92 Mn during the year ended 31st March 2025 and thus TAPL has become the subsidiary of the Holding Company. The Company has a contractual commitment to acquire the non-controlling 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	1.09	-	1.09
Other non current assets	8.65	-	8.65
Current assets	46.88	-	46.88
Liabilities	(28.67)	-	(28.67)
Total	27.95	-	27.95
Goodwill			190.36
Non-controlling interests			-
Purchase consideration			218.31
Satisfied by:			
Cash			41.02
Fair value of equity shares issued			37.90
Fair value of financial liability (call option rights)			139.39
Total purchase consideration transferred			218.31

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

c. Acquisition of People Metrics Private Limited

On 04th October 2024, the Company entered into a share purchase agreement ('SPA') and shareholders agreement ('SHA') to acquire 100% stake in People Metrics Private Limited ('PMPL'). In accordance with the SPA and SHA, the Holding company acquired 51% stake in PMPL for a purchase consideration of INR 15.822 Mn during the year ended 31st March 2025 and thus PMPL has become the subsidiary of the Holding Company. The Company has a contractual commitment to acquire the non-controlling 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	0.29	-	0.29
Other non-current assets	0.11	-	0.11
Current assets	15.56	-	15.56
Liabilities	(3.20)	-	(3.20)
Total	12.76	-	12.76
Goodwill			31.01
Non-controlling interests			-
Purchase consideration			43.77
Satisfied by:			
Cash			15.82
Fair value of financial liability (call option rights)			27.95
Total purchase consideration transferred			43.77

d. Purchase price allocation for aquisition of Firstventure Corporation Private Limited

On 29th 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 31st March 2024. The Company has a contractual commitment to acquire the non-controlling interest in tranches. 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	0.36	-	0.36
Intangible asstes - Platform	32.10	0.18	32.28
Intangible asstes - Non compete	-	1.00	1.00
Current assets	5.75	-	5.75
Liabilities	(30.50)	-	(30.50)
Debt	(7.00)	-	(7.00)
Cash	1.92	-	1.92
Total	2.63	1.18	3.81
Goodwill			146.74
Non-controlling interests			-
Purchase consideration			150.55
Satisfied by:			
Cash			36.11
Fair value of equity shares issued			20.36
Fair value of financial liability (call option rights)			94.08
Total purchase consideration transferred			150.55
Goodwill as on 01st April 2024			205.36
Changes due to final purchase price allocation			(58.62)
Goodwill as on 31st March 2025			146.74

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

e. Purchase price allocation for aquisition of Aargee Staffing Services Private Limited

On 27th November 2023, the Holding Company acquired 100% stake in Aargee Staffing Services Private Limited ('ASSPL') for a purchase consideration of INR 2.00 Million. 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	0.11	-	0.11
Intangible asstes - Customer relationship	-	1.01	1.01
Current assets	63.49	-	63.49
Liabilities	(26.07)	-	(26.07)
Debt	(41.05)	-	(41.05)
Cash	0.65	-	0.65
Total	(2.87)	1.01	(1.86)
Goodwill			3.86
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
Goodwill as on 01st April 2024			4.87
Changes due to final purchase price allocation			(1.01)
Goodwill as on 31st March 2025			3.86

f. Next Leap Career Solutions Private Limited

On 30th 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 31st 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 31st March 2024. Further the company has acquired the remaining stake for a purchase consideration of INR 68.44 mn during the year ended 31st March 2025, thus NCPL has become the wholly owned subsidiary of the holding company. 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

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

8 Financial Assets- Investments

	31 st March 2025	31 st March 2024
Investment in equity instruments (fully paid-up)		
Unquoted equity shares		
17,500 Equity shares of INR10 each fully paid-up in Oviya Medsafe Private Limited and 600 Compulsorily convertible preference shares of INR10 each fully paid-up in Ceyon Naturaa Private Limited	0.18	0.18
Total (invested on 22nd August 2024)	0.18	0.18

9 Loans

	Current	
	31 st March 2025	31 st March 2024
Unsecured, considered good (Refer Note 37)		
Loans to related parties	22.29	12.18
	22.29	12.18
Unsecured, considered good		
Loans to others	-	10.51
	-	10.51
Total	22.29	22.69

Type of Borrower [Related parties]	Loans/Advances granted Individually or Jointly with other. (Individually / Jointly)	Repayable on demand (Yes / No)	Terms/Period of repayment is specified (Yes / No)	% of Total	Amount outstanding
The Ma Foi Foundation	Individually	Yes	No	100%	22.69
Total of Loan and Advances in the nature of Loan (Note 11)					22.69

10 Other financial assets

Financial instruments at amortised cost	31 st March 2025		31 st March 2024	
	Non-Current	Current	Non-Current	Current
Security Deposits	33.25	0.01	15.09	0.16
Prepaid expenses	0.10	0.35	-	0.05
Deposit accounts with maturity for more than 12 months	120.78	-	83.60	-
Accrued Interest Income	9.86	-	3.22	1.38
Unsettled Credit from bank	-	-	-	32.40
Total	163.99	0.36	101.91	33.99

11 Other non-current assets

	31 st March 2025	31 st March 2024
Reimbursement right for Gratuity	138.62	96.61
Total	138.62	96.61

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

12 Trade receivable

	31 st March 2025	31 st March 2024
Unsecured, considered good		
Receivable from contract with customer - billed	1,577.35	1,257.03
Receivable from contract with customer - unbilled*	460.15	266.80
	2,037.50	1,523.83
Less: Allowance for expected credit losses	11.42	5.26
Total	2,026.08	1,518.57

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

Trade receivables include debts from related parties, refer note 37

For the group's credit risk management process, refer note 36

The movement in allowances for doubtful receivables is as follows:

Particulars	31 st March 2025	31 st March 2024
Opening balance	5.26	9.82
Additions	6.16	(4.56)
Closing Balance	11.42	5.26

12.01 Ageing of Trade Receivables

31st March 2025

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	460.15	1,255.11	216.88	46.43	39.23	7.50	0.78	2026.08
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	11.42
(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	-	-	-	-	-	-	-	-
Sub total	460.15	1,255.11	216.88	46.43	39.23	7.50	0.78	2,037.50
Less: Impairment loss on credit impaired trade receivables	-	-	-	-	-	-	-	11.42
Total								2,026.08

31st March 2024

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	266.80	615.69	564.68	54.98	15.11	1.30	0.01	1518.57
(ii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Sub total	266.80	615.69	564.68	54.98	15.11	1.30	0.01	1,523.83
Less: Impairment loss on credit impaired trade receivables	-	-	-	-	-	-	-	5.26
Total								1,518.57

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

13 Cash and cash equivalents

	31 st March 2025	31 st March 2024
Balances with banks:	78.24	51.64
in current accounts	1.15	0.42
Cash on hand	79.39	52.06

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Cash and cash equivalents	31 st March 2025	31 st March 2024
Balances with banks:	78.24	51.64
On current accounts	1.15	0.42
Cash on hand	79.39	52.06

14 Bank balances other than Cash and cash equivalents

	31 st March 2025	31 st March 2024
Deposit with maturity for more than 3 months but less than 12 months	83.08	54.20
	83.08	54.20

15 Other current assets

	31 st March 2025	31 st March 2024
Prepaid expenses	156.38	37.65
Balance with government authorities	343.91	273.47
Staff advances	5.81	1.03
Advances to paid to vendors	1.78	2.98
Accrued interest on fixed deposits	0.02	0.05
Advance to depute employees	0.96	0.99
Reimbursement right for Gratuity	22.89	15.16
	531.75	331.33

16 Equity Share capital

1601 Equity shares

	31 st March 2025	31 st March 2024
Authorized Share Capital		
7,50,00,000 Equity Shares of INR 2/- each (31 st March 2024: 1,10,00,000 Equity shares of INR 10/- each)	150.00	110.00
	150.00	110.00
Issued, subscribed and paid up share capital		
4,25,04,255 Equity shares of INR 2/- each (31 st March 2024: 8,084,141 Equity shares of INR 10/- each)	85.01	80.84
Total	85.01	80.84

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

Authorized Share Capital	31 st March 2025		31 st March 2024	
	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 2/- each (31 st March 2024: Equity shares of INR 10/- each)	1,10,00,000	110.00	48,00,000	48.00
Change during the year (Refer Note (i))	4,40,00,000	-	-	-
Change during the year (Refer Note (ii))	2,00,00,000	40.00	62,00,000	62.00
Outstanding at the end of the year	7,50,00,000	150.00	1,10,00,000	110.00

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

- (i) On and from the record date of 15th May 2024, the equity shares of the company have been sub-divided, such that 1 (one) equity having face value of INR 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of INR 2 (two) each, fully paid up, ranking pari-passu in all respects.
- (ii) With effect from 8th October 2024, the Company increased its authorised share capital from INR 11,00,00,000 (Rupees Eleven Crore), divided into 5,50,00,000 (Five Crore Fifty Lakh) equity shares of INR 2 each, to INR 15,00,00,000 (Rupees Fifteen Crore), divided into 7,50,00,000 (Seven Crore Fifty Lakh) equity shares of INR 2 each

(ii) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Authorized Share Capital	31 st March 2025		31 st March 2024	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	80,84,141	80.84	43,91,639	43.92
Issued during the year (refer note b)	3,937	0.04	2,64,392	2.64
	80,88,078	80.88		
Outstanding after Sub -division during the year (refer note a)	4,04,40,390	80.88		
Issued during the year - for cash (refer note c)	2,57,267	0.51	-	-
Issued during the year - on exercise of employee stock options (refer note d)	18,575	0.04	-	-
Issued during the year - for non cash (refer note e, f)	17,88,023	3.58	24,252	0.24
Issue of shares on conversion of Compulsory convertible debentures (CCD's) (refer note g)	-	-	62,398	0.62
Issue of bonus shares during the year (refer note h)	-	-	33,41,460	33.41
Outstanding at the end of the year	4,25,04,255	85.01	80,84,141	80.84

- (a) On and from the record date of 15th May 2024, the equity shares of the company have been sub-divided, such that 1 (one) equity having face value of INR 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of INR 2 (two) each, fully paid up, ranking pari-passu in all respects.
- (b) The Company has made private placement of shares for the year ended 31st March 2025 of 3,937 shares of INR 10/- each and for the year ended 31st March 2024, 2,64,392 shares of INR 10/- each.
- (c) The Company has made private placement of shares for the year ended 31st March 2025 of 2,57,267 shares of INR 2/- each.
- (d) During the year ended 31st March 2025, company has issued equity shares under CIEL HR Services Private Limited Employee Stock Option Plan, 2022 of 18,575 shares of INR 2/- each.
- (e) During the year 31st March 2025, the Company has issued 13,978 shares to promoters Aditya Narayan Mishra and Santhosh Nair as share based incentive payment.
- (f) During the year ended 31st March 2025, the Company issued 1,774,045 equity shares to selling shareholders of subsidiaries as below, as non-cash consideration for the acquisition of remaining stakes.
1. Ma Foi Startegic Consultants Private Limited: 783,417 shares of INR 2/- each
 2. CIEL Skills and Careers Private Limited: 7,37,722 shares of INR 2/- each..
 3. Integrum Technologies Priavte Limited: 68,224 shares of INR 2/- each.
 4. Thomas Assessment Private Limited: 184,682 shares of INR 2/- each

During the year 31st March 2024, Company issued equity shares to the selling shareholders of it's subsidiaries as part of the purchase consideration for acquisition as outlined below;

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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

- g) During the year ended 31st 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.
- h) During the year ended 31st March 2024, 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 2/- 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 st March 2025		31 st March 2024	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of INR 2/- each (31st March 2024: Equity shares of INR 10/- each)				
Karuppasamy Pandiarajan	1,88,04,083	44.24%	37,44,059	46.31%
Hemalatha Rajan	68,35,337	16.08%	13,71,657	16.97%
Aditya Narayan Mishra	59,82,241	14.07%	11,93,775	14.77%
Santhosh Nair	40,26,832	9.47%	8,03,124	9.93%

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.

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

Promoter name	31 st March 2025			31 st March 2024		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Karuppasamy Pandiarajan	1,88,04,083	44.24%	(2.07%)	37,44,059	46.31%	(2.34%)
Hemalatha Rajan	68,35,337	16.08%	(0.89%)	13,71,657	16.97%	(0.78%)
Aditya Narayan Mishra	59,82,241	14.07%	(0.70%)	11,93,775	14.77%	(0.76%)
Santhosh Nair	40,26,832	9.47%	(0.46%)	8,03,124	9.93%	(0.51%)
Doraiswamy Rajiv	12,14,330	2.86%	2.54%	26,250	0.32%	0.32
Total	3,68,62,823	86.73%	(1.58%)	71,38,865	88.31%	(4.08)

17 Other equity

	31 st March 2025	31 st March 2024
Capital Reserve (refer note A)	(298.76)	0.18
Securities premium (refer note B)	1,021.36	598.51
Surplus/(deficit) in the Statement of Profit and Loss (refer note C)	134.34	(1.60)
Debenture redemption reserve (refer note D)	10.96	10.96
Employee Stock Option Reserve (refer note E)	103.60	81.37
Equity Share Application Money (refer note F)	-	1.95
Others Comprehensive income (refer note G)	(0.18)	1.30
	971.32	692.67

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(A) Capital Reserve

	31 st March 2025	31 st March 2024
Opening balance	0.18	-
Changes during the year (refer note (i), (ii), (iii) below)	(298.94)	0.18
Closing balance	(298.76)	0.18

- (i) On 10th July 2024, the Company acquired the remaining 48.99% stake in its subsidiary, Ma Foi Strategic Consultants Private Limited for a total consideration of INR 160.76 Million, thus making it a wholly owned subsidiary. The consideration paid in excess of the carrying value of the non-controlling interests amounting to INR 117.07 Million has been recognized as capital reserve during the year ended 31st March 2025
- (ii) On 10th July 2024, the Company acquired the remaining 49.02% stakes in its subsidiary CIEL Skill and Careers Private Limited, for a total consideration of INR 151.38 Million, thus making it a wholly owned subsidiary. The consideration paid in excess of the carrying value of the non-controlling interests amounting to INR 142.44 Million has been recognized as capital reserve during the year ended 31st March 2025.
- (iii) On 10th July 2024, the Company acquired an additional 14.00% stake in its subsidiary, Integrum Technologies Private Limited, for a consideration of INR 14.00 Million, pursuant to the Share Purchase Agreement dated 25th April 2024. The company has a contractual commitment to acquire the remaining stake in the subsidiary. The total consideration paid inclusive of contractual commitment, in excess of the non-controlling interest, amounting to INR 39.43 Million has been recognized as capital reserve during the year ended 31st March 2025.

(B) Securities premium*

	31 st March 2025	31 st March 2024
Opening balance	598.51	291.09
Add : Securities premium credited on share issue	422.97	315.85
Less: Bonus shares issue during the year	-	(3.31)
Less : Share Issue Expenses	(0.12)	(5.12)
		-
Closing balance	1,021.36	598.51

*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 st March 2025	31 st March 2024
Opening balance	(1.60)	(96.15)
Add: Net Profit for the year	147.26	99.82
Less: Dividend paid	(11.32)	(5.27)
Closing balance	134.34	(1.60)

(D) Debenture redemption reserve

	31 st March 2025	31 st March 2024
Opening balance	10.96	10.96
-Transfer from retained earnings	-	-
Closing balance	10.96	10.96

(E) Employee Stock Option Reserve

	31 st March 2025	31 st March 2024
Opening balance	81.37	58.75
Add: Employee stock option expense	28.47	22.62
Less: Reductions during the year (Refer note below)	(6.24)	-
Closing balance	103.60	81.37

*ESOOA recognizes the fair value of options as at the grant date spread over the vesting period.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Notes

- (a) 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 43 for details of these plans.
- (b) During the year ending 31st March 2025, a reduction of INR 2.87 Million has been recorded, representing the issuance of 13,978 shares to promoters Aditya Narayan Mishra and Santhosh Nair as share based incentive payment.

(F) Equity Share Application Money

	31 st March 2025	31 st March 2024
Opening balance	1.95	-
Equity Share Application Money received during the year	59.27	1.95
Equity Share Application Money utilized during the year	(61.22)	-
Closing balance	-	1.95

(G) Other Comprehensive income

	31 st March 2025	31 st March 2024
Opening balance	1.30	0.36
-Re-measurement gains/ (losses) on defined benefit plans (net of tax)	(1.48)	0.94
Closing balance	(0.18)	1.30

18 Non-current borrowings

	31 st March 2025	31 st March 2024
Secured		
(a) Term loan		
from bank (refer note ii)	5.19	6.40
Unsecured		
(a) Debentures		
10% Non convertible debentures (refer note i)	47.70	46.60
9% Non convertible debentures (refer note i)	2.10	2.10
13% Non convertible debentures (refer note i)	1.50	1.50
(b) From other parties	87.18	48.85
	143.67	105.45
Less: Current maturities of long term debt	(73.37)	(49.98)
Total	70.30	55.47

18.01 Notes

Terms of repayment:

- i. 10% Non -Convertible Debentures and 9% Non convertible debentures 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. 13 % Non -Convertible Debentures payable quarterly are redeemable at par at the end of twenty four months from the date of allotment.

ii. 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)



NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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 st March 2025	31 st March 2024
(a) Secured term loan from Banks/ Financial Institutions:				
(i) Canara Vehicle loan	8.80%	2028	1.47	4.57
(ii) HDFC Vehicle loan	7.50%	2028	3.72	1.83
Total			5.19	6.40

19 Other financial liabilities

	31 st March 2025	31 st March 2024
Security deposit	0.23	0.23
Financial Liability payable to non controlling shareholders	424.68	152.72
Total	424.91	152.95

20 Provisions

	Non- Current	
	31 st March 2025	31 st March 2024
Provision for employee benefits		
Provision for gratuity (Refer Note 39)	184.49	123.13
Provision for compensated absences	7.88	5.49
Total	192.37	128.62

	31 st March 2025	31 st March 2024
Provision for employee benefits		
Provision for gratuity (Refer Note 39)	27.43	18.60
Provision for compensated absences	2.27	1.67
Total	29.70	20.27

21 Current borrowings

	31 st March 2025	31 st March 2024
Secured, Loans		
-Overdraft facilities/Working capital loans (refer note iii)	829.56	467.78
-Current maturity of long term debts (refer note iii)	-	1.13
Unsecured, Loans		
-Loans from related parties (refer note ii)	7.53	13.59
-From other parties (refer note i)	73.37	48.85
Total	910.46	531.35

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

i. Unsecured Loans from other parties - Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at	Carrying amount as at
			31 st March 2025	31 st March 2024
Unsecured Loans from Financial Institutions :				
(i) Oxyzo Financial Services Limited	14.50%	Mar-25	73.37	48.85
Total			73.37	48.85

ii. The Company has following loans from related parties that are repayable on demand

Party Name	Relationship	Interest	Repayment	Carrying amount as at	Carrying amount as at
				31 st March 2025	31 st March 2024
Athera Enterprises Pvt Ltd	Entity in which KMP have significant control	-	On Demand	0.20	0.20
Sornammal Educational Trust	Entity in which KMP have significant control	9%	On Demand	-	1.56
Loan from Directors	(ii) Loan from Directors- Subsidiaries	9%	On Demand	7.33	11.83
				7.53	13.59

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, Mrs. Hemalatha Rajan, Mr. Aditya Narayan Mishra and Mr. Santhosh Nair.
- 2) The loan is also secured by Corporate guarantee in respect of working capital loans given to subsidiary 'Aargee Staffing Services Private Limited'.

22 Trade payables

	31 st March 2025	31 st March 2024
Total outstanding dues of micro and small enterprises	11.03	3.45
Total outstanding dues of creditors other than micro and small enterprises	100.21	65.48
Provision for accrued expenses	82.42	46.79
Total	193.66	115.72

i. Refer Note 36 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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

	31 st March 2025	31 st March 2024
(a) Amount remaining unpaid to any supplier at the end of accounting year:		
Principal	11.03	3.45
Interest	-	-
Total	11.03	3.45
(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 year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under 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.	-	-

22.02 Trade Payables ageing schedule

31st March 2025

Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	11.00	-	-	-	11.00
(ii) Disputed dues – MSME	-	-	0.03	-	-	-	0.03
(iii) Others	82.42	-	59.73	40.20	0.23	-	182.58
(iv) Disputed dues - Others	-	-	-	0.05	-	-	0.05
Total	82.42	-	70.76	40.25	0.23	-	193.66

31st March 2024

Particulars	Unbilled Dues	Payables Not Due	Current				
			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	46.79	0.57	62.84	5.52	-	-	115.72

23 Other financial liabilities

	31 st March 2025	31 st March 2024
Staff Payable	826.95	595.86
Interest accrued but not due on loan	3.27	2.03
Credit Card payables	-	0.44
Security deposits	4.50	0.46
Financial Liability payable to non controlling shareholders	173.47	66.22
Total	1,008.19	665.01

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

24 Other current liabilities

	31 st March 2025	31 st March 2024
Statutory dues payable	279.36	199.80
Advance from customers	56.68	60.03
Other payables	1.47	0.24
Audit fees payable	0.03	0.15
Deferred Revenue	17.68	22.76
Total	355.22	282.98

25 Current tax liabilities (net)

	31 st March 2025	31 st March 2024
Current tax payable	65.82	29.57
Total	65.82	29.57

26 Revenue from operations

	31 st March 2025	31 st March 2024
Revenue from contracts with customers		
-Sale of services		
HR Services	14,521.56	10,535.97
HR Platforms	523.07	321.38
Total	15,044.63	10,857.35

Notes

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

	31 st March 2025	31 st March 2024
Balance as at the beginning of the year	266.80	187.94
Add: Revenue recognised during the year	3,884.20	3,240.38
Less: Invoiced during the year	(3,690.85)	(3,161.52)
Balance at the end of the year	460.15	266.80

- (ii) The following table discloses the movement in contract liabilities (deferred revenue) as disclosed in Note 24:

	31 st March 2025	31 st March 2024
Balance as at the beginning of the year	22.76	21.09
Add: Revenue deferred during the year	261.12	292.54
Less: Revenue recognised during the year	(266.20)	(290.87)
Balance at the end of the year	17.68	22.76

- (iii) Disaggregate revenue information

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 IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(iv) Performance Obligation:

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 31st March 2025 and 31st March 2024 is Nil.

27 Other income

	31 st March 2025	31 st March 2024
Interest income		
- on fixed deposits designated as amortized cost	9.71	8.61
- on TDS Refunds	17.01	10.65
- on Loans to Related Parties	1.57	1.22
- Gain on sale/disposal of property, plant and equipment (net)	0.03	0.26
- amortised cost adjustments for financial instruments	0.34	0.26
- Liabilities written back	2.38	0.10
Net gains on foreign currency transactions and translations	2.93	3.46
Miscellaneous income	0.11	0.05
Total	34.08	24.61

28 Employee benefits expense

	31 st March 2025	31 st March 2024
Salaries, wages, bonus and other allowances	13,392.92	9,682.86
Contribution to Provident Fund and other funds	798.26	605.42
Gratuity and compensated absences (refer note 39 for gratuity)	14.73	7.94
Employee stock option scheme compensation (refer note 43)	28.47	22.62
Staff welfare expenses	6.46	3.78
Total	14,240.84	10,322.62

29 Finance costs

	31 st March 2025	31 st March 2024
Interest expense on borrowing	66.84	57.85
Interest expense on delay in payment of taxes	2.61	2.48
Interest expense on lease liabilities	3.00	2.67
Bank Commission and Charges	-	0.04
Interest Expense on financial liabilities	19.74	6.69
Interest on loan from related party	2.21	-
Loan processing charges and other finance cost	4.26	5.98
Total	98.66	75.71

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

30 Depreciation and amortization expense

	31 st March 2025	31 st March 2024
Depreciation of property, plant and equipment (refer note 4)	7.43	4.58
Amortization of intangible assets (refer note 6)	60.56	23.97
Depreciation of Right-of-use assets (refer note 5)	18.61	12.78
Total	86.60	41.33

31 Other expenses

	31 st March 2025	31 st March 2024
Recruitment and training	0.42	1.48
Repairs and maintenance	0.61	0.71
Rent (Refer Note 34)	39.89	26.18
Background Verification expenses	-	-
Travelling, Stay and Conveyance	30.00	23.76
Postage & courier, Printing & Stationery	7.53	2.63
Communication, IT and office expenses	23.14	17.49
Corporate and Social Responsibility (CSR) expenditure (refer note 41)	1.69	1.00
Discounts and rebates	-	-
Legal and professional charges	93.11	105.49
Business partner fee	122.54	70.16
Business promotion & sales expenses	30.94	22.59
Software Licence Expenses	32.13	18.99
Skilling project cost	7.38	9.45
Provision for expected credit loss on financial assets	3.92	5.05
Bank charges	0.16	0.13
Rates and taxes	1.62	3.63
Bad debts written off	6.49	-
Partner's Consultant fees	52.82	-
Royalty	19.03	-
Miscellaneous expenses	7.22	3.89
Remuneration to Statutory Auditors*	5.59	5.15
Total	486.23	317.78

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

As auditor:	31 st March 2025	31 st March 2024
Statutory audit	5.59	5.15
Total	5.59	5.15

32 Tax Expenses

3201 Income tax expense charged to the statement of profit or loss

	31 st March 2025	31 st March 2024
- Current tax	30.57	20.72
- Adjustments in respect of current income tax of previous year	2.14	0.75
- Deferred tax charge	(13.00)	(5.43)
Income tax expense reported in the statement of profit or loss	19.71	16.04

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

32.02 Income tax expense charged to OCI

	31 st March 2025	31 st March 2024
Net loss/(gain) on remeasurements of defined benefit plans	(0.27)	0.35
Income tax charged to OCI	(0.27)	0.35
Income tax expense attributable to		
Profit from operations	19.44	16.39
	19.44	16.39

32.03 Reconciliation of tax charge

	31 st March 2025	31 st March 2024
Profit before tax	166.38	124.52
Tax Rate	25.17%	25.17%
Income tax expense at tax rates applicable	41.87	31.34
Tax effects of items that are not deductible in determining taxable income:		
- Goodwill impairment		
- Non deductible expenses	22.29	5.33
- Deductible expenses	(35.72)	(19.90)
- Set off of carried forward losses	(8.95)	(3.56)
- Adjustments in respect of current income tax of previous year	2.14	0.75
Effect of other income considered separately	11.08	7.51
Deferred Tax expenses during the year	(13.00)	(5.43)
Income tax expense	19.71	16.04

32.04 Deferred tax assets

31 st March 2025	Opening Balance	On account of business combination and others	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets					
On property, plant and equipment	1.28	2.92	(0.08)	-	4.12
On lease liabilities	6.08	2.99	1.95	-	11.02
On other intangible assets	-			-	-
On re-measurements gain/(losses) of / post-employment benefit obligations	6.95	2.92	5.34	0.27	15.48
On provision for incentives	-		-	-	-
On carried forward losses	13.65	-	10.39	-	24.04
Allowance for bad and doubtful debts	1.37	-	0.94	-	2.31
On provision for expenses	1.13	-	(1.13)	-	-
Other assets	-	0.02	-		0.02
	30.46	8.85	17.41	0.27	56.99
Deferred tax liabilities					
On provision for doubtful debts	-		-	-	-
On other intangible assets	(4.05)	(0.04)	(3.41)	-	(7.50)
On Right-of-Use assets	(6.63)	(2.72)	(1.00)	-	(10.35)
	(10.68)	(2.76)	(4.41)	-	(17.85)
Deferred tax assets/ (liabilities), net	19.78	6.09	13.00	0.27	39.14

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Deferred tax assets

31 st March 2024	Opening Balance	On account of business combination and others	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets					
On property, plant and equipment	3.20	0.03	(1.95)	-	1.28
On other intangible assets	24.80	-	(18.72)	-	6.08
On lease liabilities	6.95	(0.41)	0.76	(0.35)	6.95
On re-measurements gain/(losses) of / post-employment benefit obligations	-	-	13.65	-	13.65
On carried forward losses	2.47	0.94	(2.04)	-	1.37
Allowance for bad and doubtful debts	-	-	1.13	-	1.13
On provision for expenses	37.42	0.56	(7.17)	(0.35)	30.46
Deferred tax liabilities					
On provision for doubtful debts	(8.73)	-	2.10	-	(6.63)
On Right-of-Use assets	(14.21)	(0.34)	10.50	-	(4.05)
On other intangible assets	(22.94)	(0.34)	12.60	-	(10.68)
	14.48	0.22	5.43	(0.35)	19.78
Deferred tax assets/ (liabilities), net	12.67	0.22	(5.60)	(0.11)	19.78

32.05 Recognition of deferred tax asset

Balance Sheet	31 st March 2025	31 st March 2024
Deferred tax asset	56.99	30.46
Deferred tax liabilities	(17.85)	(10.68)
Deferred tax assets/ (liabilities), net	39.14	19.78

33 Earnings per share (EPS)

Basic earnings 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 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:

	31 st March 2025	31 st March 2024
(a) Profit attributable to equity holders	147.26	99.82
Discontinued Operations	-	-
Profit attributable to equity holders	147.26	99.82
Profit attributable to equity holders after preference dividend for basic EPS	147.26	99.82

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(b) Weighted average number of shares used as denominator		
Weighted average number of shares used as denominator in calculating basic earning per share	4,18,15,605	3,91,65,437
Weighted average number of shares used as denominator in calculating diluted earning per share	4,26,55,220	3,95,09,357
Basic Earning per share (INR)*	3.52	2.55
Diluted Earning per share (INR)*	3.45	2.53

*The earnings per share for the year ended 31st March 2024 has been restated considering the Equity share face value of INR 2/- each in accordance with 'Ind AS 33 - Earnings Per share'.

Computation of weighted average number of shares

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Number of equity shares outstanding at beginning of the year	4,04,20,705	2,19,58,195
Add: Weighted average number of equity shares issued during the year	13,94,900	1,72,07,242
Weighted average number of shares outstanding at the end of the year for computing basic earnings per share	4,18,15,605	3,91,65,437
Add: Impact of potentially dilutive equity shares - employee stock options	8,39,614	3,43,920
Weighted average number of shares outstanding at the end of the year for computing diluted earnings per share	4,26,55,220	3,95,09,357

34 Leases where company is a lessee

34.01 Changes in the Lease liabilities :-

Particulars	Category of Right-of-use Assets Buildings	Total
Balance as at 31 st March 2023	35.77	35.77
Recognized during the year	-	-
Additions through acquisitions	-	-
Unwinding of discount on lease liabilities	2.67	2.67
Payments during the year	(14.26)	(14.26)
Balance as at 31 st March 2024	24.18	24.18
Recognized during the year	12.04	12.04
Additions through acquisitions	10.52	10.52
Unwinding of discount on lease liabilities	3.00	3.00
Payments during the year	(6.55)	(6.55)
Balance as at 31 st March 2025	43.19	43.19

34.02 Break-up of current and non-current lease liabilities

Particulars	31 st March 2025	31 st March 2024
Current Lease Liabilities	20.49	12.53
Non-current Lease Liabilities	22.70	11.65
	43.19	24.18

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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

34.03 Maturity analysis of lease liabilities

Particulars	31 st March 2025	31 st March 2024
Less than one year	23.60	14.73
One to five years	24.54	12.41
More than five years	-	-
Total	48.14	27.14

34.04 Amounts recognised in statement of Profit and Loss account

Particulars	31 st March 2025	31 st March 2024
Interest on Lease Liabilities	3.00	2.67
Short-term leases expensed	39.89	26.18
Total	42.89	28.85

35 Fair values of financial assets and financial liabilities

Particulars	Fair value hierarchy	31 st March 2025		31 st March 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets					
Financial assets valued at amortized cost					
Non Current					
Investments	Level 3	0.18	0.18	0.18	0.18
Other financial assets	Level 3	163.99	163.99	101.91	101.91
Current					
Trade receivable	Level 3	2,026.08	2,026.08	1,518.57	1,518.57
Loans	Level 3	22.29	22.29	22.69	22.69
Cash and cash equivalents	Level 3	79.39	79.39	52.06	52.06
Bank balances other than cash and cash equivalents	Level 3	83.08	83.08	54.20	54.20
Other financial Assets	Level 3	0.36	0.36	33.99	33.99
Total financial assets		2,375.37	2,375.37	1,783.60	1,783.60

Financial liabilities	31 st March 2025		31 st March 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities valued at amortized cost				
Borrowings	980.76	980.76	586.82	586.82
Trade payables	193.66	193.66	115.72	115.72
Lease Liability	43.19	43.19	24.18	24.18
Other financial Liabilities	1,433.10	1,433.10	817.96	817.96
Total financial liabilities	2,650.71	2,650.71	1,544.68	1,544.68

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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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).

36 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 ended 31st March 2025

(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.

(iii) 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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(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:

31st March 2025	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	910.46	54.45	856.01	-	-	910.46
Long-term borrowings	70.30	-	-	70.30	-	70.30
Lease Liability	43.19	3.00	17.49	22.70	-	43.19
Trade payables	193.66	74.43	119.23	-	-	193.66
Other financial liability	1,433.10	1,433.10	-	-	-	1,433.10
	2,650.71	1,564.98	992.73	93.00	-	2,650.71

31st 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

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

37 Interest in other Entities

(a) Subsidiaries

The group's subsidiaries at 31st March 2025 and 31st 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	Ownership interest held by the group	Ownership interest held by non-controlling interests	Ownership interest held by the group	Ownership interest held by non-controlling interests
	31 st March 2025	31 st March 2025	31 st March 2024	31 st March 2024
Next Leap Career Solutions Private Limited	100.00%	-	91.40%	8.60%
Ma Foi Strategic Consultanats Private limited	100.00%	-	51.01%	48.99%
CIEL Skills and Careers Private Limited	100.00%	-	50.98%	49.02%
Integrum Technologies Private Limited	76.50%	23.50%	62.50%	37.50%
CIEL Technologies Private Limited	100.00%	-	100.00%	-
Aargee Staffing Services Private Limited	100.00%	-	100.00%	-
Firstventure Corporation Privte Limited	51.71%	48.29%	51.71%	48.29%
Thomas assessments Private Limited (w.e.f 04 th October 2025)	51.00%	49.00%	-	-
People Metrics Private Limited (w.e.f 04 th October 2025)	51.00%	49.00%	-	-
Vibrant Screen Private Limited (w.e.f 27 th March 2025)	51.00%	49.00%	-	-
CIEL Powertrain Solutions Private Limited (w.e.f 09 th April 2025)	-	-	-	-

(b) Entities over which KMP are able to exercise significant influence

Sornammal Educational Trust

The Ma Foi Foundation

Athera Enterprises Pvt Ltd

(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
Lalita Pasari	Company Secretary and Compliance Officer (w.e.f. 27 th June 2024)

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(d) Key management personnel compensation:

Name of the Key Management Personnel	31 st March 2025	31 st March 2024
Karuppasamy Pandiarajan	9.53	8.79
Hemalatha Rajan	7.97	4.67
Aditya Narayan Mishra	11.79	12.30
Santhosh Nair	8.11	9.30
Doraiswamy Rajiv Krishnan	12.25	9.67
Saurabh Ashok More	6.73	5.07
Lalita Pasari	1.45	-
	57.83	49.80

(e) Transactions with related parties during the year are as follows:

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
(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	8.94	17.71
(ii) Interest Income			
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	1.55	0.93
(iii) Finance Costs			
Interest on Debentures			
Aditya Narayan Mishra	Key Managerial Personnel	0.14	0.24
Santhosh Nair	Key Managerial Personnel	0.12	0.12
Hemalatha Rajan	Key Managerial Personnel	0.29	0.50
Sheetal Saurabh More	Relative of Key Managerial Personnel	0.10	0.10
Interest on loan			
Doraiswamy Rajiv Krishnan	Borrowings from Directors	0.25	0.08
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	0.03	-
(iv) Other expenses			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	11.68	9.48
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	1.69	1.00
(v) Dividend Payment			
Karuppasamy Pandiarajan	Key Managerial Personnel	5.24	2.56
Aditya Narayan Mishra	Key Managerial Personnel	1.67	0.82
Santhosh Nair	Key Managerial Personnel	1.12	0.55
Hemalatha Rajan	Key Managerial Personnel	1.92	0.94
Doraiswamy Rajiv	Key Managerial Personnel	0.04	0.02
(vi) Loans given to related party entities during the year			
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	13.10	7.49
(vii) Loans given to related party entities, repaid during the year			

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	4.29	0.97
(viii) Borrowings made during the year			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	0.58	1.92
Loan from Directors	Key Managerial Personnel	-	7.15
(ix) Borrowings repaid during the year			
Loan from Directors	Key Managerial Personnel	4.50	15.16
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.14	0.37
Athera Enterprices Private Limited	Entities over which KMP are able to exercise significant influence	-	0.02
(X) Non Current Borrowings - Debentures issued during the year			
Aditya Narayan Mishra	Key Managerial Personnel	-	1.50
(Xi) Non Current Borrowings - Debentures repaid during the year			
Hemalatha Rajan	Key Managerial Personnel	5.00	-
Aditya Narayan Mishra	Key Managerial Personnel	-	2.50

(f) Amount due to/from related party :

Name of the related party	Nature of the relationship	31 st March 2025	31 st March 2024
(i) Trade receivables			
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	33.85	23.35
Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	0.36	0.36
(ii) Other financial assets			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.60	2.60
(iii) Trade Payables			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	5.95	2.74
(iv) Loans			
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	22.29	12.18
(v) Non Current Borrowings - Debentures			
Aditya Narayan Mishra	Key Managerial Personnel	1.35	-
Santhosh Nair	Key Managerial Personnel	1.20	-
Hemalatha Rajan	Key Managerial Personnel	-	5.00
Sheetal Saurabh More	Relative of Key Managerial Personnel	1.00	1.00
(vi) Current Borrowings			
Athera Enterprises Pvt Ltd	Entities over which KMP are able to exercise significant influence	0.20	0.20
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	1.56
Key Managerial Personnel	Key Managerial Personnel	-	4.50

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

38 Segment reporting

38.01 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.

HR Services	It provides suite of HR services including Search, selection and recruitment process outsources services, Professional staffing, Value staffing, Payroll and compliance, HR advisor, Skilling and Background Verification 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.

38.02 Summary of the Segment Information for the year ended and as on 31st March 2025 is as follows:

	31 st March 2025			
	HR Services	HR Platforms	Unallocated	Total
Revenue				
External customers	14,521.56	523.07	-	15,044.63
Inter-segment	110.67	41.68	-	152.35
Total revenue	14,632.23	564.75	-	15,196.98
Expenses				
Employee benefits expenses	13967.05	187.49	86.30	14,240.84
Depreciation and amortisation	6.62	51.49	28.49	86.60
Other Expenses	303.58	182.65	-	486.23
Total Expenses	14277.25	421.63	114.79	14,813.67
Segment profit	354.98	143.13	114.79	383.31
Finance income				34.08
Other finance costs				(98.66)
Inter-segment sales (elimination)				(152.35)
Profit before tax				166.38
Segment assets	2175.58	536.48	1638.09	4,350.15
Segment liabilities	1462.31	108.42	1723.09	3,293.82

	31 st 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				-
Other finance costs				(75.71)
Inter-segment sales (elimination)				(117.19)
Profit before tax				99.91
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 IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

38.03 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 st March 2025	31 st March 2024
India	14,870.32	10,789.46
Outside India	174.31	67.89
	15,044.63	10,857.35

38.04 Information about major customers

No single customer has accounted for more than 10% of the group's revenue For the year ended 31st March 2025 and 31st March 2024

39 Employee Benefits

(A) Defined contribution plans

Contribution towards employee provident fund and others, which is a defined contribution plan for the year ended 31st March 2025 aggregated to INR 798.29 Mn and for the year ended 31st March 2024 aggregated to INR 605.42 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 st March 2025	31 st March 2024
Present value of obligation as at the end of the year	47.77	27.09
Fair Value of plan assets at the end of the year	-	-
Net liability recognized in Balance Sheet	47.77	27.09
Current liability	4.44	3.37
Non-current liability	43.33	23.72
Total	47.77	27.09

ii) Changes in the present value of benefit obligation

Particulars	31 st March 2025	31 st March 2024
Present value of obligation at the beginning of the year	27.09	19.37
additions due to acquisition through business combinations	8.98	1.27
Included in profit or loss		
Current service cost	8.90	6.75
Past service cost	-	-
Interest cost	2.15	1.48
	11.05	8.23
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in demographic Assumptions	0.51	(1.88)

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Particulars	31 st March 2025	31 st March 2024
Changes in financial assumptions	2.24	-
Experience adjustment	(1.12)	0.47
	1.63	(1.41)
Other		
Employer contributions		
Benefits paid	(0.98)	(0.37)
Present value of obligation at the end of the year	47.77	27.09

The Company does not have any plan assets.

iii) Reconciliation of balance sheet amount

Particulars	31 st March 2025	31 st March 2024
Opening net liability	27.09	19.37
additions due to acquisition through business combinations	8.98	1.27
Expense/(income) recognised in profit and loss	11.05	8.23
Expense/(income) recognised in other comprehensive income	1.63	(1.41)
Benefits Paid directly be employer	(0.98)	(0.37)
Balance sheet Liability at the end of the year	47.77	27.09

iv) Expense recognized in the statement of profit and loss

Particulars	31 st March 2025	31 st March 2024
Current service cost	8.90	6.10
Net Interest cost	-	1.26
Past service cost	-	0.14
- Interest expense on Defined Benefit Obligation	2.15	0.73
- Interest (income) on plan assets	-	-
Total expenses recognized in the statement of profit and loss	11.05	8.23

v) Expense recognized in other comprehensive income

Particulars	31 st March 2025	31 st March 2024
Actuarial (gains)/ losses arising from:		
- Experience	(1.12)	0.47
- Assumptions changes	2.75	(1.88)
Net actuarial (gains) / losses recognised in Other Comprehensive Income	1.63	(1.41)

vi) Acturial Assumptions

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

	31 st March 2025	31 st March 2024
Gratuity plan		
Discount rate	6.84% to 7.07%	7.09% to 7.58%
Future Salary growth	7% to 11%	7% to 9%
Attrition rate	5% to 40%	5% to 40%

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

vii) Maturity analysis

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

	31 st March 2025	31 st March 2024
Within one year	4.10	3.51
Between one and two years	2.63	2.43
Between two and five years	6.12	5.02
Later than five years	46.82	24.63
	59.67	35.59

viii) 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 st March 2025	31 st March 2024
Change in Discount rate		
Delta effect + 1%	(4.06)	2.04
Delta effect - 1%	4.73	6.28
Change in rate of salary increase		
Delta effect + 1%	2.17	5.44
Delta effect - 1%	(1.74)	2.64
Change in withdrawal rate		
Delta effect + 1%	0.22	4.20
Delta effect - 1%	(0.30)	3.72
Change in Mortality rate		
Delta effect + 10%	0.00	0.54

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 deputees 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 st March 2025	31 st March 2024
Present value of obligation as at the end of the year	164.15	114.64
Fair Value of plan assets at the end of the year	-	-
Net asset / (liability) recognized in Balance Sheet	(164.15)	(114.64)
Current liability	22.99	15.23
Non-current liability	141.16	99.41
Total	164.15	114.64

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

ii) Changes in the present value of benefit obligation

Particulars	31 st March 2025	31 st March 2024
Present value of obligation at the beginning of the year	114.64	79.72
Additions due to acquisition through business combinations	-	2.60
Included in profit or loss		
Current service cost	76.40	54.39
Past service cost	-	-
Interest cost	8.16	5.92
	84.56	60.31
Included in OCI		
Acquisition / Divestiture	-	-
Actuarial (gain)/ loss arising from:		
Changes in demographic Assumptions	-	-
Changes in financial assumptions	4.99	1.43
Experience adjustment	(38.43)	(29.42)
	(33.44)	(27.99)
Other		
Employer contributions		
Benefits paid	(1.61)	-
Present value of obligation at the end of the year	164.15	114.64

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 st March 2025	31 st March 2024
Opening net (asset)/liability	114.64	79.72
Additions due to acquisition through business combinations	-	2.60
Expense/(income) recognised in profit and loss	84.56	60.31
Expense/(income) recognised in other comprehensive income	(33.44)	(27.99)
Benefits paid	(1.61)	-
Balance sheet (Asset)/Liability at the end of the year	164.15	114.64

v) Expense recognized in the statement of profit and loss

Particulars	31 st March 2025	31 st March 2024
Current service cost	76.40	54.39
Net Interest cost	0.06	0.39
Past service cost	-	-
- Interest expense on DBO	8.10	5.53
Total expenses recognized in the statement of profit and loss	84.56	60.31

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 CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

vi) Expense recognized in other comprehensive income

Particulars	31 st March 2025	31 st March 2024
Actuarial (gains)/ losses arising from:		
- Experience	(38.43)	(29.42)
- Assumptions changes	4.99	1.43
Net actuarial (gains) / losses recognised in OCI	(33.44)	(27.99)

vii) Actuarial Assumptions

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

Particulars	31 st March 2025	31 st March 2024
Gratuity plan		
Discount rate	6.61% to 7.14%	7.17% to 7.58%
Future Salary growth	7% to 10%	7% to 10%
Attrition rate	10% to 50%	5% to 50%

viii) Maturity analysis

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

Particulars	31 st March 2025	31 st March 2024
Within one year	24.03	15.94
Between one and two years	14.19	9.87
Between two and five years	22.79	15.82
Later than five years	189.38	143.06
	250.39	184.69

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 st March 2025	31 st March 2024
Change in Discount rate		
Delta effect + 1%	(8.27)	(5.83)
Delta effect - 1%	9.21	6.49
Change in rate of salary increase		
Delta effect + 1%	8.37	5.94
Delta effect - 1%	(7.63)	(11.97)
Change in withdrawal rate		
Delta effect + 1%	(3.25)	(2.73)
Delta effect - 1%	(7.57)	2.42
Change in Mortality rate		
Delta effect + 10%	-	0.01

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 IND AS 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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

40 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		
	31 st March 2025		31 st March 2024		31 st March 2024	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount
Parent						
CIEL HR Services Limited	73.37%	1,367.24	82.24%	841.55	52.57%	90.91
Subsidiaries						
Next Leap Career Solutions Private Limited	9.77%	182.14	12.87%	131.70	29.18%	50.47
Ma Foi Strategic Consultanats Private limited	0.18%	3.32	(0.07%)	(0.72)	2.11%	3.65
CIEL Skills and Careers Private Limited	1.42%	26.53	1.06%	10.80	9.07%	15.69
Integrum Technologies Private Limited	0.33%	6.15	0.53%	5.39	0.58%	1.01
CIEL Technologies Private Limited	(0.25%)	(4.75)	(0.08%)	(0.82)	(2.27%)	(3.92)
Aargee Staffing Services Private Limited	(0.22%)	(4.01)	(0.28%)	(2.82)	(0.60%)	(1.04)
Firstventure Corporation Privte Limited	2.22%	41.39	3.73%	38.15	1.62%	2.81
Thomas Assessments Private Limited	2.18%	40.58	-	-	7.33%	12.68
People Metrics Private Limited	0.72%	13.45	-	-	0.39%	0.67
Vibrant Screen Private Limited	10.27%	191.40	-	-	0.00%	-
Sub total	100.00%	1,863.44	100.00%	1,023.23	92.28%	172.93
Adjustments arising out of Consolidation		(807.11)		(195.59)		(25.08)
Non-controlling interests in all subsidiaries		-		(54.13)		(0.59)
Total		1,056.33		773.51		147.26
						99.82

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(Amount in INR Millions, unless otherwise stated)

Particulars	Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	31 st March 2025	31 st March 2024	31 st March 2025	31 st March 2024
	As % of consolidated other comprehensive income	As % of consolidated other comprehensive income	As % of consolidated total comprehensive income	As % of consolidated total comprehensive income
	Amount	Amount	Amount	Amount
Parent				
CIEL HR Services Limited	33.33%	(0.29)	52.67%	52.46%
63.65			90.62	
Subsidiaries				
Next Leap Career Solutions Private Limited	57.47%	(0.50)	29.04%	35.50%
43.07			49.97	
Ma Foi Strategic Consultanats Private limited	(45.98%)	0.40	2.36%	7.68%
9.32			4.05	
CIEL Skills and Careers Private Limited	(4.60%)	0.04	9.14%	5.51%
6.69			15.73	
Integrum Technologies Private Limited	21.84%	(0.19)	0.48%	0.97%
1.18			0.82	
CIEL Technologies Private Limited	1.15%	(0.01)	(2.28%)	(3.56%)
(4.32)			(3.93)	
Aargee Staffing Services Private Limited	17.24%	(0.15)	(0.69%)	0.04%
0.05			(1.19)	
Firstventure Corporation Privte Limited	0.00%	-	1.63%	1.39%
1.69			2.81	
Thomas Assessments Private Limited	19.54%	(0.17)	7.27%	-
-			12.51	
People Metrics Private Limited	0.00%	-	0.39%	-
-			0.67	
Vibrant Screen Private Limited	-	-	-	-
-			-	
Sub total	100.00%	(0.87)	100.00%	100.00%
121.33			172.06	
Adjustments arising out of Consolidation		(0.49)	(25.57)	(11.79)
Non-controlling interests in all subsidiaries		(0.12)	(0.71)	(8.78)
Total		(1.48)	145.78	100.76

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

41 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, the Company and its Subsidiary Next Leap Career Solutions Private Limited, meets the applicability threshold For the year ended 31st March 2025 and hence the Company and its Subsidiary Next Leap Career Solutions Private Limited is required to spend funds on Corporate Social Responsibility ('CSR') activities. The Corporate Social Responsibility ('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:

41.01

Particulars	31 st March 2025	31 st March 2024
Gross Amount required to be spent as per Section 135 of the Act	1.69	-
Add: Amount Unspent from previous years	-	-
Total Gross amount required to be spent during the year	1.69	-

41.02

Particulars	31 st March 2025	31 st March 2024
Amount approved by the CSR committee/ Board to be spent during the year	1.69	1.00

41.03 Amount spent during the year

Particulars	31 st March 2025	31 st March 2024
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	1.69	1.00
Total amount spent during the year	1.69	1.00
Amount remaining unspent at the end of the year	-	-

41.04 Contribution to Related Parties/ CSR Expenditure incurred with Related Parties

Particulars	Nature of Relationship	31 st March 2025	31 st March 2024
Contribution to The MA FOI Foundation	Entities over which KMP are able to exercise significant influence	1.69	1.00

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

42 Utilisation of Borrowed funds and share premium:

(A) The Company has advanced or loaned to Ma Foi Strategic Consultanats Private limited and CIEL Skills and Careers Private Limited (Intermediaries). The terms of such transaction have been recorded in writing or otherwise. The Intermediary has (Refer details below)

Particulars	Funding Party	Date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary as follows (Amount in INR Million)	Date and amount of fund further advanced or loaned or invested by such Intermediaries to other Intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries as follows (Amount in INR Million)	Whether relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and	Whether the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).
Ma foi Foundation (Ultimate Beneficiary)	CIEL HR Services Limited	Ma Foi Strategic Consultanats Private limited (Intermediary) Revolving Loan Outstanding as on 31 st March 2025- INR 159.10 31 st March 2024- INR 102.40 31 st March 2023- INR 39.59	Revolving Loan Outstanding as on 31 st March 2025- INR 12.69 31 st March 2024- INR 4.10 31 st March 2023 - INR 0.84	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
CIEL Skills and Careers Private Limited (Ultimate Beneficiary)	CIEL HR Services Limited	CIEL HR Services Private Limited (Intermediary) Revolving Loan Outstanding as on 31 st March 2025- INR 12.25 31 st March 2024- INR 5.20 31 st March 2023- INR 2.66	Revolving Loan Outstanding as on 31 st March 2025- INR 9.58 31 st March 2024- INR 8.08 31 st March 2023- INR 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
Ma foi Foundation (Ultimate Beneficiary)	CIEL HR Services Limited	CIEL Skills and Careers Private Limited (Intermediary) Revolving Loan Outstanding as on 31 st March 2025- INR 12.25 31 st March 2024- INR 5.20 31 st March 2023- INR 2.66	Revolving Loan Outstanding as on 31 st March 2025- INR 9.58 31 st March 2024- INR 8.08 31 st March 2023- INR 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

(B) The group entities has received fund from the Company (Funding Party). The terms of such transaction have been recorded in writing or otherwise. The group has (Refer details below)

Particulars	Funding Party	Date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary as follows (Amount in INR Million)	Date and amount of fund further advanced or loaned or invested by such Intermediaries to other Intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries as follows (Amount in INR Million)	Whether relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and	Whether the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).
Ma foi Foundation (Ultimate Beneficiary)	Ma Foi Strategic Consultanats Private limited	CIEL HR Limited (Funding) Revolving Loan Outstanding as on 31 st March 2025- INR 159.10 31 st March 2024- INR 102.40 31 st March 2023- INR 39.59	Revolving Loan Outstanding as on 31 st March 2025- INR 12.69 31 st March 2024- INR 4.10 31 st March 2023 - INR 0.84	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
CIEL Skills and Careers Private Limited (Ultimate Beneficiary)	Ma Foi Strategic Consultanats Private limited	CIEL HR Services Private Limited (Intermediary) Revolving Loan Outstanding as on 31 st March 2025- INR 12.25 31 st March 2024- INR 5.20 31 st March 2023- INR 2.66	Revolving Loan Outstanding as on 31 st March 2025- INR 9.58 31 st March 2024- INR 8.08 31 st March 2023- INR 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
Ma foi Foundation (Ultimate Beneficiary)	CIEL Skills and Careers Private Limited	CIEL Skills and Careers Private Limited (Intermediary) Revolving Loan Outstanding as on 31 st March 2025- INR 12.25 31 st March 2024- INR 5.20 31 st March 2023- INR 2.66	Revolving Loan Outstanding as on 31 st March 2025- INR 9.58 31 st March 2024- INR 8.08 31 st March 2023- INR 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

43 ADDITIONAL REGULATORY INFORMATION

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (iii) The Group 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 Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (v) The Group 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 Group has not entered into any scheme of arrangement which has an accounting impact on current period.
- (vii) Utilisation of Borrowed funds and share premium:
 - (A) The Group 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 Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - (B) The Group 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 Group 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 Group 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 Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

44 Employee Stock Option Scheme (ESOP)

- (a) The board vide its resolution dated 03rd May 2024 and members in the extra ordinary general meeting held on 10th June 2024, approved the 'Group Employee Stock Option Plan, 2024 (CSOP 2024) – 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 st March 2025	
	Number	WAEP (INR)
Options outstanding at beginning of the year	-	-
Add:		
Options granted during the year	5,32,404	2
Less:		

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Particulars	31 st March 2025	
	Number	WAEP (INR)
Options exercised during the year	-	-
Options forfeited during the year	18,200	2
Options outstanding at the end of the year	5,14,204	2

Option exercisable at the end of the year -

The options outstanding at the year ended on 31st March 2025 with exercise price of INR 2 are 5,14,204 options and the weighted average remaining contractual life of all options are 4.01 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 st March 2025
Weighted average fair value of the options at the grant dates (INR)	205.20
Dividend yield (%)	0%
Risk free interest rate (%)	6.64% to 6.69%
Expected life of share options (years)	1.5 to 3 years
Expected volatility (%)	31.50% to 34.20%
Weighted average share price (INR)	205.20

(b) CIEL HR Services Private Limited Employee Stock Option Plan, 2022

The board vide its resolution dated 12th January 2022 and members in the extra ordinary general meeting held on 27th January 2022, approved the '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.

Further the board vide its resolution dated 19th March 2025 approved the extension of the exercise period by further 1 year, consequently the exercise period stands modified to 3 years.

The following table illustrates the number and Weighted Average Exercise Prices (WAEP) of, and movements in, share options during the year.

Particulars	31 st March 2025		31 st March 2024	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	68,110	10	66,900	10
Add:				
Options granted during the year	-	-	5,000	-
Less:				
Options exercised during the year	2,123	10	-	10
Options forfeited during the year	1,600	10	3,790	10
Options outstanding at the end of the year	64,387	10	68,110	10
Option exercisable at the end of the year	61,887		60,610	

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

The options outstanding at the year ended on 31st March 2025 with exercise price of INR 10 are 64387 options and the weighted average remaining contractual life of all options are 1.50 years and The options outstanding at the year ended on 31st March 2024 with exercise price of INR 10 are 68,110 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 st March 2025	31 st March 2024
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

(c) Next Leap Career Solutions Private Limited Employee Stock Option Plan 2021

The board vide its resolution dated 8th July 2021 and members in the extra ordinary general meeting held on 19th July 2021, approved the 'The Next Leap Stock Option Plan, 2021 – Amended and Restated', which was further amended in the Board meeting dated 10th January, 2023 in the extra ordinary general meeting held on 10th 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.

The following table illustrates the number and Weighted Average Exercise Prices (WAEP) of, and movements in, share options during the year.

Particulars	31 st March 2025		31 st March 2024	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	45,511	10	63,380	10
Add:				
Options granted during the year	-	-	500	10
Less:				
Options exercised during the year	44,654	-	18,369	-
Options forfeited during the year	857	-	-	-
Options outstanding at the end of the year	-		45,511	
Option exercisable at the end of the year	Nil		19,850	

The options outstanding at the year ended 31st March 2025 with exercise price of INR 10 are nil. The options outstanding at the year ended on 31st March 2024 with exercise price of INR 10 are 19,850 options and a weighted average remaining contractual life of all options are 5.88 years for 31st March 2024

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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 st March 2025	31 st March 2024
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

(d) Firstventure Employee Stock Option Plan 2021

The board vide its resolution dated 22nd 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 st March 2025		31 st March 2024	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	6,747	10	-	-
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 the year	6,747	10	6,747	10
Option exercisable at the end of the year	-	-	-	-

The options outstanding at the period ended 31st March 2025 with exercise price of INR 10 are 6,747 options and a weighted average remaining contractual life of 2057 options are 0.01 year while remaining contractual life of 4690 options is 1 year respectively as per the shares granted with different vesting period.

The options outstanding at the year ended on 31st 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 year ended 31st March 2025.

Particulars	31 st March 2025
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

Refer note 28 for total expenses arising from Employee Stock Option Scheme (ESOP) recognised in statement of profit or loss.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

45 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.

Particulars		31 st March 2025	31 st March 2024
Equity		1,056.33	827.64
Convertible preference share		-	-
Total equity	(i)	1,056.33	827.64
Borrowings other than convertible preference shares		980.76	586.82
Less: cash and cash equivalents		(79.39)	(52.06)
Total debt	(ii)	901.37	534.76
Overall financing	(iii) = (i) + (ii)	1,957.70	1,362.40
Gearing ratio	(ii)/ (iii)	0.46	0.39

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2025 and 31st March 2024.

46 Contingent liabilities

There are no contingent liabilities of the company as on 31st March 2025 and 31st March 2024.

- 47** The Board of Directors at their meeting held on 3rd May 2024 has 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 11.32 Mn which was paid on 06th June 2024.

The Board of Directors at their meeting held on 27th 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 02nd Jun 2023.

48 Audit trail and Server Backup

Proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except that back-up of the books of account and other books and papers maintained in electronic mode by its four subsidiaries entities located in India has not been kept in servers physically located in India on a daily basis since manual Backup performed only on working days.

The holding company and its subsidiary companies incorporated in India whose financial statements have been prepared under the Act, have used accounting software for maintaining their respective books of account for the year ended 31st March 2025, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in respect of five

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

subsidiaries where accounting software for maintaining its books of account for the year which did not have a feature of recording audit trail (edit log) facility and further, during the course of audit we and above referred subsidiaries, did not come across any instance of audit trail feature being tampered with.

In respect of the holding company no audit trail feature was enabled at the database server level for recording database related activities in respect of software used by it for payroll processing (APPI) and invoice requisition (ICON) during the year.

Additionally, the audit trail of prior year has been preserved by the Holding Company and above referred subsidiaries as per the statutory requirements for record retention.

49 Subsequent Events

The Board of Directors at their meeting held on 23rd May 2025 declared interim dividend of INR 0.32 per equity share (face value of INR 02 each) for the financial year 2024-25 aggregating to INR 13.60 Mn.

On 09th April 2025, the company has incorporated the wholly owned subsidiary 'CIEL Powertrain Solutions Private Limited' with registered office at Plot No. 3726, Door No.41, Ma Foi House, 6th Avenue, Anna Nagar Chennai, Tamil Nadu, India, 600040. The subsidiary shall undertake the business of HR services.

50 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 28th September 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 13th November 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.

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: 23rd May 2025

Saurabh Ashok More

Group Chief Financial Officer

Place: Bangalore, India

Date: 23rd May 2025

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 23rd May 2025

Lalita Pasari

Company Secretary & Compliance Officer

Place: Bangalore, India

Date: 23rd May 2025

Place: Hyderabad, India

Date: 23rd May 2025



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CIEL HR Services Limited

Registered Office

Plot No. 3726, Door No. 41, 'Ma Foi House', 6th Avenue,
Q-Block, Anna Nagar, Chennai, Tamil Nadu — 600040

Corporate Office

#2802 (Broadway Building),
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