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(Please scan this QR Code to view the Addendum II)



Our Company was originally incorporated as a private limited company with the name “Suhaila Management Consultants Private Limited” under the provisions of the Companies Act, 1956, at Chennai, India, pursuant to a certificate of incorporation dated August 23, 2010, issued by the Registrar of Companies, Tamil Nadu at Chennai (“RoC”). Subsequently, pursuant to a Board resolution dated July 10, 2015 and a special resolution passed at an extraordinary general meeting dated July 13, 2015, the name of our Company was changed to “CIEL HR Services Private Limited” and a fresh certificate of incorporation dated July 24, 2015 was issued by the RoC. Upon the conversion of our Company into a public limited company, pursuant to a Board resolution dated October 9, 2023 and a special resolution at an extraordinary general meeting dated October 19, 2023, the name of our Company was changed to “CIEL HR Services Limited” and a fresh certificate of incorporation dated November 30, 2023 was issued by the RoC. For details in relation to the changes in the registered office of our Company, see “History and Certain Corporate Matters - Changes in the registered office of our Company” on page 254 of the Draft Red Herring Prospectus dated November 19, 2024.

Corporate Identity Number: U74140TN2010PLC077095

Registered Office: Plot No. 3726, Door No. 41, ‘Ma Foi House’ 6th Avenue, Q Block, Anna Nagar, Chennai 600 040, Tamil Nadu.

Corporate Office: 2802 (Broadway building) 2nd & 3rd Floor, 27th Main Road, HSR Layout, Sector 1, Bengaluru, 560 102, Karnataka.

Contact Person: Lalita Pasari, Company Secretary and Compliance Officer

Tel: +91 080 485 371 79; E-mail: companysecretary@cielhr.com; Website: <https://www.cielhr.com/>

**NOTICE TO INVESTORS: ADDENDUM II TO THE DRAFT RED HERRING PROSPECTUS (THE “ADDENDUM II”)**

**OUR PROMOTERS: PANDIARAJAN KARUPPASAMY, HEMALATHA RAJAN, ADITYA NARAYAN MISHRA, SANTHOSH KUMAR NAIR AND DORASWAMY RAJIV KRISHNAN**

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹2 EACH (“EQUITY SHARES”) OF CIEL HR SERVICES LIMITED (OUR “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹[•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[•] PER EQUITY SHARE) (THE “OFFER PRICE”) AGGREGATING UP TO ₹[•] MILLION (THE “OFFER”) COMPRISING A FRESH ISSUE OF UP TO [•] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹3,280.78 MILLION (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 4,739,336 EQUITY SHARES BY THE SELLING SHAREHOLDERS (THE “OFFERED SHARES”) AGGREGATING UP TO ₹[•] MILLION (THE “OFFER FOR SALE”), COMPRISING UP TO 2,544,181 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY PANDIARAJAN KARUPPASAMY, UP TO 629,357 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY HEMALATHA RAJAN, UP TO 629,357 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY ADITYA NARAYAN MISHRA, UP TO 594,540 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY SANTHOSH KUMAR NAIR, UP TO 118,537 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY DORASWAMY RAJIV KRISHNAN (COLLECTIVELY REFERRED AS THE “PROMOTER SELLING SHAREHOLDERS”), UP TO 47,391 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY GANESH S PADMANABHAN, UP TO 47,391 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY SOBY MATHEW, UP TO 47,391 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY ANUP NARENDREN MENON, UP TO 8,727 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY MOHIT GUNDECHA, UP TO 8,727 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY SURUCHI WAGH, UP TO 10,778 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY CAVINKARE PRIVATE LIMITED, UP TO 9,358 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY PIVUSH JAIN, UP TO 8,085 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY RAJAN CHELLAMANI NADAR, UP TO 6,737 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY MUHIL NESI VIVEKANANDAH, UP TO 26,188 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY SAMBASIVAN VISHWANATHAN AND VIDYA VISHWANATHAN, AND UP TO 2,591 EQUITY SHARES AGGREGATING TO ₹[•] MILLION BY TAMILMANI MUTHUSAMY (THE “OTHER SELLING SHAREHOLDERS”), AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE “SELLING SHAREHOLDERS”). THE OFFER AND THE NET OFFER WOULD CONSTITUTE [•]% AND [•]%, RESPECTIVELY, OF OUR POST-OFFER PAID-UP EQUITY.

Our Company had filed the DRHP with SEBI and the Stock Exchanges. Pursuant to certain observations received from SEBI and Stock Exchanges, certain updates were carried out in sections “Offer Document Summary”, “Risk Factors”, “Capital Structure”, “Objects of the Offer”, “History and Certain Corporate Matters” and “Our Subsidiaries, Associates and Joint Ventures”, beginning on pages 1, 28, 80, 116, 254 and 261 respectively of the DRHP. Potential Bidders may note that in order to assist the Bidders to get a complete understanding of the updated information, the updated relevant portions of the sections mentioned above were included in the Addendum cum Corrigendum dated February 22, 2025 (“Addendum cum Corrigendum”).

Additionally, post filing of the DRHP, our Company acquired 37,806 equity shares of face value ₹100 equivalent to 51.00% of the equity share capital of Vibrant Screen Private Limited (“VSPL”) pursuant to share purchase agreement dated March 12, 2025 (“SPA”) with effect from March 27, 2025. Our Company has paid a cash consideration of ₹224.40 million (“Cash Consideration”) to Vibhav Kapoor, Sahil Kapoor and Megha Kapoor (“Sellers”). In addition to the Cash Consideration, ‘surplus cash’ which is cash and cash equivalents in the bank accounts of VSPL on the closing date, being March 27, 2025 (“Closing Date”) subject to certain adjustments set out in the SPA shall be paid to the Sellers by our Company in three tranches over a period of three months from the Closing Date, in accordance with the SPA. The entire Cash Consideration for the acquisition has been funded by our Company from its internal accruals. The ‘surplus cash’ to be paid will be funded by our Company from internal accruals or raising debt. Pursuant to this acquisition, VSPL has become a subsidiary of our Company. Further, our Company has also entered into a shareholders agreement dated March 12, 2025, pursuant to which, our Company is obligated to purchase the remaining 49.00% of the equity share capital of VSPL in two tranches by calendar year 2027 which will also be funded by our Company from its internal accruals or by raising debt. Our Company also incorporated a wholly owned subsidiary CIEL Powertrain Solutions Private Limited on April 9, 2025. Appropriate updates to various sections of the DRHP will be carried out in the Red Herring Prospectus as and when they are filed with RoC, SEBI and the Stock Exchanges.

Accordingly, updates to certain sections “Definitions and Abbreviations”, “Risk Factors”, “Industry Overview”, “Our Business”, “History and Certain Corporate Matters” and “Our Subsidiaries, Associates and Joint Ventures”, “Our Management”, “Restated Consolidated Financial Information”, “Other Financial Information”, “Outstanding Litigation and Material Developments”, “Government and other Approvals”, “Material Contracts and Documents for Inspection” beginning on pages 1, 13, 28, 163, 250, 254, 261, 267, 291, 367, 401, 405 and 465 respectively, of the DRHP are being carried out. Potential bidders may note that in order to assist the Bidders to get a complete understanding of the updated information, the updated relevant portions of the sections mentioned above are included in this addendum to the DRHP (“Addendum II”).

The DRHP has the Restated Consolidated Financial Information of our Company, for financial years ended March 31, 2022, March 31, 2023, and March 31, 2024, and the three months ended June 30, 2024. The section titled “Restated Consolidated Financial Information” beginning on page 291 of the DRHP has been updated through this Addendum II to provide the updated Restated Consolidated Financial Information of our Company, as at and for the financial years ended March 31, 2023, March 31, 2024 and March 31, 2025, comprising of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2024 and March 31, 2025, Restated Consolidated Statement of Profit and Loss, and Restated Consolidated Statement of Cash Flows and Restated Consolidated Statement of Changes in Equity for the financial years ended March 31, 2023, March 31, 2024 and March 31, 2025, together, with the Basis of Preparation and Significant Accounting Policies and other explanatory information, compiled from the audited Ind AS Consolidated Financial Statements of our Company as at and for the financial years ended March 31, 2023, March 31, 2024 and March 31, 2025, prepared in accordance with Ind AS and other accounting principles generally accepted in India, restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended (“Restated Consolidated Financial Information”).

As the acquisition of VSPL was completed on March 27, 2025 and the acquisition of Thomas Assessments Private Limited and People Metrics Private Limited (“Thomas Group”) was completed post March 31, 2024, our Company has agreed to voluntarily include the pro forma condensed combined balance sheet as at March 31, 2025 and the unaudited pro forma condensed combined statement of profit and loss (including other comprehensive income) for the financial year ended March 31, 2025, read with the notes to the Unaudited Pro Forma Condensed Consolidated Financial Information (“Unaudited Pro Forma Condensed Consolidated Financial Information”), in this Addendum II, as if the transactions set out above, occurred immediately before the beginning of the financial year ended March 31, 2025, and the pro forma consolidated balance sheet is prepared as if the transaction above occurred as at March 31, 2025. Appropriate updates to the various sections of the DRHP will be carried out in the Red Herring Prospectus and the Prospectus, as and when they are filed with the RoC, SEBI and the Stock Exchanges.

To reflect the updated Restated Consolidated Financial Information and Unaudited Pro Forma Condensed Consolidated Financial Information included by way of this Addendum II, the section “Other Financial Information” on page 367 of the DRHP has been suitably updated to include updated accounting ratios derived from the updated Restated Consolidated Financial Information.

The changes conveyed by way of this Addendum II are to be read in conjunction with the DRHP and Addendum cum Corrigendum and, accordingly, the corresponding references in the DRHP stand updated pursuant to this Addendum II and Addendum cum Corrigendum. The information in this Addendum II supplements the DRHP and the Addendum cum Corrigendum and updates the information in the DRHP, as applicable. However, this Addendum II does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the DRHP and the date of this Addendum II. Accordingly, this Addendum II does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus as and when filed with the RoC, the SEBI and the Stock Exchanges. Please note that all details and the information included in the DRHP will be suitably updated, including to the extent updated by way of this Addendum II as well as Addendum cum Corrigendum, as may be applicable, in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. Investors should not rely on the DRHP or this Addendum II or Addendum cum Corrigendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer.

This Addendum II has been approved and adopted by the Board in their meeting dated May 23, 2025.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, (the “U.S. Securities Act”) or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions” as defined in and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.




The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

This Addendum II which has been filed with SEBI and the Stock Exchanges shall be made available to the public for comments, if any, for a period of at least 21 days, from the date of such filing with SEBI and will be available on their website [www.sebi.gov.in](http://www.sebi.gov.in), the websites of the Stock Exchanges i.e., [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com), the website of the Company i.e. <https://www.cielhr.com/>, and the websites of BRLMs, i.e., Ambit Private Limited at [www.ambit.co](http://www.ambit.co), Centrum Capital Limited at [www.centrum.co.in](http://www.centrum.co.in) and HDFC Bank Limited at [www.hdfcbank.com](http://www.hdfcbank.com).

All capitalized terms used in this Addendum II shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

For CIEL HR Services Limited  
On behalf of the Board of Directors  
Place: Chennai  
Date: May 23, 2025

Sd/-  
Lalita Pasari  
Company Secretary and Compliance Officer

BOOK RUNNING LEAD MANAGER				REGISTRAR TO THE OFFER	
					
<b>Ambit Private Limited</b> Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India Tel: + 91 22 6623 3030 E-mail: ciel.ipo@ambit.co <b>Investor Grievance ID:</b> CustomerServiceMb@ambit.co <b>Contact Person:</b> Nikhil Bhiwapurkar / Devanshi Shah <b>Website:</b> www.ambit.co <b>SEBI Registration Number:</b> INM000010585	<b>Centrum Capital Limited</b> Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg Kalina, Santacruz (East), Mumbai 400 098 Maharashtra, India. Tel: +91 22 4215 9000 E-mail: ciel.ipo@centrum.co.in <b>Investor Grievance ID:</b> igmbd@centrum.co.in <b>Contact Person:</b> Pooja Sanghvi/ Tarun Parmani <b>Website:</b> www.centrum.co.in <b>SEBI Registration Number:</b> INM000010445	<b>HDFC Bank Limited</b> Investment Banking Group, Unit No. 701, 702 and 702-A, 7th Floor Tower 2 and 3, One International Centre, Senapati Bapat Marg Prabhadevi, Mumbai 400 013, Maharashtra, India Tel: +91 22 3395 8233 E-mail: cielhr.ipo@hdfcbank.com <b>Investor Grievance ID:</b> investor.redressal@hdfcbank.com <b>Contact Person:</b> Bharti Ranga/ Souradeep Ghosh <b>Website:</b> www.hdfcbank.com <b>SEBI Registration Number:</b> INM000011252	<b>KFin Technologies Limited</b> Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, India 500 032 Tel: +91 40671 62222/ 1800 3094001 E-mail: cielhr.ipo @kfintech.com <b>Website:</b> www.kfintech.com <b>Investor grievance e-mail:</b> einward.ris@kfintech.com <b>Contact Person:</b> M. Murali Krishna <b>SEBI Registration No.:</b> INR0000000221		
BID/OFFER PROGRAMME					
<b>ANCHOR INVESTOR BIDDING DATE</b>	[●]*	<b>BID/ OFFER OPENS ON</b>	[●]	<b>BID/ OFFER CLOSES ON</b>	[●]**

*Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.*

*Our Company may, in consultation with the BRLMs, consider closing the Bid/ Offer Period for QIBs one day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

*UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

## TABLE OF CONTENTS

<b>SECTION I – GENERAL .....</b>	<b>1</b>
DEFINITIONS AND ABBREVIATIONS .....	1
<b>SECTION II – RISK FACTORS.....</b>	<b>2</b>
<b>SECTION III: INTRODUCTION.....</b>	<b>5</b>
SUMMARY OF FINANCIAL INFORMATION.....	5
<b>SECTION IV – ABOUT OUR COMPANY .....</b>	<b>10</b>
INDUSTRY OVERVIEW .....	10
OUR BUSINESS .....	15
HISTORY AND CERTAIN CORPORATE MATTERS .....	19
OUR SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES .....	20
OUR MANAGEMENT .....	22
<b>SECTION V – FINANCIAL INFORMATION .....</b>	<b>25</b>
RESTATED CONSOLIDATED FINANCIAL INFORMATION .....	25
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION.....	102
OTHER FINANCIAL INFORMATION .....	114
<b>SECTION VI- LEGAL AND OTHER INFORMATION .....</b>	<b>116</b>
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS .....	116
GOVERNMENT AND OTHER APPROVALS.....	117
<b>SECTION IX: OTHER INFORMATION.....</b>	<b>118</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION .....	118
<b>DECLARATION .....</b>	<b>119</b>

## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

The following definitions shall be added in the section “*Definitions and Abbreviations*” beginning on page 1 of the DRHP.

#### Company related terms

Term	Description
F&S Report	Industry report titled “ <i>Human Resources Management Services Market in India</i> ” dated November 19, 2024, read with the addendum to the industry report dated May 12, 2025, prepared by Frost and Sullivan (India) Private Limited, which is exclusively prepared for the purpose of the Offer and is commissioned and paid for by our Company. Frost and Sullivan (India) Private Limited was appointed on May 23, 2024 pursuant to an engagement letter entered into with our Company. The addendum to the F&S Report will be available on the website of our Company from the date of this Addendum II until the Bid/ Offer Closing Date.
CPSPL	CIEL Powertrain Solutions Private Limited
Material Subsidiaries	The material subsidiaries of our Company, being Next Leap Career Solutions Private Limited, Thomas Assessments Private Limited, and Vibrant Screen Private Limited
Unaudited Pro Forma Condensed Consolidated Financial Information	Unaudited pro forma condensed consolidated financial information comprising of the pro forma condensed combined balance sheet as at March 31, 2025, and unaudited pro forma condensed combined statement of profit and loss (including other comprehensive income) for the year ended March 31, 2025 read with the corresponding notes to the unaudited pro forma condensed combined financial information
Subsidiaries	The subsidiaries of our Company, being Aargee Staffing Services Private Limited, CIEL Skills and Careers Private Limited, CIEL Technologies Private Limited, Firstventure Corporation Private Limited, Integrum Technologies Private Limited, Ma Foi Strategic Consultants Private Limited, Next Leap Career Solutions Private Limited, People Metrics Private Limited, Thomas Assessments Private Limited, Vibrant Screen Private Limited and CIEL Powertrain Solutions Private Limited the details of which are set out in “ <i>Our Subsidiaries, Associates and Joint Ventures</i> ” on page 261 of the DRHP.
VSPL	Vibrant Screen Private Limited

#### Offer-related terms

Term	Description
Addendum II	This addendum dated May 23, 2025 to the DRHP, filed by our Company with SEBI and Stock Exchanges

#### Technical/ Industry and business-related term

Term	Description
UAN	Universal Account Numbers

## SECTION II – RISK FACTORS

With effect from March 27, 2025, our Company acquired Vibrant Screen Private Limited pursuant to a share purchase agreement dated March 12, 2025 (“**Vibrant Acquisition**”). Further, Thomas Assessments Private Limited and People Metrics Private Limited (“**Thomas Group**”) were acquired with effect from October 4, 2024 (“**Thomas Group Acquisitions**”). For further information, see “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Vibrant Screen Private Limited” on page 19 of this Addendum II. As the Vibrant Acquisition was completed only on March 27, 2025 and the Thomas Group Acquisitions was completed post March 31, 2024, our Company has agreed to voluntarily include the Unaudited Pro Forma Condensed Consolidated Financial Information for Fiscal 2025 in this Addendum II, which shows the impact of the Vibrant Acquisition and Thomas Group Acquisitions along with on the results of operations of our Company that would have resulted, had the Vibrant Acquisition and Thomas Group Acquisitions been completed with effect from April 1, 2024.

The following risk factor set out below shall be modified in the section “Risk Factors” beginning on page 28 of the DRHP.

- We may be unable to fully realize the anticipated benefits of recent acquisitions or any future acquisitions successfully or within our intended timeframe. Further, the entities we have acquired may not be able to perform to the levels our Company had anticipated. If we are unable to identify expansion opportunities or experience delays or other problems in implementing our strategy of expanding our scale through acquisitions, our growth, business, financial condition, results of operations and prospects may be adversely affected.***

We have in recent periods completed a number of acquisitions in India to grow our business, expand our business segments and service offerings, and diversify our revenue streams. The table below sets out a summary of our past acquisitions:

Year of acquisition	Name of company	Solutions offered
January, 2023	Next Leap Career Solutions Private Limited (Jombay)	Talent assessment and development platform
December, 2023	Aargee Staffing Services Private Limited	Professional staffing services in IT/ ITeS
February, 2024	Firstventure Corporation Private Limited (Courseplay)	Learning experience platform, Learning management system, Recruitment automation
October, 2024	Thomas Assessments Private Limited	To offer a suite of behavioural and cognitive tools
October, 2024	People Metrics Private Limited	Tailored talent assessment solutions
March 2025	Vibrant Screen Private Limited	Background verification services
<b><i>Acquisition of companies promoted by certain of our promoters</i></b>		
November, 2021	CIEL Technologies Private Limited	Managed services to optimise IT programmes
July, 2022	CIEL Skills and Careers Private Limited	Employability enhancement and placement/ mobilisation HR Tech Platform
February, 2023	Ma Foi Strategic Consultants Private Limited	HR advisory, HR managed services including payroll and compliance services, HR Tech Platform for compliance

For details, see “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years” and “Our Business – Our Competitive Strengths - Proven track record of inorganic growth, integration and augmented financial performance” on pages 257 and 230, respectively. Our Company aims to undertake acquisitions in the future, consistent with our growth strategies. We are constantly in the process of evaluating such opportunities, some of which we may realize in the imminent future and which may be material to our business, financial condition or results of operations.

The successful implementation of acquisitions depends on a range of factors, including funding arrangements, cultural compatibility and integration. There can be no assurance that such acquisitions will achieve their anticipated benefits or successfully integrate with our existing business in the future. If future or ongoing acquisitions do not deliver the intended results, our financial performance could be negatively affected.

Further, a portion of the Net Proceeds is proposed to be utilized for acquiring additional shareholding in certain of our existing subsidiaries and investing in the upgradation of their HR Tech Platforms. However, these subsidiaries have underperformed in the past as compared to the projections anticipated at the time of acquisition and there is no guarantee that future EBITDA performance of these Subsidiaries would be at par or higher than projections envisaged at the time of their acquisition.

Potential difficulties that we may encounter as part of the integration process could *inter-alia* include the following:

- Potential miscalculation of expenses involved in the acquisition process.
- Higher than anticipated costs related to integrating the acquired company.

- The possibility that the expected advantages of the acquisition may not materialize.
- Acquiring companies in sectors where we have minimal prior experience.
- Risk of paying more than the actual value of the acquired companies.
- Delays in merging strategies, operations, and services between companies.
- Difficulties in accurately determining the purchase price, potentially leading to goodwill impairment.
- Diversion of management's attention due to the acquisition process.
- Employee turnover and differences in business backgrounds, corporate cultures, and management philosophies that could delay successful integration.
- Challenges in retaining essential executives and other employees post-acquisition.
- Issues with establishing and enforcing consistent standards, controls, procedures, and policies.
- Lack of adequate indemnification from sellers for legal liabilities incurred by the acquired company before the acquisition.
- Unforeseen financial responsibilities and unknown liabilities associated with the acquisition.
- Potential cash flow disruptions or loss of revenue due to transitional issues.
- Disruption of, or loss of momentum in, our ongoing operations.
- Changes in the regulatory environment that could impact the acquisition.
- Challenges in entering new markets or lines of business where we have little or no prior experience.
- Potential loss or damage to relationships with employees or clients.

If we are unable to successfully overcome the potential difficulties associated with the integration process and achieve our objectives following an acquisition, the anticipated benefits and synergies of any future acquisitions may not be realized fully, or at all, or may take longer to realize than expected. Any failure to timely realize these anticipated benefits could have an adverse effect on our business, financial condition, results of operations or cash flows. Further, following an acquisition, in the event the recoverable amount of a cash-generating unit to which the goodwill, arising from such acquisition, has been allocated is less than its carrying amount, we will need to recognize impairment loss for goodwill in our restated consolidated statement of profit and loss.

In addition, any acquisition or investment may require a significant amount of capital investment, or we may incur costs in respect of any future liabilities, including in respect of any indemnity claims for such acquired or investee entities, which would decrease the amount of cash available for working capital or capital expenditures. In the future, if we borrow funds to finance acquisitions, such debt instruments may contain restrictive covenants that could, among other things, restrict us from distributing dividends. In addition, our acquisition led strategy may adversely impact our return on capital employed in future.

We may not be able to identify suitable acquisition candidates or opportunities, negotiate attractive terms for such projects, or expand, improve and augment our existing businesses. The number of attractive expansion opportunities may be limited, and attractive opportunities may command high valuations for which we may be unable to secure the necessary financing.

*The following additional risk factor set out below shall be included in the section "Risk Factors" beginning on page 28 of the DRHP.*

**2. *The Unaudited Pro Forma Condensed Consolidated Financial Information included in this Addendum II is presented for illustrative purposes do not represent our actual consolidated financial condition or results of operations.***

This Addendum II contains the Unaudited Pro Forma Condensed Consolidated Financial Information as at and for the Fiscal ended March 31, 2025 to give a pro forma effect to the acquisition of VSPL, PMPL and TAPL on voluntary basis. For further details, see "Unaudited Pro Forma Condensed Consolidated Financial Information" on page 102 of this Addendum II. The Unaudited Pro Forma Condensed Consolidated Financial Information has been prepared to illustrate the impact of the acquisition of VSPL ("**Vibrant Acquisition**"), PMPL and TAPL ("**Thomas Group Acquisitions**") on

our restated consolidated summary statement of assets and liabilities as of March 31, 2025 and on our restated consolidated summary statement of profit and loss for the year ended March 31, 2025 as if the Vibrant Acquisition and the Thomas Group Acquisitions were completed on April 1, 2024.

The Unaudited Pro Forma Condensed Consolidated Financial Information addresses a hypothetical situation and does not represent our actual consolidated financial condition or results of operations. As the Unaudited Pro Forma Condensed Combined Financial Information has been prepared for illustrative purposes only, by its nature, contains a variety of adjustments, assumptions and preliminary estimates and is not necessarily indicative of what the Company's actual financial position, results of operations or cash flows would have been had the Vibrant Acquisition and Thomas Group Acquisitions been completed on the dates indicated in the Unaudited Pro Forma Condensed Combined Financial Information. Accordingly, the degree of reliance placed by anyone on such Unaudited Pro Forma Condensed Consolidated Financial Information should be limited. Further, if the various assumptions underlying the preparation of the Unaudited Pro Forma Condensed Consolidated Financial Information do not hold true, our actual results could be materially different from those indicated in the Unaudited Pro Forma Condensed Consolidated Financial Information.

Further, in connection with the VSPL Acquisition and Thomas Group Acquisitions, in compliance with regulations applicable to us, we may incur certain costs, which could also cause such Unaudited Pro Forma Condensed Consolidated Financial Information to not be reflective of our future performance.

### **SECTION III: INTRODUCTION**

#### **SUMMARY OF FINANCIAL INFORMATION**

*The following summary set out below shall be modified in the section “Summary of Financial Information” beginning on page 66 of the DRHP.*

The following tables set forth the summary financial information derived from the Restated Consolidated Financial Information as of and for the Fiscals 2023, 2024 and 2025. The summary financial information presented below should be read in conjunction with “*Restated Consolidated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 291 and 371, respectively.

*[The remainder of this page has intentionally been left blank]*



# **RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES**

*(in ₹ million, unless otherwise stated)*

	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025
<b>ASSETS</b>			
Non-current assets			
Property, plant and equipment	7.99	14.91	33.31
Right-of-use assets	34.67	21.89	40.07
Capital work-in-progress			
Investment properties			
Goodwill	132.83	343.06	829.34
Other intangible assets	100.86	187.70	328.91
Intangible assets under development	8.32	34.89	33.64
Financial assets			
(i) Investments	0.18	0.18	0.18
(ii) Other financial assets	82.71	101.91	163.99
Other non-current assets	71.76	96.61	138.62
Deferred Tax Asset (Net)	14.48	19.78	39.14
Total non-current assets	453.80	820.93	1607.20
Current assets			
(i) Trade receivables	1,033.39	1,518.57	2026.08
(ii) Cash and cash equivalents	19.24	52.06	79.39
(iii) Bank balances other than cash and cash equivalents	43.04	54.20	83.08
(iv) Loans	8.69	22.69	22.29
(v) Other financial assets	7.51	33.99	0.36
Other current assets	231.08	331.32	531.75
<b>Total current assets</b>	<b>1,342.95</b>	<b>2,012.83</b>	<b>2,742.95</b>
<b>Total assets</b>	<b>1,796.75</b>	<b>2,833.76</b>	<b>4,350.15</b>
<b>EQUITY AND LIABILITIES</b>			
Equity			
Equity share capital	43.92	80.84	85.01
Other equity	265.01	692.67	971.32
Equity attributable to owners of the parent	308.93	773.51	1,056.33
Non-controlling interests	45.35	54.13	-
Total equity	354.28	827.64	1,056.33
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	122.29	55.47	70.30
(ii) Lease Liabilities	24.19	11.65	22.70
(iii) Other financial liabilities	86.94	152.95	424.91
Provisions	92.74	128.62	192.37
Deferred Tax Liabilities (Net)	-	-	-
Other non-current liabilities	-	-	-
Total non-current liabilities	326.16	348.69	710.28
Current liabilities			
Financial liabilities			
(i) Borrowings	372.86	531.35	910.46
(ii) Lease Liabilities	11.58	12.53	20.49
(iii) Trade payables			
- total outstanding dues of micro and small enterprises	1.16	3.45	11.03
- total outstanding dues of creditors other than micro and small enterprises	79.82	112.27	182.63
(iv) Other financial liabilities	408.20	665.01	1,008.19
Other current liabilities	220.90	282.98	355.22
Provisions	11.98	20.27	29.70
Contract Liabilities	-	-	-
Current tax liabilities (net)	9.81	29.57	65.82
<b>Total current liabilities</b>	<b>1,116.31</b>	<b>1,657.43</b>	<b>2,583.54</b>
<b>Total liabilities</b>	<b>1,442.47</b>	<b>2,006.12</b>	<b>3,293.82</b>
<b>Total equity and liabilities</b>	<b>1,796.75</b>	<b>2,833.76</b>	<b>4,350.15</b>

# **RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

*(in ₹ million, unless otherwise stated)*

Particulars	Fiscal 2023	Fiscal 2024	Fiscal 2025
<b>Income</b>			
Revenue from operations	7,996.35	10,857.35	15,044.63
Other income	10.83	24.61	34.08
<b>Total income (I)</b>	<b>8,007.18</b>	<b>10,881.96</b>	<b>15,078.71</b>
<b>Expenses</b>			
Employee benefits expense	7,740.24	10,322.62	14,240.84
Finance costs	74.39	75.71	98.66
Depreciation and amortization expense	24.64	41.33	86.60
Other expenses	193.76	317.78	486.23
<b>Total expenses (II)</b>	<b>8,033.03</b>	<b>10,757.44</b>	<b>14,912.33</b>
<b>Profit/(Loss) before exceptional items and tax (I-II)</b>	<b>(25.85)</b>	<b>124.52</b>	<b>166.38</b>
Exceptional items	1.10	-	-
<b>Profit/(Loss) before tax</b>	<b>(26.95)</b>	<b>124.52</b>	<b>166.38</b>
<b>Tax expense</b>			
Current tax	3.12	20.72	30.57
Adjustments in respect of current income tax of previous year	0.36	0.75	2.14
Deferred tax	1.10	(5.43)	(13.00)
<b>Total tax expense (V)</b>	<b>4.58</b>	<b>16.04</b>	<b>19.71</b>
<b>Profit/(loss) for the year (IV-V)</b>	<b>(31.53)</b>	<b>108.48</b>	<b>146.67</b>
<b>Other comprehensive income</b>			
<i>Items not to be reclassified to profit or loss</i>			
Re-measurement gains/ (losses) on defined benefit plans	0.24	1.41	(1.63)
Income tax effect on these items	(0.11)	(0.35)	0.27
<b>Other comprehensive income/(loss) for the year, net of tax</b>	<b>0.13</b>	<b>1.06</b>	<b>(1.36)</b>
<b>Total comprehensive income/(loss) for the year, net of tax (VI + VII)</b>	<b>(31.40)</b>	<b>109.54</b>	<b>145.31</b>
<b>Profit/(Loss) for the year attributable to</b>			
Owners of the parent	(29.02)	99.82	147.26
Non-controlling interests	(2.51)	8.66	(0.59)
	<b>(31.53)</b>	<b>108.48</b>	<b>146.67</b>
<b>Other comprehensive income for the year attributable to</b>			
Owners of the parent	0.43	0.94	(1.48)
Non-controlling interests	(0.30)	0.12	0.12
	<b>0.13</b>	<b>1.06</b>	<b>(1.36)</b>
<b>Total comprehensive income/(loss) for the year attributable to</b>			
Owners of the parent	(28.59)	100.76	145.78
Non-controlling interests	(2.81)	8.78	(0.47)
	<b>(31.40)</b>	<b>109.54</b>	<b>145.31</b>

## RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(in ₹ million, unless otherwise stated)

Particulars	Fiscal 2023	Fiscal 2024	Fiscal 2025
<b>Cash flow from operating activities</b>			
Profit/(Loss) before tax	(26.95)	124.52	166.38
Adjustments for:			
Depreciation and amortization expenses	24.64	41.33	86.60
Unrealized foreign exchange gain/loss	-	0.35	0.93
Employee stock option scheme compensation	58.75	22.62	28.47
Interest expense on borrowings	31.71	57.77	69.05
Interest expense on leases	3.18	2.67	3.00
Other finance costs	8.21	6.02	4.26
Interest income	(3.37)	(9.83)	(28.29)
Interest expense on financial liabilities	1.19	6.69	19.74
Provision for Gratuity & Compensated Absences	6.00	7.94	14.73
Gain on sale of Property, plant and equipment	-	(0.26)	(2.38)
Provision for credit impaired receivables	3.18	1.00	3.92
Bad debts written off	1.07	4.05	6.49
Amortised cost adjustments for financial instruments	(0.19)	(0.26)	(0.34)
Liabilities written back	(0.18)	(0.10)	(2.38)
Impairment of Investments	1.10	-	-
<b>Operating profit before working capital changes</b>	<b>108.34</b>	<b>264.51</b>	<b>370.18</b>
<b>Changes in working capital</b>			
<b>Adjustments for increase / (decrease) in operating liabilities:</b>			
Trade payables	33.60	28.13	60.48
Other current liabilities	75.95	35.78	64.47
Provisions	10.83	29.87	48.55
Other financial liabilities	40.68	175.83	250.80
<b>Adjustments for (increase) / decrease in operating assets:</b>			
Trade receivables	(284.57)	(441.79)	(437.56)
Other financial assets	(6.80)	(25.31)	97.56
Other assets	(153.42)	(117.84)	(177.22)
<b>Cash generated from operations</b>	<b>(175.39)</b>	<b>(50.82)</b>	<b>277.27</b>
Tax expense	3.83	(1.81)	(1.15)
<b>Net cash flows/used in operating activities (A)</b>	<b>(171.56)</b>	<b>(52.63)</b>	<b>276.12</b>
<b>Cash flow from investing activities</b>			
Payment for property, plant and equipment, intangible assets and intangibles under development	(67.87)	(116.55)	(234.20)
Payments for acquisition of subsidiaries, net of cash acquired	(104.63)	(60.02)	(373.35)
Purchase of Investments	40.15	-	-
Proceeds from sale/ disposal of Property, plant and equipment	-	0.50	2.38
Advance or loans made to employees/ other parties	8.69	-	(3.58)
Loan to related parties	(3.48)	(3.87)	(10.11)
Loan to others	36.54	0.54	10.51
Movement in bank deposits	(45.02)	(25.52)	(28.54)
Interest income received	3.37	5.23	28.29
<b>Net cash used in investing activities (B)</b>	<b>(132.25)</b>	<b>(199.69)</b>	<b>(608.61)</b>
<b>Cash flow from financing activities</b>			
Proceeds from issuance of equity share capital including share application money	240.61	269.97	45.28
Share issue transaction costs	(0.94)	(5.12)	(0.12)
Proceeds from Borrowings, net	30.32	45.14	318.65
Repayment of Debentures	(17.55)	(1.00)	(5.00)
Proceeds from Debentures	40.00	1.70	11.10
Dividend paid	(4.18)	(5.27)	(11.32)
Principal paid on lease liabilities	(2.87)	(11.59)	8.49
Interest paid on lease liabilities	(3.18)	(2.67)	(3.00)
Other finance costs	(8.21)	(6.02)	(4.26)
<b>Net cash flows from financing activities (C)</b>	<b>274.00</b>	<b>285.14</b>	<b>359.82</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(29.81)</b>	<b>32.82</b>	<b>27.33</b>

Particulars	Fiscal 2023	Fiscal 2024	Fiscal 2025
Cash and cash equivalents at the beginning of the year	49.05	19.24	52.06
<b>Cash and cash equivalents at the end of the year</b>	<b>19.24</b>	<b>52.06</b>	<b>79.39</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement</b>			
<b>Cash and cash equivalents comprise (Refer note 15)</b>			
Balances with banks:			
On current accounts	18.93	51.64	<b>78.24</b>
Cash on hand	0.31	0.42	1.15
<b>Total cash and cash equivalents at end of the year</b>	<b>19.24</b>	<b>52.06</b>	<b>79.39</b>

## SECTION IV – ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

*The following addendum will be read along with the F&S Report included under “Industry Overview” beginning on page 163 of the DRHP*

#### A. EMPLOYEE BACKGROUND VERIFICATION SERVICES SEGMENT ANALYSIS

##### **Market Overview and Growth Outlook:**

Employers conduct background checks to hire the right candidate for their job requirements and to ensure that the prospective candidate does not pose a workplace threat or become an employer liability in the future. The important advantages of employee background verification are:

- **Enhanced Hiring Quality** – Ensures that candidates have the required qualifications, experience, and integrity, leading to better hiring decisions.
- **Reduced Workplace Risk** – Helps identify red flags like criminal records or misrepresentation, minimizing potential risks to the company.
- **Improved Workplace Safety** – Verifies past behavior and criminal history, fostering a safer work environment for all employees.
- **Protection Against Fraud** – Confirms the authenticity of documents, qualifications, and work history, reducing the chance of identity or credential fraud.
- **Increased Compliance** – Ensures the company meets legal and regulatory requirements related to employee background checks.
- **Enhanced Employer Reputation** – Strengthens the company’s credibility and trustworthiness by maintaining a reliable and ethical workforce.
- **Reduced Turnover** – Hiring the right candidates based on verified credentials leads to greater employee retention and lower replacement costs.
- **Boosted Employee Morale** – A thorough vetting process assures employees that they are working alongside qualified and trustworthy colleagues.
- **Better Organizational Culture** – Ensures alignment of employee values and behavior with company standards, improving overall work culture.
- **Minimized Legal and Financial Liability** – Avoids potential legal issues and financial penalties associated with negligent hiring.

Some of the common background verification services offered in the Indian market are as follows:

- **Document Verification:** Document Verification is a thorough background screening service that helps employers and organizations verify the accuracy of candidate information. It is particularly valuable for banking and non-banking financial institutions in preventing identity theft and safeguarding client assets and trust. Advanced document verification enables businesses to identify discrepancies in candidates' identity information, which could otherwise lead to hiring risks or potential security threats.
- **Criminal Background Check:** Criminal Background Check helps organizations identify any past criminal activity associated with a candidate. This process ensures a safe and secure work environment by uncovering any records of criminal offenses, including fraud, theft, or violent behavior, thereby reducing potential risks to the company and its employees.

- **Education & Employment Verification:** Education and employment verification are key components of the background verification process. They ensure that a candidate's educational qualifications and professional history are authentic and accurately represented.

#### **Common Verification Methods of Education Verification:**

- **Direct Verification:** Contacting the educational institution (college, university, or board) directly.
- **Online Verification:**
  - National Academic Depository (NAD) – Centralized government platform for education verification
  - University or board websites
- **Third-Party Verification:** Background verification companies contact the institution on behalf of the employer.

#### **Common Verification Methods of Employment Verification:**

- **Direct Verification:** Contacting the previous employer's HR department directly.
- **Third-Party Verification:** Background verification companies reach out to previous employers.
- **Document Review:**
  - Offer letters
  - Relieving letter
  - Salary slips
  - Form 16 (Income Tax statement)
  - Provident Fund (PF) records
- **Credit Checks:** Employee Credit Score Verification involves conducting a credit check and reviewing the CIBIL score report to assess a candidate's financial background. This process helps employers identify potential financial stress that may pose risks to the organization, particularly for roles involving direct access to sensitive information. It enables companies to make informed hiring decisions and mitigate potential threats.
- **Others:** Other background verification services include address verification, identity verification, reference checks, and gap verification in candidate employment history.

**Growth Drivers:** The major factors driving the demand for employee background verification services are:

- **Rise in the Demand for Background Screening & Data Intelligence:** Technology plays a vital role in broadening the horizons of the Background Verification Market, where the penetration is still low. More firms are requiring employee background screening as they become more aware of the risks associated with hiring employees without a background check.
- **Growth in Gig Economy:** India's gig economy has experienced significant growth in recent years and is poised for continued expansion. In the 2020-21 fiscal year, the country had approximately 7.7 million gig workers, a number projected to surge to 23.5 million by 2029-30, representing about 4.1% of the total workforce. The gig economy's market size is expected to grow at a compound annual growth rate (CAGR) of 17%, reaching a gross volume of USD 455 billion by 2024. This expansion is anticipated to contribute significantly to India's economy, with the potential to add 1.25% to the country's GDP by 2030 and create up to 90 million jobs over time.

#### **Sector-wise, gig workers are predominantly engaged in:**

- Retail Trade and Sales: 2.7 million
- Transportation: 1.3 million
- Manufacturing: 600,000
- Finance and Insurance Services: 600,000
- E-Commerce Platforms: 2.5 million

The skill composition within the gig workforce is diverse, with approximately 22% in high-skilled jobs, 47% in medium-skilled roles, and 31% in low-skilled positions. This dynamic growth underscores the gig economy's increasing role in India's labor market, offering flexible employment opportunities across various sectors and skill levels.

- **New Age Business Models:** Businesses are evolving rapidly today, and this creates demand for niche services that are being addressed through new age business models with the adoption of technology. Some of the major companies adopting new age business models include Swiggy, Zomato, Ola, Uber, and Urban Company, among others. Most of the new age business models are customer-centric and their employees interact with customers one-on-one. The employees also have access to the personal data of customers, and this makes it imperative for organizations to conduct background verifications on their employees. The expected growth in new age business models would create demand for employee background verification services in the long term.

Zomato and Swiggy, leading players in India's quick commerce sector, have significantly enhanced their background verification processes for delivery personnel to ensure safety and reliability. They have partnered with identity verification firms such as IDfy, Bureau, and Equal to conduct thorough background checks. These collaborations utilize advanced technologies to authenticate documents and assess behavioral patterns of prospective delivery partners.

Employee background checks are beneficial to Human Resources (HR) departments and business owners, as they ensure that they are hiring the right people. The key end-user segments driving the demand in India are:

- **IT Segment:** Most of the present-day IT jobs did not exist a decade ago and the employees in this segment have access to so much data, that these positions require a high level of trust. Therefore, employee background verification is very critical in the IT segment. This segment also calls for routine background checks.
- **Financial Services:** Whether it's banking or accounting or any other financial function, a verification check is done to evaluate if the candidate/employee has had any finance-related convictions or charges.
- **Government Positions:** Whether state or central government positions, officials in government hold positions of utmost trust and respect, and the verification of their records is considered extremely critical.
- **Education Segment:** Education is a segment where potential candidates come in direct contact with children, and therefore employee/teacher background verification is a must.
- **Healthcare Segment:** Healthcare is another segment where extensive background checks are conducted. Doctors, nurses, and other medical professionals are hired in positions of trust, and therefore great effort is taken to ensure that they are qualified for the job.

**Recent Market Trends:** The employee background verification industry in India is experiencing notable transformations driven by technological advancements, evolving workforce dynamics, and an increased emphasis on compliance and security. Key trends shaping this sector include:

**Technological Integration:** The adoption of Artificial Intelligence (AI) and Machine Learning (ML) is revolutionizing background verification processes. These technologies facilitate rapid analysis of vast datasets, enhancing the accuracy and efficiency of screenings. AI algorithms can detect patterns and anomalies, while ML models predict potential risks based on historical data, streamlining decision-making for employers.

**Real-Time and Continuous Monitoring:** Employers are increasingly implementing real-time verification and continuous monitoring systems. This approach ensures that any changes in an employee's background, such as new legal issues or employment alterations, are promptly identified, thereby maintaining workplace integrity and security.

**Rising Discrepancy Rates:** Recent reports indicate a surge in discrepancies during background checks across various sectors. For instance, the telecommunications sector experienced an 18% increase in verification discrepancies, while the BFSI (Banking, Financial Services, and Insurance) sector saw discrepancies reach 10.4% in the financial year 2023-24, marking an 18.1% rise compared to the previous year. Additionally, 12 out of every 100 candidates were flagged for moonlighting.

**Emphasis on Data Privacy and Compliance:** With the introduction of stringent data protection regulations, there is a heightened focus on safeguarding candidate information. Companies are investing in advanced encryption technologies

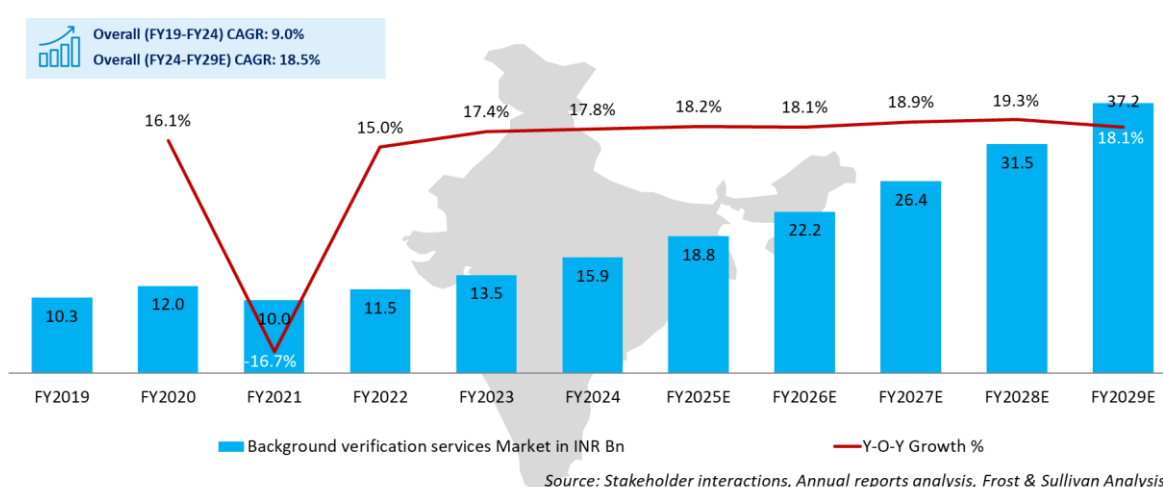
and ensuring compliance with privacy laws to protect sensitive data and maintain trust during the verification process. Organisations are also ensuring they and their partners are GDPR & PII (personally identifiable information) compliant in this regard.

### Market Size and Forecasts:

The market is at a nascent stage in India but one of the fastest growing business support services. The market was estimated at INR 1,350.0 crores in FY2023. Increasing awareness, technology advancements, and the growing importance of data security majorly drive the demand for these services. The market is forecasted to grow at a CAGR of 18.5% from FY2023 to FY2028 to reach INR 3,151.7 crore. The COVID-19 pandemic led to a decline of 16.7% of the market growth in FY2021.

The Employee Background Verification Services reached pre-COVID levels by FY2023 supported by the backlog of the physical verification of services, that were impacted due to the pandemic.

**Exhibit 6.17: Employee Background Verification Services Segment Market: Revenue Forecasts, INR Bn, India, FY2019–FY2029**



### Competition Overview:

The market is highly fragmented in India, with the organized sector accounting for only up to 30-40% of the total market. The unorganized segment has a dominating share of 60-70% in the market. The organized market is majorly dominated by local companies, and they account for around 60% of the market and the remaining 40% of the market is with MNC companies.

Several prominent companies have established significant presence:

- **First Advantage:** A global leader in background screening solutions, First Advantage operates in multiple countries, including India, providing services such as criminal record checks, education and employment verification, and drug testing.
- **AuthBridge:** One of India's earlier background verification companies, AuthBridge offers a vast range of screening solutions, including address verification, criminal record checks, and employment verification.
- **HireRight:** Operating globally, HireRight serves clients in over 240 countries, offering screening solutions like identity verification, employment verification, and criminal record checks.
- **IDfy:** An Indian-based company specializing in screening services for sectors such as IT, healthcare, and banking, leveraging AI and machine learning algorithms for accurate and efficient processes.
- **Quinfy:** A global background verification company serving clients across industries, including IT and healthcare, with a presence in the USA, Philippines, and support for verifications in over 70 countries.



- SpringVerify: A rapidly growing Indian background verification company catering to clients ranging from startups to large corporations, offering extensive screening solutions, including employment and education verification checks.
- SecUR Credentials: A leading background verification company in India, serving clients across various industries and utilizing a proprietary AI-based platform to ensure accurate and efficient screening processes.
- Matrix Business Services: Matrix Business Services India Pvt. Ltd. is a prominent player in the employee background verification and business assurance services industry in India. Company is known for its extensive pan-India field network and robust analytics-backed reporting tools. Company works with over 650+ clients, including several Fortune 500 companies.

Vibrant Screen Private Limited, a CIEL HR Services solution has been very instrumental in employee background verification for over 23 years, known for tackling key hiring challenges and driving innovation in the background check industry.

One of its major contributions includes pioneering Company Due Diligence — a process that goes beyond standard HR verification by thoroughly validating past employers to minimize hiring risks. This initiative addressed a crucial gap in the market. Additionally, Vibrant Screen was the first to introduce moonlighting checks, a practice developed and launched during the pandemic to streamline verification processes and cut down turnaround times. They successfully solved some of the pain points of the industry such as ID Verification that solved the problem of impersonation, Company genuineness check which in turn solved the problem of hiring from fake or fraudulent companies and more such innovative solutions from time to time.

In today's fast-paced recruitment environment, where swift and precise candidate assessment is essential, Vibrant Screen empowers organizations to uncover red flags within hours. By focusing on time efficiency and risk mitigation, the company helps clients make informed hiring decisions early in the recruitment cycle, ensuring only the most suitable candidates move forward.

For the past two decades, CIEL has largely concentrated on IT and ITES companies, with their top 20-22 clients generating 85-90% of their business.

Vibrant Screen is also NSR-NASSCOM empanelled, holding a Platinum category position — the highest accreditation level. The company is additionally certified with ISO 9001, ISO 27001, and CERT-In, reflecting its commitment to quality, information security, and cybersecurity compliance. These credentials underline its credibility and operational excellence in delivering secure and reliable background verification services.





## OUR BUSINESS

With effect from March 27, 2025, our Company acquired Vibrant Screen Private Limited pursuant to a share purchase agreement dated March 12, 2025 (“**Vibrant Acquisition**”). Further, Thomas Assessments Private Limited and People Metrics Private Limited (“**Thomas Group**”) were acquired with effect from October 4, 2024 (“**Thomas Group Acquisitions**”). For further information, see “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years” on page 257. As the Vibrant Acquisition was completed only on March 27, 2025 and the Thomas Group Acquisitions was completed post March 31, 2024, our Company has agreed to voluntarily include the Unaudited Pro Forma Condensed Consolidated Financial Information for Fiscal 2025 in this Addendum II, which shows the impact of the Vibrant Acquisition and Thomas Group Acquisitions along with on the results of operations of our Company that would have resulted, had the Vibrant Acquisition and Thomas Group Acquisitions been completed with effect from April 1, 2024. See, “Unaudited Pro Forma Condensed Consolidated Financial Information” on page 102 of this Addendum II.

A. The sub-section titled “– Overview” on page 222 of the DRHP stands modified with the following:

- The following table will be replaced in its entirety with the table below:

Set out below are the various human resource services (“**HR Services**”) and technology platforms (“**HR Tech Platforms**”) provided by us:

Sr. No.	HR Service	Brand
1.	Professional staffing	
2.	Value staffing	
3.	Search, selection and recruitment process outsourcing	
4.	HR managed services	
5.	HR advisory	
6.	Skilling	
7.	Background verification	
		

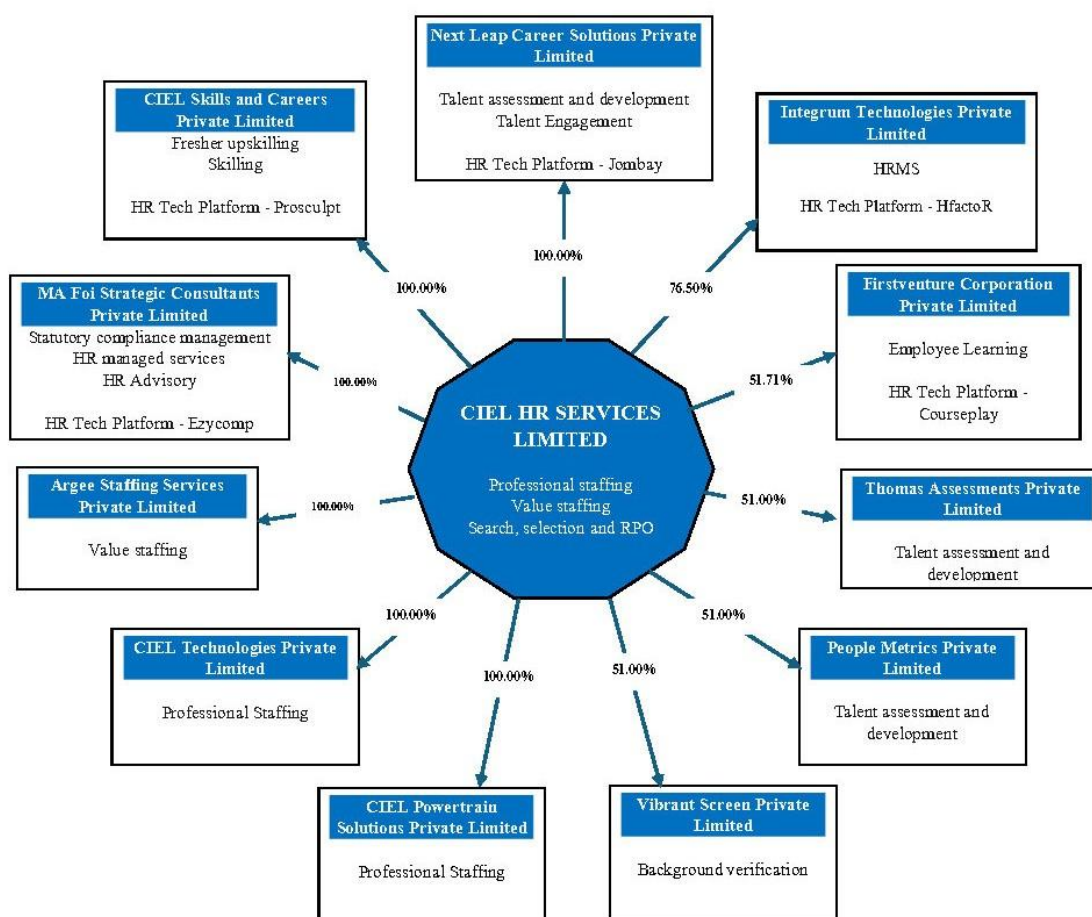
- The following paragraph will be added:

Further, pursuant to share purchase agreement dated March 12, 2025, our Company has acquired 37,806 equity shares of face value ₹100 equivalent to 51.00% of the equity share capital of Vibrant Screen Private Limited (“**VSPL**”). For further information, see “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Vibrant Screen Private Limited” on page 19 of this Addendum II.

B. The sub-section titled “–Description of our Business – Corporate Structure” on page 234 of the DRHP stands modified with the following:

### Corporate structure

As on the date of this Addendum II, the CIEL Group structure is as set out below:



C. The sub-section titled “–Description of our Business – Our Business” on page 234 of the DRHP stands modified with the following:

- The following tables will be replaced in its entirety with the below:

Set out below is the employee lifecycle with solutions offered by the CIEL Group:

Employee lifecycle stage	Solutions offered
Employability Assessment and Upskilling	<ul style="list-style-type: none"> <li>HR Tech Platform: ProSculpt</li> <li>HR Service: Skilling</li> </ul>
Recruitment	<ul style="list-style-type: none"> <li>HR Tech Platform: Hfactor</li> </ul>
Background Verification	<ul style="list-style-type: none"> <li>HR Service: Search, Selection and RPO, Value staffing and Professional staffing, Background verification services</li> </ul>
Onboarding	
Induction Training	<ul style="list-style-type: none"> <li>HR Tech Platform: Courseplay</li> <li>HR Service: Value Staffing and Professional staffing</li> </ul>
Performance Management	<ul style="list-style-type: none"> <li>HR Tech Platform: Courseplay</li> <li>HR Service: Value staffing and Professional staffing</li> </ul>
Continuous Learning and Reskilling	<ul style="list-style-type: none"> <li>HR Tech Platform: Courseplay</li> </ul>
Development and Growth, Leadership Development	<ul style="list-style-type: none"> <li>HR Tech Platform: Jombay (and the tools provided by PAPL and TAPL)</li> </ul>
Internal Mobility	
Employee Engagement	<ul style="list-style-type: none"> <li>HR Tech Platform: Workplace of Winners (WOW) by Jombay</li> </ul>
Compliance Management	<ul style="list-style-type: none"> <li>HR Tech Platform: EzyComp</li> <li>HR Service: HR managed services</li> </ul>
Exit and Offboarding	<ul style="list-style-type: none"> <li>HR Tech Platform: Hfactor</li> <li>HR Service: Professional staffing and Value staffing</li> </ul>

- The following tables will be replaced in its entirety with the below:

## Organisation journey with HR Solutions offered by CIEL Group

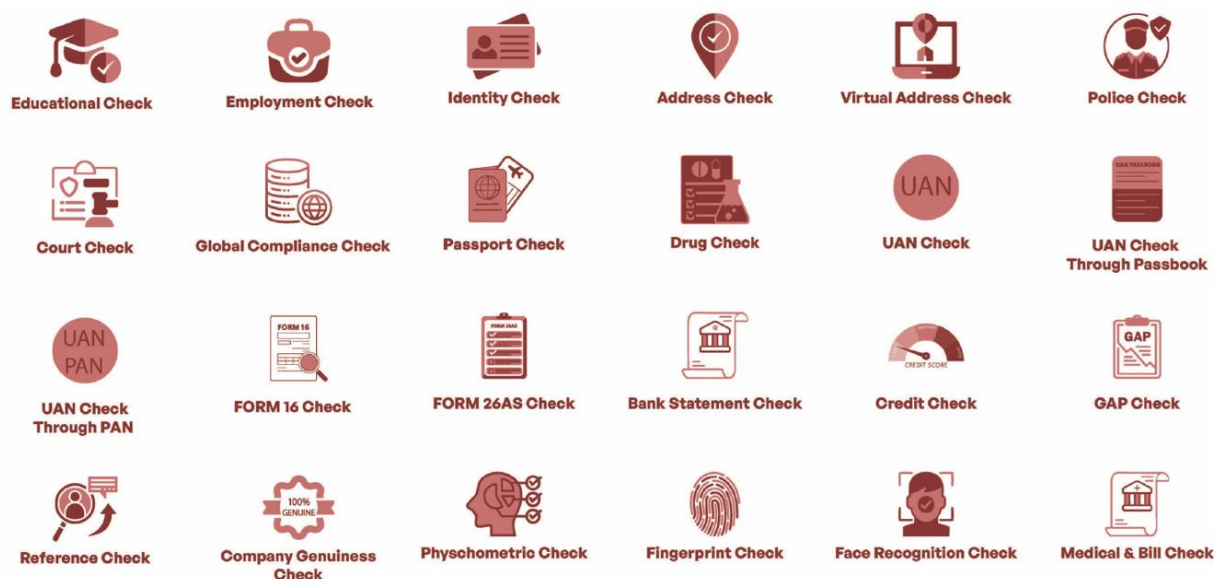
Organisation journey stage	Solutions offered
Workforce Planning	<ul style="list-style-type: none"> <li>HR Service: (a) HR advisory; (b) Search, selection and RPO; (c) Value staffing; and (d) Professional staffing</li> </ul>
Talent Acquisition	<ul style="list-style-type: none"> <li>HR Tech Platform: HfactoR</li> <li>HR Service: (a) Search, selection and RPO; (b) Value staffing; (c) Professional staffing; and (d) Background Verification Services</li> </ul>
Onboarding, Induction and Training	<ul style="list-style-type: none"> <li>HR Tech Platform: (a) HfactoR; and (b) Courseplay</li> </ul>
Employee Benefits Administration	<ul style="list-style-type: none"> <li>HR Tech Platform: HfactoR</li> <li>HR Service: HR managed services</li> </ul>
Employee Development	<ul style="list-style-type: none"> <li>HR Tech Platform: Jombay</li> <li>HR Service: HR advisory</li> </ul>

D. The sub-section titled “– Description of our Business - HR Services” beginning on page 235 of the DRHP stands modified with the following addition:

### 7. Background Verification

Employers conduct background checks to hire the right candidate for their job requirements and to ensure that the prospective candidate does not pose a workplace threat or become an employer liability in the future. (Source: F&S Report)

VSPL offers a comprehensive suite of background checks designed to uncover security and safety concerns of any organisation. We believe that the screening solutions provided, and techniques used by VSPL enable employers to mitigate risk and restore productivity. Service offerings include:



VSPL has a custom-built automation tool that streamlines the background verification process (“BGV”) by reducing manual work. This tool automates the process flow right from uploading the candidate details and collection of relevant documents till preparation of the BGV report.

One of the major contributions of VSPL includes pioneering company due diligence — a process that goes beyond standard HR verification by thoroughly validating past employers to minimize hiring risks. (Source: F&S Report) This initiative addressed a crucial gap in the market. Additionally, VSPL was the first to introduce moonlighting checks, a practice developed and launched during the pandemic to streamline verification processes and cut down turnaround times. (Source: F&S Report) Moonlighting check helps an organisation accurately verify universal account numbers (“UAN”) to authenticate the identification of the candidate and the job history thus establishing a one-to-one relationship of employment.

E. The sub-section titled “– Intellectual Property” beginning on page 247 of the DRHP stands modified with the following additions:

### Intellectual Property

Entity	Description	Class	Type of trademark	Registration No.	Validity
Vibrant Screen Private Limited	Vibrant	45	Logo	1957553	April 28, 2030

- F. *The sub-section titled “– Human Resources” beginning on page 248 of the DRHP stands modified with the following addition:*

#### **Human Resources**

As on March 31, 2025, set out below is a department wise break-up of the employees of our Company:

Department	No. of employees
VSPL	149

## HISTORY AND CERTAIN CORPORATE MATTERS

- A. The sub-section titled “– Major Events and Milestone of Our Company” beginning on page 256 of the DRHP stands replaced with the following:

The table below sets forth some of the major events and milestones in the history of our Company:

Year	Milestone
2015	Introduction of the asset-light franchise business model
2018	Introduce the Company’s first human resource management systems (HRMS) platform called ‘H factor’
2019	Obtained ISO 9001:2015 certification for providing recruitment and staffing services
2021	Recognised by Staffing Industry Association as the largest staffing firm on the basis of branches in India
2022	Acquisition of CIEL Skills and Careers Private Limited to include ‘skill development’ as a part of the offering by the Company
2022	Launched a tech platform, ‘ProSculpt’, connecting the four pillars of employment eco-system namely student, faculty, institution and industry
2023	Acquisition of stake in Next Leap Career Solutions Private Limited to include ‘talent assessment and development’ as a part of the offering by the Company
2023	Acquisition of stake in Ma Foi Strategic Consultants Private Limited to include ‘Advisory, Payroll and Compliance Management Solutions’ as a part of the offering by the Company
2024	Acquisition of stake in First Venture Corporation Private Limited, which operates ‘Courseplay Platform’ to facilitate employee learning
2024	Acquisition of stake in Thomas Assessments Private Limited and People Metrics Private Limited to provide internationally acclaimed talent assessment suite of products to the markets in South Asian Association of Regional Cooperation region
2025	Acquisition of stake in Vibrant Screen Private Limited

- B. The sub-section titled “– Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years” beginning on page 257 of the DRHP stands modified with the following addition:

### 1. Vibrant Screen Private Limited (“VSPL”)

Pursuant to share purchase agreement dated March 12, 2025 (“**Vibrant Screen SPA**”) entered between our Company, VSPL, Vibhav Kapoor and Sahil Kapoor (“**Erstwhile Promoters**”) and Megha Kapoor (“**Erstwhile Shareholder**”), our Company acquired 37,806 equity shares of face value ₹100 each constituting 51.00% of the share capital of VSPL from the Erstwhile Promoters and the Erstwhile Shareholder for a cash consideration of ₹ 224.40 million (“**Cash Consideration**”) paid to Vibhav Kapoor, Sahil Kapoor and Megha Kapoor along with the ‘surplus cash’ at the closing date, being March 27, 2025 (“**Closing Date**”) in respect of the equity shares.

In addition to the Cash Consideration, ‘surplus cash’ which is cash and cash equivalents in the bank accounts of VSPL on the Closing Date, being an amount of subject to certain adjustments set out in the SPA, determined as ₹ 62.07 million, shall be paid to the Sellers by our Company in three tranches over a period of three months from the Closing Date, in accordance with the SPA. The entire Cash Consideration for the acquisition has been funded by our Company from its internal accruals. The ‘surplus cash’ to be paid will be funded by our Company from internal accruals or raising debt. Pursuant to this acquisition, VSPL has become a subsidiary of our Company.

The fair value per equity share of VSPL, post considering the ‘surplus cash’ being paid by our Company to the Sellers is ₹ 7,577.45.

Additionally, our Company has also entered into a shareholders’ agreement dated March 12, 2025 with VSPL and the Erstwhile Promoters to acquire further equity shares of VSPL in two tranches. During the tranche 1 period (*which shall be completed within 2 months from the date of the close of financial year 2025-2026*), our Company shall acquire 24.50% of the Equity Shares of VSPL from the Erstwhile Promoters as on the execution date. Thereafter, our Company shall acquire the remaining 24.50% of the Equity Shares of VSPL during the tranche 2 period (*which shall be completed within 2 months from the date of the close of financial year 2026-2027*) to make it a wholly owned subsidiary of our Company.

## OUR SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

- A. The sub-section titled “– Subsidiaries of our Company” beginning on page 261 of the DRHP stands modified with the following addition:

### **Vibrant Screen Private Limited (“VSPL”)**

#### *Corporate Information*

VSPL was incorporated on April 19, 2007 as a private limited company, limited by shares, under Companies Act, 1956 pursuant to the certificate of incorporation issued by the Registrar of Companies, Karnataka at Bangalore. The registered office of VSPL is located at No. 710, 5th 'D' cross, 2nd block, HRBR layout, Kalyan Nagar, Bangalore 560043, Karnataka, India.

#### *Nature of business*

VSPL is engaged in the business of, *inter alia*, providing consultancy and background verification services to companies across various sectors.

#### *Capital Structure*

As on the date of this Addendum II, the authorised share capital of VSPL is ₹10,000,000 divided into 100,000 equity shares of ₹100 each and its issued, subscribed and paid-up share capital is ₹7,413,000 divided into 74,130 shares of ₹ 100 each.

#### *Shareholding pattern*

The following table sets forth the details of the shareholding of VSPL, as on the date of this Addendum II:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹100 each	Percentage of total equity shareholding (%)
1.	CIEL HR Services Limited	37,806	51.00
2.	Vibhav Kapoor	28,911	39.00
3.	Sahil Kapoor	7,413	10.00
	<b>Total</b>	<b>74,130</b>	<b>100.00</b>

#### *Amount of accumulated profits or losses*

There are no accumulated profits or losses of VSPL that have not been accounted for by our Company.

### **CIEL Powertrain Solutions Private Limited (“CPSPL”)**

#### *Corporate Information*

CPSPL was incorporated on April 9, 2025 as a private limited company, limited by shares, under Companies Act, 2013 pursuant to the certificate of incorporation issued by the Registrar of Companies, Tamil Nadu, at Chennai. The registered office of CPSPL is located at Plot No. 3726, Door No. 42, Ma Foi House, 6<sup>th</sup> Avenue, Anna Nagar, Chennai, Egmore Nungambakkam, Tamil Nadu, India, 600040.

#### *Nature of business*

CPSPL is engaged in the business of providing, *inter alia*, (a) human resources, recruitment, consulting, training, commercial training, staffing, analytics, data management, payroll processing and any other technological assistance which improves, human resources and (b) onsite support and IT enabled consultancy services in India and abroad and to act as consultants or advisors in information technology and to develop and maintain in or outside India software and/or facilities to service onsite and / or offshore outsourcing of business activities including professional outsourcing services.

#### *Capital Structure*

As on the date of this Addendum II, the authorised share capital of CPSPL is ₹100,000 divided into 10,000 equity shares of ₹10 each and its issued, subscribed and paid-up share capital is ₹100,000 divided into 10,000 shares of ₹ 10 each.

#### *Shareholding pattern*

The following table sets forth the details of the shareholding of CPSPL, as on the date of this Addendum II:

Sr. No.	Name of the shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	CIEL HR Services Limited	9,990	99.90
2.	Hemalatha Rajan	10*	0.10
	<b>Total</b>	10,000	<b>100.00</b>

\* Shares are held in the capacity of nominee shareholder. All the beneficial rights in the shares are held by CIEL HR Services Limited.

*Amount of accumulated profits or losses*

There are no accumulated profits or losses of CPSPL that have not been accounted for by our Company.



## OUR MANAGEMENT

G. The sub-section titled “– Board of Directors” beginning on page 267 of the DRHP stands modified with the following additions to Other Directorships:

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
<b>Pandiarajan Karuppasamy</b>  <b>DIN:</b> 00116011  <b>Designation:</b> Chairman and Executive Director  <b>Date of birth:</b> April 26, 1959  <b>Address:</b> C3, Golden Kings Court AK 61 TAS Enclave, Shanthi Colony, Anna Nagar, Chennai 600 040, Tamil Nadu  <b>Occupation:</b> Business  <b>Current term:</b> Appointed for a period of 5 years from June 14, 2021  <b>Period of directorship:</b> Director since June 14, 2021	66	<b>Indian Companies:</b> <ul style="list-style-type: none"> <li>• CIEL Skills and Careers Private Limited</li> <li>• Firstventure Corporation Private Limited</li> <li>• MA FOI Strategic Consultants Private Limited</li> <li>• Next Leap Career Solutions Private Limited</li> <li>• People Metrics Private Limited</li> <li>• Thomas Assessments Private Limited</li> <li>• Vibrant Screen Private Limited</li> <li>• CIEL Powertrain Solutions Private Limited</li> </ul> <b>Foreign Companies:</b>  Nil
<b>Hemalatha Rajan</b>  <b>DIN:</b> 00115674  <b>Designation:</b> Executive Director  <b>Date of birth:</b> December 7, 1965  <b>Address:</b> C3, 3 <sup>rd</sup> Floor, Golden Kings Court, AK 61, TAS Enclave, 10 <sup>th</sup> Main Road Shanti Colony, Anna Nagar, Chennai 600 040, Tamil Nadu  <b>Occupation:</b> Business  <b>Current term:</b> Appointed from April 1, 2024, for a period not exceeding 5 years  <b>Period of directorship:</b> Director since August 23, 2010	59	<b>Indian Companies:</b> <ul style="list-style-type: none"> <li>• Aargee staffing Services Private Limited</li> <li>• CIEL Skills and Careers Private Limited</li> <li>• CIEL Technologies Private Limited</li> <li>• Firstventure Corporation Private Limited</li> <li>• Integrum Technologies Private Limited</li> <li>• MA FOI strategic Consultants Private Limited</li> <li>• Native Angels Network Association</li> <li>• Next Leap Career Solutions Private Limited</li> <li>• Rudi Multi Trading Company Limited</li> <li>• Virudhunagar Kamaraj Memorial Software Private Limited</li> <li>• Vibrant Screen Private Limited</li> </ul> <b>Foreign Companies:</b>  Nil
<b>Aditya Narayan Mishra</b>  <b>DIN:</b> 05303409  <b>Designation:</b> Managing Director and Chief Executive Officer  <b>Date of birth:</b> May 10, 1971  <b>Address:</b> CA 1504, Salarpuria Greenage, Hosur Road, next to Oxford Institution, Bommanhalli, Bangalore South, Bengaluru 560 068, Karnataka, India  <b>Occupation:</b> Business  <b>Current term:</b> Appointed for a period of 5 years from July 1, 2022  <b>Period of directorship:</b> Director since July 1, 2022	54	<b>Indian Companies:</b> <ul style="list-style-type: none"> <li>• Aargee Staffing Services Private Limited</li> <li>• CIEL Technologies Private Limited</li> <li>• Firstventure Corporation Private Limited</li> <li>• Integrum Technologies Private Limited</li> <li>• MA FOI Strategic Consultants Private Limited</li> <li>• Next Leap Career Solutions Private Limited</li> <li>• People Metrics Private Limited</li> <li>• Thomas Assessments Private Limited</li> <li>• Vibrant Screen Private Limited</li> </ul> <b>Foreign Companies:</b>  Nil
<b>Santhosh Kumar Nair</b>  <b>DIN:</b> 07279988  <b>Designation:</b> Executive Director  <b>Date of birth:</b> March 11, 1976	49	<b>Indian Companies:</b> <ul style="list-style-type: none"> <li>• CIEL Technologies Private Limited</li> <li>• Firstventure Corporation Private Limited</li> <li>• MA FOI strategic Consultants Private Limited</li> <li>• Next Leap Career Solutions Private Limited</li> <li>• Vibrant Screen Private Limited</li> </ul>

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
<p><b>Address:</b> No. 13, Sycamore B, 1<sup>st</sup> Floor, Tata Sherwood, Off Old Airport Road, Basavanagar, Bangalore North, Marathahalli Colony, Bengaluru 560 037, Karnataka</p> <p><b>Occupation:</b> HR Consultancy</p> <p><b>Current term:</b> Appointed for a period from October 8, 2015 till termination due to breach of agreement</p> <p><b>Period of directorship:</b> Director since October 8, 2015</p>		<ul style="list-style-type: none"> <li>• CIEL Powertrain Solutions Private Limited</li> </ul> <p><b>Foreign Companies:</b></p> <p>Nil</p>

H. The sub-section titled “– Key Managerial Personnel and Senior Management - Senior Management” beginning on page 282 of the DRHP stands modified with the following addition:

1. **Vibhav Kapoor** is the chief executive officer of Vibrant Screen Private Limited and erstwhile promoter of Vibrant Screen Private Limited since April 1, 2007. He holds a bachelor's degree in science examination from Punjab University, Chandigarh, a Master's Diploma in Human Resource Management and HRDs from Indian Institute of Modern Management, Pune and a Master's Diploma in Business Administration with a specialization in “personal management” from Symbiosis Institute of Management Studies, Pune. He also completed an Advanced Workshop Course from Institute on Technology Management, Mussoorie. He joined the Indian Armed Forces in March 1980 and served the Military Police prior to joining VSPL. He was awarded the Chief PF Army Staff Commendation for his planning and execution as an officer to conduct military operations to save our country from coup attempt. For Fiscal 2025, he was paid an aggregate compensation of ₹ 6.48 million by VSPL.
2. **Nelson Kulandairaj** is the chief digital officer of our Company since March 12, 2025. He holds a bachelor's degree and a master's degree in computer science from St. Joseph's College, B Bharathidasan University, Tiruchirapalli. He has received certifications including Chief Operating Officer Certification from Indian Institute of Management, Lucknow and Global Business Leader Certification from Harvard Business School. He has also been certified by the district collector of Tiruvallur for developing a package for completely automating a social welfare scheme to distribute monthly old age pension. He has been associated with organizations like Bahwan CyberTek Private Limited, Satyam Computer Services Limited, Tech Mahindra Limited, Capgemini Technology Services India Limited and Adrenalin eSystems Limited. For Fiscal 2025, he was paid an aggregate compensation of ₹ 0.32 million by our Company.

#### Retirement and termination benefits

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company which include termination or retirement benefits. Except statutory benefits upon termination of their employment in our Company or superannuation, none of the Key Managerial Personnel or Senior Management is entitled to any benefit upon termination of employment or superannuation.

#### Relationship among Key Managerial Personnel and/or Senior Management

Except Mohit Gundecha and Suruchi Wagh who are spouses, none of our Key Managerial Personnel and Senior Management are related to each other.

#### Arrangements and understanding with major Shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

#### Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

#### Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

#### Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed in “*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*” on page 109 of the DRHP, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company.

#### **Service contracts with Key Managerial Personnel and Senior Management**

Our Key Managerial Personnel and Senior Management are governed by the terms of their appointment letters/ employment contracts and have not entered into any service contracts with our Company.

#### **Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management**

There is no contingent or deferred compensation payable to the Key Managerial Personnel and Senior Management, which does not form part of their remuneration.

#### **Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management**

Except as disclosed above none of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management.

#### **Interest of Key Managerial Personnel and Senior Management**

Other than as disclosed in “*Our Management – Interest of Directors*” on page 273 of the DRHP, our Key Managerial Personnel (other than our Directors) and our Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. Further, some of our Key Managerial Personnel and our Senior Management are interested to the extent of Equity Shares held by them, their relatives or by entities in which they are associated as a director and to the extent of benefits arising out of such shareholding.

Our Key Managerial Personnel, and Senior Management may be interested to the extent of employee stock options that may be granted to them from time to time under the ESOP Plan 2022, CSOP 2024 and any other employee stock option schemes that may be formulated by our Company from time to time.

#### **Changes in the Key Managerial Personnel or Senior Management in last three years**

Other than as disclosed in “*Our Management – Changes to our board in last three years*” on page 274 of the DRHP, the changes in our Key Managerial Personnel and our Senior Management during the three years immediately preceding the date of this Addendum II, are set forth below:

<b>Name</b>	<b>Date of appointment/ resignation</b>	<b>Reason</b>
Vibhav Kapoor	March 27, 2025	Appointed as Senior Management
Nelson Kulandairaj	March 12, 2025	Appointed as Senior Management

#### **Payment or benefit to officers of our Company**

No non-salary related amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management other than in the ordinary course of their employment.

**SECTION V – FINANCIAL INFORMATION**  
**RESTATED CONSOLIDATED FINANCIAL INFORMATION**

**Examination Report of Independent Auditor on the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 and Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Changes in Equity, Restated Consolidated Statement of Cash Flows for years ended March 31, 2025, March 31, 2024 and March 31, 2023 along with the Statement of Material Accounting Policies and other explanatory information of CIEL HR Services Limited (formerly known as CIEL HR Services Private Limited) (herein after collectively, the “Restated Consolidated Financial Information”)**

**The Board of Directors**

**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, Tamil Nadu, India, 600040

Dear Sirs/ Madams,

1. We, M S K A & Associates, Chartered Accountants have examined the Restated Consolidated Financial Information of CIEL HR Services Limited (the “Company” or the “Holding Company” or the “Issuer”) and its subsidiaries (the Company and its subsidiaries together referred to as the “Group”) which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for each of the years ended March 31, 2025, March 31, 2024 and March 31, 2023 and the Statement of Material Accounting Policies and other explanatory information (collectively referred to as the “Restated Consolidated Financial information”), for the purpose of inclusion in the addendum II to the draft red herring prospectus (“Addendum II”), Red Herring Prospectus (“RHP”) and the Prospectus, prepared by the Company in connection with its proposed initial public offering of equity shares of face value of Rs. 2 each (“Offer”). The Restated Consolidated Financial information, have been approved by the Board of Directors of the Company (the “Board of Directors”) at their meeting held on May 23, 2025 and prepared by the company in accordance with the requirements of:
  - a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the “Act”);
  - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”);
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”);and
  - d) Email dated October 28, 2021 from Securities and Exchange Board of India (“SEBI”) to Association of Investment Bankers of India (“SEBI Communication”).

**2. Management’s responsibility:**

The Company’s Board of Directors are responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the Annexure II to be filed with SEBI, BSE Limited (“BSE”), the National Stock Exchange of India Limited (“NSE”) (collectively, “the Stock Exchanges”) and RHP and Prospectus to be filed with SEBI, Stock Exchanges and the Registrar of Companies (“ROC”) in connection with the Offer. The Restated Consolidated Financial Information has been prepared by the management of the Company in accordance with the

basis of preparation stated in Note 2.01 of Annexure V to Restated Consolidated Financial Information. The respective Board of Directors of the Companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors of the Companies included in the Group are also responsible for identifying and ensuring that the Company complies with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

### 3. Auditor's Responsibilities

We have examined the Restated Consolidated Financial Information taking into consideration:

- a) the terms of reference and our engagement agreed with the Company in accordance with our engagement letter dated January 03, 2024 in connection with the proposed Offer.
- b) The Guidance Note and SEBI Communication. The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI,
- c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
- d) the requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication in connection with the Offer.

- 4. The Restated Consolidated Financial Information has been compiled by the management of the Company from:
  - a. the Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2025 prepared in accordance with Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India ("2025 Audited Consolidated Ind AS Financial Statements") and have been approved by the Board of Directors at their meeting held on May 23, 2025.
  - b. the Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2024, prepared in accordance with Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India ("2024 Audited Consolidated Ind AS Financial Statements") and have been approved by the Board of Directors at their meeting held on June 27, 2024.
  - c. the Audited Special Purpose Consolidated Financial Statements of the Group as at and for the year ended March 31, 2023, prepared in accordance with the Basis of Preparation, as set out in Note 2.01(a) of Annexure V to the Restated Consolidated Financial Information ("2023 Audited Special Purpose Consolidated Financial Statements"), and have been approved by the Board of Directors at their meeting held on June 27, 2024.

The audited Special Purpose Consolidated Financial Statements as at and for the year ended March 31, 2023 referred to in Para 4(c) above have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2022) and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III disclosures followed as at for the year ended March 31, 2024, in accordance with Ind AS, pursuant to the SEBI Communication.

5. For the purpose of our examination, we have relied on:

- a) Auditors' report issued by us dated May 23, 2025, on the 2025 Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2025 as referred in Para 4(a) above.

Our audit report referred to in Para 4 (a) above included the following matters which did not require any adjustment in the Restated Consolidated Financial Information:

**Report on Other legal and regulatory requirements paragraphs:**

**i) Reporting on audit trail**

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 March 31, 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.

**ii) Reporting on backup**

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 49 to the consolidated financial statements except for the matters stated in the paragraph below on reporting under Rule 11(g).

The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 5(a)(ii) above on reporting under Section 143(3)(b) and paragraph 5(a)(i) above on reporting under Rule 11(g).

**Other Matter:**

We did not audit the financial statements of five subsidiaries, namely, Aargee Staffing Services Private Limited, First Venture Corporation Private Limited, Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screens Private Limited whose financial statements reflect total assets of Rs. 453.11 Mn as at March 31, 2025, total revenues of Rs. 233.67 Mn and net cash flows amounting to Rs. (79.32) Mn for the year ended on that date, as considered in the 2025 Audited Consolidated Ind AS 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 2025 Audited Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

- b) Auditor's report issued by us dated June 27, 2024, on the Consolidated Financial Statements of the Group as at and for the year ended March 31, 2024 as referred in Para 4(b) above.

Our audit report referred to in referred above included other matter paragraph as follows:

- i) We did not audit the financial statements of two subsidiaries, namely, Aargee Staffing Services Private Limited and First Venture Corporation Private Limited, whose financial statements reflect total assets of Rs. 126.49 Mn as at March 31, 2024, total revenues of Rs.195.64 Mn and net cash flows amounting to Rs (18.76) Mn for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- ii) The comparative financial information of the Group, for the year ended March 31, 2023 and the transition date opening balance sheet as at April 01, 2022 included in these consolidated financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act, audited by the Previous Auditors whose report for the year ended March 31, 2023 and March 31, 2022 dated April 27, 2023 and May 09, 2022, respectively, expressed an unmodified audit opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.
- c) Auditor's report issued by M/s A. John Moris & Co., Chartered Accountants ("Previous Auditors") dated June 27, 2024, on the Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2023, as referred in Para 4(c) above.
- d) Examination report dated November 13, 2024 on the Restated Consolidated Statement of assets and liabilities as at March 31, 2023, the Restated Consolidated Statement of profit and loss (including other comprehensive income), Restated Consolidated statement of cash flows, Restated Consolidated statement of changes in equity, the Statement of Material accounting policies and other explanatory information for the year ended March 31, 2023 ("Restated Prior



Period Consolidated Financial Information") issued by the Previous Auditors. Our examination report insofar as it relates to the said year is based solely on the report submitted by the Previous Auditors. They have also confirmed that the Restated Prior Period Consolidated Financial Information:

- i) have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the year ended March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024 as more fully described in Annexure VI to the Restated Consolidated Financial Information (Restated Statement of Adjustments to Restated Consolidated Financial Information)
  - ii) there are no qualifications in the auditor's reports issued on the Special Purpose Consolidated Financial Statements of the Group as at and for the year ended March 31, 2023 which require any adjustments to the Restated Prior Period Consolidated Financial Information; Further, there are no Emphasis of matter/Other Matter paragraphs and
  - iii) Restated Prior Period Consolidated Financial Information has been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.
6. Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the examination report submitted by the Previous Auditors for the respective year, we report that:
- i) Restated Consolidated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial year as at and for the year ended March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024, more fully described in Annexure VI to the Restated Consolidated Financial Information (Restated Statement of Adjustments to Restated Consolidated Financial Information);
  - ii) There are no qualifications in the auditor's reports on the audited consolidated financial statements of the Group as at and for the years ended March 31, 2025 and March 31, 2024 and special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2023 which require any adjustments to the Restated Consolidated Financial Information. There are Other Matter paragraphs (refer 5(a) & 5(b) above) and other legal and regulatory matter referred to para 5(a)(i) and 5(a)(ii) above, which do not require any adjustment to the Restated Consolidated Financial information and
  - iii) Restated Consolidated Financial Information has been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.
7. We have not audited any financial statements of the Group as at any date or for any period subsequent to March 31, 2025. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as at any date or for any period subsequent to March 31, 2025.
8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements, as mentioned in paragraph 5 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us or by the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of this report.
11. Our report is intended solely for the use of the Board of Directors and for inclusion in the Addendum II to be filed with the SEBI, Stock Exchanges and RHP and Prospectus, to be filed with the SEBI, Stock Exchanges and ROC, as applicable in connection with the proposed Offer. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person relying on the examination report.

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration Number: 105047W

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**Ananthakrishnan Govindan**  
Partner  
Membership No. 205226  
UDIN:

Place: Hyderabad  
Date: May 23, 2025

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure I: Restated Consolidated Statement of Assets and Liabilities**  
(Amount in INR Millions, unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>I ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	6	33.31	14.91	7.99
Right-of-use assets	7	40.07	21.89	34.67
Goodwill	8	829.34	343.06	132.83
Other intangible assets	9 (a)	328.91	187.70	100.86
Intangible assets under development	9 (b)	33.64	34.89	8.32
<b>Financial assets</b>				
(i) Investments	10	0.18	0.18	0.18
(ii) Other financial assets	12	163.99	101.91	82.71
Other non-current assets	13	138.62	96.61	71.76
Deferred Tax Asset (Net)	35	39.14	19.78	14.48
<b>Total non-current assets</b>		<b>1,607.20</b>	<b>820.93</b>	<b>453.80</b>
<b>Current assets</b>				
<b>Financial assets</b>				
(i) Trade receivables	14	2,026.08	1,518.57	1,033.39
(ii) Cash and cash equivalents	15	79.39	52.06	19.24
(iii) Bank balances other than cash and cash equivalents	16	83.08	54.20	43.04
(iv) Loans	11	22.29	22.69	8.69
(v) Other financial assets	12	0.36	33.99	7.51
Other current assets	17	531.75	331.32	231.08
<b>Total current assets</b>		<b>2,742.95</b>	<b>2,012.83</b>	<b>1,342.95</b>
<b>Total assets</b>		<b>4,350.15</b>	<b>2,833.76</b>	<b>1,796.75</b>
<b>II EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	18	85.01	80.84	43.92
Other equity	19	971.32	692.67	265.01
<b>Equity attributable to owners of the parent</b>		<b>1,056.33</b>	<b>773.51</b>	<b>308.93</b>
Non-controlling interests		-	54.13	45.35
<b>Total equity</b>		<b>1,056.33</b>	<b>827.64</b>	<b>354.28</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
<b>Financial liabilities</b>				
(i) Borrowings	20	70.30	55.47	122.29
(ii) Lease Liabilities	37	22.70	11.65	24.19
(iii) Other financial liabilities	21	424.91	152.95	86.94
Provisions	22	192.37	128.62	92.74
<b>Total non-current liabilities</b>		<b>710.28</b>	<b>348.69</b>	<b>326.16</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure I: Restated Consolidated Statement of Assets and Liabilities**

(Amount in INR Millions, unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
<b>Current liabilities</b>				
Financial liabilities				
(i) Borrowings	23	910.46	531.35	372.86
(ii) Lease Liabilities	37	20.49	12.53	11.58
(iii) Trade payables	24			
- total outstanding dues of micro and small enterprises		11.03	3.45	1.16
- total outstanding dues of creditors other than micro and small enterprises				
		182.63	112.27	79.82
(iv) Other financial liabilities	25	1,008.19	665.01	408.20
Other current liabilities	26	355.22	282.98	220.90
Provisions	22	29.70	20.27	11.98
Current tax liabilities (net)	27	65.82	29.57	9.81
<b>Total current liabilities</b>		<b>2,583.54</b>	<b>1,657.43</b>	<b>1,116.31</b>
<b>Total liabilities</b>		<b>3,293.82</b>	<b>2,006.12</b>	<b>1,442.47</b>
<b>Total equity and liabilities</b>		<b>4,350.15</b>	<b>2,833.76</b>	<b>1,796.75</b>

Note: The above statement should be read with Material Accounting Policies to Restated Consolidated Financial Information in Annexure V, Statement of Adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

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  
**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
CIN: U74140TN2010PLC077095

**Ananthakrishnan Govindan**  
Partner  
Membership No: 205226

Place: Hyderabad, India  
Date: 23 May 2025

**Karuppasamy Pandiarajan**  
Chairman and Executive Director  
DIN:00116011

Place: Chennai, India  
Date: 23 May 2025

**Aditya Narayan Mishra**  
Managing Director & CEO  
DIN: 05303409

Place: Bangalore, India  
Date: 23 May 2025

**Saurabh Ashok More**  
Group Chief Financial Officer

Place: Bangalore, India  
Date: 23 May 2025

**Lalita Pasari**  
Company Secretary &  
Compliance Officer

Place: Bangalore, India  
Date: 23 May 2025

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure II: Restated Consolidated Statement of Profit and Loss**  
(Amount in INR Millions, unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>I Income</b>				
Revenue from operations	28	15,044.63	10,857.35	7,996.35
Other income	29	34.08	24.61	10.83
<b>Total income (I)</b>		<b>15,078.71</b>	<b>10,881.96</b>	<b>8,007.18</b>
<b>II Expenses</b>				
Employee benefits expense	30	14,240.84	10,322.62	7,740.24
Finance costs	31	98.66	75.71	74.39
Depreciation and amortization expense	32	86.60	41.33	24.64
Other expenses	33	486.23	317.78	193.76
<b>Total expenses (II)</b>		<b>14,912.33</b>	<b>10,757.44</b>	<b>8,033.03</b>
<b>III Profit/(Loss) before exceptional items and tax (I-II) for the year</b>		<b>166.38</b>	<b>124.52</b>	<b>(25.85)</b>
Exceptional items	34	-	-	1.10
<b>IV Profit/(Loss) before tax for the year</b>		<b>166.38</b>	<b>124.52</b>	<b>(26.95)</b>
<b>V Tax expense</b>				
Current tax	35	30.57	20.72	3.12
Adjustments in respect of current income tax of previous year	35	2.14	0.75	0.36
Deferred tax	35	(13.00)	(5.43)	1.10
<b>Total tax expense (V)</b>		<b>19.71</b>	<b>16.04</b>	<b>4.58</b>
<b>VI Profit/(loss) for the year (IV-V)</b>		<b>146.67</b>	<b>108.48</b>	<b>(31.53)</b>
<b>VII Other comprehensive income</b>				
<i>Items not to be reclassified to profit or loss</i>				
Re-measurement gains/ (losses) on defined benefit plans		(1.63)	1.41	0.24
Income tax effect on these items		0.27	(0.35)	(0.11)
<b>Other comprehensive income/(loss) for the year, net of tax</b>		<b>(1.36)</b>	<b>1.06</b>	<b>0.13</b>
<b>VIII Total comprehensive income/(loss) for the year, net of tax (VI + VII)</b>		<b>145.31</b>	<b>109.54</b>	<b>(31.40)</b>
<b>Profit/(Loss) for the year attributable to</b>				
Owners of the parent		147.26	99.82	(29.02)
Non-controlling interests		(0.59)	8.66	(2.51)
		<b>146.67</b>	<b>108.48</b>	<b>(31.53)</b>
<b>Other comprehensive income for the year attributable to</b>				
Owners of the parent		(1.48)	0.94	0.43
Non-controlling interests		0.12	0.12	(0.30)
		<b>(1.36)</b>	<b>1.06</b>	<b>0.13</b>
<b>Total comprehensive income/(loss) for the year attributable to</b>				
Owners of the parent		145.78	100.76	(28.59)
Non-controlling interests		(0.47)	8.78	(2.81)
		<b>145.31</b>	<b>109.54</b>	<b>(31.40)</b>
<b>Earnings / (Loss) per share (face value of INR 2 each)</b>	36			
Basic (INR)		3.52	2.55	(1.34)
Diluted (INR)		3.45	2.53	(1.34)

Note: The above statement should be read with Material Accounting Policies to Restated Consolidated Financial Information in Annexure V, Statement of Adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

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

Place: Hyderabad, India  
Date: 23 May 2025

**Karuppasamy Pandiarajan**  
Chairman and Executive Director  
DIN:00116011

Place: Chennai, India  
Date: 23 May 2025

**Aditya Narayan Mishra**  
Managing Director & CEO  
DIN: 05303409

Place: Bangalore, India  
Date: 23 May 2025

**Saurabh Ashok More**  
Group Chief Financial Officer

Place: Bangalore, India  
Date: 23 May 2025

**Lalita Pasari**  
Company Secretary &  
Compliance Officer

Place: Bangalore, India  
Date: 23 May 2025

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)

**Annexure III: Restated Consolidated Statement of Changes in Equity**

(Amount in INR Millions, unless otherwise stated)

**(A) Equity share capital (Refer Note No.18)**

	No. of shares	Amount
<b>Balance as at 01 April 2022</b>	<b>41,84,661</b>	<b>41.85</b>
Changes in equity share capital during year	2,06,978	2.07
<b>Balance as at 31 March 2023</b>	<b>43,91,639</b>	<b>43.92</b>
Changes in equity share capital during year	36,92,502	36.93
<b>Balance as at 31 March 2024</b>	<b>80,84,141</b>	<b>80.84</b>
Changes in equity share capital during the year before sub-division	3,937	0.04
<b>Outstanding before Sub -division during the year</b>	<b>80,88,078</b>	<b>80.88</b>
<b>Outstanding after Sub -division during the year</b>	<b>4,04,40,390</b>	<b>80.88</b>
Changes in equity share capital during the year after sub-division	20,63,865	4.13
<b>Balance as at 31 March 2025</b>	<b>4,25,04,255</b>	<b>85.01</b>

**(B) Other equity**

**For the year ended 31 March 2023 (Refer Note No.19)**

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	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
<b>Balance as at 1 April 2022</b>	-	-	45.29	6.72	(58.71)	-	(0.07)	(6.77)	48.16	41.39
Profit for the year	-	-	-	-	(29.02)	-	-	(29.02)	(2.51)	(31.53)
Other comprehensive income	-	-	-	-	-	-	0.43	0.43	(0.30)	0.13
Securities premium credited on share issue	-	-	246.74	-	-	-	-	246.74	-	246.74
Share issue expenses for the year	-	-	(0.94)	-	-	-	-	(0.94)	-	(0.94)
Transfer from retained earnings	-	-	-	4.24	(4.24)	-	-	-	-	-
Employee stock option scheme compensation	-	-	-	-	-	58.75	-	58.75	-	58.75
Dividends	-	-	-	-	(4.18)	-	-	(4.18)	-	(4.18)
<b>Balance as at 31 March 2023</b>	-	-	<b>291.09</b>	<b>10.96</b>	<b>(96.15)</b>	<b>58.75</b>	<b>0.36</b>	<b>265.01</b>	<b>45.35</b>	<b>310.36</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure III: Restated Consolidated Statement of Changes in Equity**

(Amount in INR Millions, unless otherwise stated)

**For the year ended 31 March 2024 (Refer Note No.19)**

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	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
<b>Balance as at 1 April 2023</b>	-	-	291.09	10.96	(96.15)	58.75	0.36	265.01	45.35	310.36
Profit for the year	-	-	-	-	99.82	-	-	99.82	8.66	108.48
Other comprehensive income	-	-	-	-	-	-	0.94	0.94	0.12	1.06
Securities premium /Capital Reserve credited on share issue	-	0.18	315.85	-	-	-	-	316.03	-	316.03
Share issue expenses for the year	-	-	(5.12)	-	-	-	-	(5.12)	-	(5.12)
Employee stock option scheme compensation	-	-	-	-	-	22.62	-	22.62	-	22.62
Dividends	-	-	-	-	(5.27)	-	-	(5.27)	-	(5.27)
Bonus shares issued during the year	-	-	(3.31)	-	-	-	-	(3.31)	-	(3.31)
Money received on account of share application	1.95	-	-	-	-	-	-	1.95	-	1.95
<b>Balance as at 31 March 2024</b>	<b>1.95</b>	<b>0.18</b>	<b>598.51</b>	<b>10.96</b>	<b>(1.60)</b>	<b>81.37</b>	<b>1.30</b>	<b>692.67</b>	<b>54.13</b>	<b>746.80</b>

**For the year ended 31 March 2025 (Refer Note No.19)**

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	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations			
<b>Balance as at 01 April 2024</b>	<b>1.95</b>	<b>0.18</b>	<b>598.51</b>	<b>10.96</b>	<b>(1.60)</b>	<b>81.37</b>	<b>1.30</b>	<b>692.67</b>	<b>54.13</b>	<b>746.80</b>
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)
Dividends	-	-	-	-	(11.32)	-	-	(11.32)	-	(11.32)
<b>Balance as at 31 March 2025</b>	<b>0.00</b>	<b>(298.76)</b>	<b>1,021.36</b>	<b>10.96</b>	<b>134.34</b>	<b>103.60</b>	<b>(0.18)</b>	<b>971.32</b>	<b>-</b>	<b>971.32</b>

Note: The above statement should be read with Material Accounting Policies to Restated Consolidated Financial Information in Annexure V, Statement of Adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

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

Place: Hyderabad, India

Date: 23 May 2025

**Karuppasamy Pandiarajan**

Chairman and Executive Director

DIN:00116011

Place: Chennai, India

Date: 23 May 2025

**Aditya Narayan Mishra**

Managing Director & CEO

DIN: 05303409

Place: Bangalore, India

Date: 23 May 2025

**Saurabh Ashok More**

Group Chief Financial Officer

Place: Bangalore, India

Date: 23 May 2025

**Lalita Pasari**

Company Secretary &  
Compliance Officer

Place: Bangalore, India

Date: 23 May 2025

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure IV: Restated Consolidated Statement of Cash Flows**  
(Amount in INR Millions, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Cash flow from operating activities</b>			
Profit/(Loss) before tax	166.38	124.52	(26.95)
Adjustments for:			
Depreciation and amortization expenses	86.60	41.33	24.64
Unrealized foreign exchange gain/loss	0.93	0.35	-
Employee stock option scheme compensation	28.47	22.62	58.75
Interest expense on borrowings	69.05	57.77	31.71
Interest expense on leases	3.00	2.67	3.18
Other finance costs	4.26	6.02	8.21
Interest income	(28.29)	(9.83)	(3.37)
Interest expense on financial liabilities	19.74	6.69	1.19
Provision for Gratuity & Compensated Absences	14.73	7.94	6.00
Gain on sale of Property, plant and equipment	(2.38)	(0.26)	-
Provision for credit impaired receivables	3.92	1.00	3.18
Bad debts written off	6.49	4.05	1.07
Amortised cost adjustments for financial instruments	(0.34)	(0.26)	(0.19)
Liabilities written back	(2.38)	(0.10)	(0.18)
Impairment of Investments	-	-	1.10
<b>Operating profit before working capital changes</b>	<b>370.18</b>	<b>264.51</b>	<b>108.34</b>
<b>Changes in working capital</b>			
<b>Adjustments for increase / (decrease) in operating liabilities:</b>			
Trade payables	60.48	28.13	33.60
Other current liabilities	64.47	35.78	75.95
Provisions	48.55	29.87	10.83
Other financial liabilities	250.80	175.83	40.68
<b>Adjustments for (increase) / decrease in operating assets:</b>			
Trade receivables	(437.56)	(441.79)	(284.57)
Other financial assets	97.56	(25.31)	(6.80)
Other assets	(177.22)	(117.84)	(153.42)
<b>Cash generated from operations</b>	<b>277.27</b>	<b>(50.82)</b>	<b>(175.39)</b>
Tax expense	(1.15)	(1.81)	3.83
<b>Net cash generated from/used in operating activities (A)</b>	<b>276.12</b>	<b>(52.63)</b>	<b>(171.56)</b>
<b>Cash flow from investing activities</b>			
Payment for property, plant and equipment, intangible assets and intangibles under development	(234.20)	(116.55)	(67.87)
Payments for acquisition of subsidiaries, net of cash acquired	(373.35)	(60.02)	(104.63)
Purchase of Investments	-	-	40.15
Proceeds from sale/ disposal of Property, plant and equipment	2.38	0.50	-
Advance or loans made to employees	(3.58)	-	8.69
Loan to related parties	(10.11)	(3.87)	(3.48)
Loan to others	10.51	0.54	36.54
Movement in bank deposits	(28.54)	(25.52)	(45.02)
Interest income received	28.29	5.23	3.37
<b>Net cash used in investing activities (B)</b>	<b>(608.61)</b>	<b>(199.69)</b>	<b>(132.25)</b>



**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure IV: Restated Consolidated Statement of Cash Flows**  
(Amount in INR Millions, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Cash flow from financing activities</b>			
Proceeds from issuance of equity share capital including share application money	45.28	269.97	240.61
Share issue transaction costs	(0.12)	(5.12)	(0.94)
Proceeds from Borrowings, net	318.65	45.14	30.32
Repayment of Debentures	(5.00)	(1.00)	(17.55)
Proceeds from Debentures	11.10	1.70	40.00
Dividend paid	(11.32)	(5.27)	(4.18)
Principal paid on lease liabilities	8.49	(11.59)	(2.87)
Interest paid on lease liabilities	(3.00)	(2.67)	(3.18)
Other finance costs	(4.26)	(6.02)	(8.21)
<b>Net cash flows from financing activities (C)</b>	<b>359.82</b>	<b>285.14</b>	<b>274.00</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>27.33</b>	<b>32.82</b>	<b>(29.81)</b>
Cash and cash equivalents at the beginning of the year	52.06	19.24	49.05
<b>Cash and cash equivalents at the end of the year</b>	<b>79.39</b>	<b>52.06</b>	<b>19.24</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement</b>			
<b>Cash and cash equivalents comprise (Refer note 15)</b>			
Balances with banks:			
On current accounts	78.24	51.64	18.93
Cash on hand	1.15	0.42	0.31
<b>Total cash and cash equivalents at end of the year</b>	<b>79.39</b>	<b>52.06</b>	<b>19.24</b>

Note: The above statement should be read with Material Accounting Policies to Restated Consolidated Financial Information in Annexure V, Statement of Adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

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

Place: Hyderabad, India  
Date: 23 May 2025

**Karuppasamy Pandiarajan**  
Chairman and Executive Director  
DIN:00116011

Place: Chennai, India  
Date: 23 May 2025

**Aditya Narayan Mishra**  
Managing Director & CEO  
DIN: 05303409

Place: Bangalore, India  
Date: 23 May 2025

**Saurabh Ashok More**  
Group Chief Financial officer

Place: Bangalore, India  
Date: 23 May 2025

**Lalita Pasari**  
Company Secretary &  
Compliance Officer

Place: Bangalore, India  
Date: 23 May 2025

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure V: Material Accounting Policies to Restated Consolidated Financial Information**  
(Amount in INR millions, unless otherwise stated)

**1 Corporate Information**

CIEL HR SERVICES LIMITED (formerly known as CIEL HR SERVICES PRIVATE LIMITED), together with its subsidiaries, collectively referred to as the “Group”, is a public limited Company domiciled in India and was incorporated on 23 August 2010 under the provisions of the Companies Act, 1956 applicable in India.

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

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

The 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**

These notes provides a list of the material accounting policies adopted in the preparation of this Restated Consolidated Financial Information. These policies have been consistently applied to all the years presented, unless otherwise stated.

**2.01 Basis of Preparation of Consolidated Financial Information**

**(a) Statement of Compliance**

The Restated Consolidated Financial Information of the Group comprise the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows, the Restated Consolidated Statement of Changes in Equity for the years ended 31 March 2025, 31 March 2024 and 31 March 2023, Material Accounting Policies to Restated Consolidated Financial Information and Statement of Adjustments to the Restated Consolidated Financial Information (hereinafter collectively referred to as “Restated Consolidated Financial Information”).

These Restated Consolidated Financial Information have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective as at 31 March 2025. These Restated Consolidated Financial Information have been approved by the Board of Directors on 23 May 2025.

These Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("SEBI ICDR Regulations") for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (collectively, the “Offer Documents”) in connection with its proposed Initial Public Offering (IPO) of equity shares of the Company prepared in terms of the requirements of :

a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);

b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

The Restated Consolidated Financial Information have been prepared by the Management of the company and compiled from:

I. Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2025 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as “Ind AS”), and other accounting principles generally accepted in India including the requirements of the Act, which has been approved by the Board of Directors at their meeting held on 23 May 2025.

II. Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2024 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as “Ind AS”), and other accounting principles generally accepted in India including the requirements of the Act, which has been approved by the Board of Directors at their meeting held on 27 June 2024 .

III. Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2023 prepared in accordance with Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other recognised accounting practices and policies generally accepted in India including the requirements of the Act, which has been approved by the Board of Directors at their meeting held on 27 June 2024; and

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of financial statements for the year ended 31 March 2025. This Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of board meeting held to approve and adopt the audited Special Purpose Financial Statements as mentioned above.

The Restated Consolidated Financial Information have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- a. Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place, recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
- b. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Restated Financial Information of the Group for the year ended 31 March 2025 and the requirements of the ICDR Regulations, if any; and
- c. The resultant impact of tax due to the aforesaid adjustments, if any.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure V: Material Accounting Policies to Restated Consolidated Financial Information**  
(Amount in INR 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 Group has prepared the restated consolidated financial information on the basis that it will continue to operate as a going concern.

**Basis of consolidation:**

The restated 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 31 March.

**Non-controlling interest:**

Non-controlling interest ("NCI") which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded. NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

In case where the Group has a call option with NCI in an existing subsidiary on their equity interest in that subsidiary and is reasonably certain to exercise the call option, then the Group evaluates access to the returns associated with the ownership interest. In case NCI still have present access to returns associated with the underlying ownership interest, then the Group has elected to account for call option as per the anticipated-acquisition method. Under the anticipated-acquisition method, the call option is accounted for as an anticipated acquisition of the underlying NCI. This is independent of how the exercise price is determined (e.g. fixed or variable) and how likely it is that the option will be exercised. Subsequent to initial recognition, any changes in the carrying amount of the call option liability is accounted through statement of profit and loss account.

Change in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(c) **Classification between Current and Non-current**

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

**Assets**

An asset is treated as current when it is:

- i. Expected to be realised within twelve months after the reporting period, or
  - ii. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

**Liabilities**

A liability is current when:

- i. It is expected to be settled in normal operating cycle
  - 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
- All other liabilities are classified 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 Restated 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 Statement of Profit and Loss during the year in which they are incurred.

## **2.03 Depreciation methods, estimated useful lives**

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

The useful life of PPE is the period over which PPE is expected to be available for use by the Group.

<b>Property, plant and equipment</b>	<b>Management estimate of Useful Life</b>	<b>Useful lives as per Schedule II of Companies Act, 2013</b>
Furniture and Fixtures	05 years	10 years
Office Equipment	05 years	05 years
Computers:		
-Servers	06 years	06 years
-End user devices such as, desktops, laptops etc.	03 years	03 years
Vehicles	08 years	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).

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:

<b>Intangible assets</b>	<b>Management estimate of Useful Life</b>
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

#### **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 Statement of Profit and Loss.

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

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

#### **2.08 Fair value measurement**

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in 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

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 38 & 39

## **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 1 April 2022 i.e. the transition date. Business combinations occurred prior to the transition date have not been restated.

## **2.10 Principles of consolidation**

### **a. Subsidiaries**

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- (i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- (ii) Exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect its returns.
- (iii) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (i) The contractual arrangement with the other vote holders of the investee;
- (ii) Rights arising from other contractual arrangements;
- (iii) The Group's voting rights and potential voting rights;
- (iv) The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated consolidated financial information to ensure conformity with the Group's accounting policies.

The financial information of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e. year ended on 31 March 2025, 31 March 2024 and 31 March 2023.

### **b. Consolidation procedures:**

a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Restated consolidated financial information at the acquisition date.

b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows rotating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and property, plant and equipment and intangible assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Restated consolidated financial information. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

**c. Loss of control**

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it:

- (i) Derecognises the assets (including goodwill) and liabilities of the subsidiary.
- (ii) Derecognises the carrying amount of any non-controlling interests.
- (iii) Derecognises the cumulative translation differences recorded in equity.
- (iv) Recognises the fair value of the consideration received.
- (v) Recognises the fair value of any investment retained.
- (vi) Recognises any surplus or deficit in profit or loss.
- (vii) Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

**2.11 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).

## **2.12 Investments**

Investment in equity instruments are measured at cost less impairment. Dividend income is recognised when its right to receive the dividend is established. The acquired investment are measured at acquisition date fair value.

## **2.13 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 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 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 the 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.

## **2.14 Leases**

### **The Group as a lessee**

The Group 's lease asset classes primarily consist of leases for office space. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

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

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

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

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

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

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

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



## **2.15 Impairment of non-financial assets**

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

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

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

## **2.16 Provisions and contingent liabilities**

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

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

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

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

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

## **2.17 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.

## **2.18 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.

## **2.19 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 Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

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

(iii) Impairment of financial assets

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

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

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

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

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

(iv) Derecognition of financial assets

A financial asset is derecognized only when

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

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

**(b) Financial liabilities**

(i) Initial recognition and measurement

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

(ii) Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the 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.

**Offsetting of financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

**Written - off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

**2.20 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 Statement of Profit and Loss.

(ii) **Defined benefit plans**

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

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

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

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

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

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

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

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

(c) **Share-based payments**

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies' best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have 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.

**2.21 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.

**2.22 Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

**2.23 Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). CODM evaluates the Group's performance and allocates resources based on the analysis of various performance indicators by business segments. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Summary Statements. Accordingly, information has been presented across two segments as follows:

HR Services	It provides suite of HR services including Search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory, 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:

- 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.
- Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.
- Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
- Segment results includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.
- 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.
- 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.

**2.24 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 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.

#### **4 Recent accounting pronouncements**

##### **4.1 Standards (including amendments) issued but not yet effective**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As on 31 March 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Group

##### **5 First-time adoption of Ind-AS**

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

##### **5.1 Exemptions availed on first time adoption of Ind AS**

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

(a) Deemed Cost

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

(b) Compound financial

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

## **5.2 Mandatory Exemption on first-time adoption of Ind AS**

### **(a) Estimates**

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

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

- (i) Impairment of financial assets based on expected credit loss model.
- (ii) Fair valuation of compound instrument.
- (iii) FVTPL – debt securities
- (iv) FVTOCI – debt securities
- (v) Effective interest rate used in calculation of security deposit.

### **(b) Derecognition of financial assets and financial liabilities**

A first-time adopter should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively to transactions occurring on or after the date of transition. Therefore, if a first-time adopter derecognized non-derivative financial assets or non-derivative financial liabilities under its Indian GAAP as a result of a transaction that occurred before the date of transition, it should not recognize those financial assets and liabilities under Ind AS (unless they qualify for recognition as a result of a later transaction or event). A first-time adopter that wants to apply the derecognition requirements in Ind AS 109, Financial Instruments, retrospectively from a date of the entity's choosing may only do so, provided that the information needed to apply Ind AS 109, Financial Instruments, to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Group has elected to apply the de-recognize provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

### **(c) Classification and measurement of financial assets**

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

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VI: Statement of Adjustments to Restated Consolidated Financial Information**  
(Amount in INR millions, unless otherwise stated)

**Statement of restatement adjustments**

For periods up to and including the year ended 31 March 2023, the Company prepared its financial statements in accordance with accounting standards referred to in paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) notified under section 133 of the Companies Act, 2013. The Restated Consolidated Financial Information have been compiled from the audited financial statements of the Company as at and for the year ended 31 March 2025, audited financial statements as at and for the year ended 31 March 2024 and the Audited Special Purpose Financial Statements of the Company as at and for the year ended 31 March 2023 (refer basis of preparation para under Note 2.1).

In preparing these financial statements, the Company's opening balance sheet was prepared as at 01 April 2022, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its IGAAP financial statements, including the balance sheet as at 01 April 2022 and the financial statements as at and for the year ended 31 March 2023 and how the transition from IGAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

There is no difference between Restated Consolidated Financial Information, Audited Financial Statements and Audited Special Purpose Financial Statements of the Company as referred above. Reconciliations between the Restated Consolidated Financial Information and Audited Financial Statements (IGAAP) of the Company are set out in the following tables and notes.

**A Reconciliations between the restated financial information and audited financial statements (IGAAP) of the Company.**

**1 Reconciliation of total equity as at 31 March 2023**

Particulars	Note	As at 31 March 2023
<b>Total equity (shareholder's funds) as per audited IGAAP Financials of respective years</b>		373.76
<b>Adjustments:</b>		
Adjustment of opening balance of equity - Ind AS	ii(h)	(101.09)
Adjustment for fair valuation of Gratuity and compensated absences	ii(c)	(5.30)
Adjustment for recognition of right-of-use assets and lease liabilities	ii(b)	(2.15)
Adjustment for expected credit loss / provision allowance on financial assets	ii(d)	(3.18)
Adjustment for impairment of intangible assets	ii(g)	(2.18)
Adjustment for unbilled revenue and costs for the break period		-
Other adjustments		0.06
Prior period adjustments	i	4.40
Tax effect of adjustments	ii(f)	0.69
<b>Total Adjustments</b>		<b>(108.75)</b>
<b>Total equity as per restated financial information</b>		<b>265.01</b>

**2 Reconciliation of profit and other comprehensive income/(loss) for the year ended 31 March 2023**

Particulars	Notes	For the year ended 31 March 2023
<b>Profit/(loss) after tax as per as per audited IGAAP Financials of respective years</b>		<b>42.10</b>
<b>Adjustments:</b>		
Adjustment for Gratuity	ii(c)	(5.43)
Adjustment for expected credit loss allowance on financial assets	ii(d)	(3.18)
Adjustment for ESOP	ii(i)	(58.75)
Adjustment for recognition of right-of-use assets and lease liabilities	ii(b)	(2.15)
Adjustment for depreciation on fair valued assets	ii(g)	(2.18)
Measurement of financial assets and financial liabilities at amortised cost	ii(b)	(1.00)
Adjustment for Common control transaction	ii(h)	-
Other adjustments	ii(h)	(6.03)
<b>Total Adjustments</b>		<b>(73.63)</b>
<b>Profit for the year as per restated financial information</b>		<b>(31.53)</b>
Other comprehensive income/(loss)		
Remeasurement of defined benefit obligations (net of tax)	ii(c)	0.13
<b>Total comprehensive income for the year as per restated financial information</b>		<b>(31.40)</b>

**3 Impact of restatement adjustment on the cash flows statement for the year ended 31 March 2023**

The restatement adjustment has not made a material impact on the statement of cash flows.

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)  
Annexure VI: Statement of Adjustments to Restated Consolidated Financial Information  
(Amount in INR millions, unless otherwise stated)

- 4 Reconciliation of the assets and liabilities presented in the balance sheet prepared as per as per audited IGAAP Financials and as per the restated statement of assets and liabilities is as follows:

Particulars	Notes	As at 31 March 2023		
		IGAAP *	Adjustments	Restated
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	ii(a) & ii(h)	8.98	0.99	7.99
Right-of-use assets	ii(b)	-	(34.67)	34.67
Goodwill	ii(g)	170.03	37.20	132.83
Other intangible assets	ii(g) & ii(h)	54.34	(46.52)	100.86
Intangible asset under development	ii(h)	8.32	-	8.32
Financial assets				
- Investments	ii(h) & ii(h)	0.18	-	0.18
- Loans	B	2.60	2.60	-
- Other financial assets	B	81.51	(1.20)	82.71
Deferred tax assets (net)	ii(f) & ii(h)	4.00	(10.48)	14.48
Other non-current assets	i	-	(71.76)	71.76
<b>Total non-current assets</b>		<b>329.96</b>	<b>(123.84)</b>	<b>453.80</b>
<b>Current assets</b>				
Financial assets				
(i) Trade receivables	i & ii(d)	1,019.89	(13.50)	1,033.39
(ii) Cash and cash equivalents	ii(h)	19.24	-	19.24
(iii) Bank balances other than (ii) above		45.57	2.53	43.04
(iii) Loans	ii(h)	8.69	0.00	8.69
(iv) Other financial assets	ii(h)	10.45	2.94	7.51
Other current assets	i	216.30	(14.78)	231.08
<b>Total current assets</b>		<b>1,320.14</b>	<b>(22.81)</b>	<b>1,342.95</b>
<b>Total assets</b>		<b>1,650.10</b>	<b>(146.65)</b>	<b>1,796.75</b>
<b>EQUITY AND LIABILITIES</b>				
Particulars	Notes	As at 31 March 2023		
		IGAAP *	Adjustments	Restated
<b>EQUITY</b>				
Equity share capital		43.92	-	43.92
Other equity	i & ii	373.76	108.75	265.01
Non-controlling interests	ii(h)	8.34	(37.01)	45.35
<b>Total equity</b>		<b>426.02</b>	<b>71.74</b>	<b>354.28</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
(i) Borrowings		122.96	0.67	122.29
(ii) Lease liabilities	ii(b)	-	(24.19)	24.19
(ii) Other financial liabilities	ii(c)	-	(86.94)	86.94
Provisions	i & ii(c)	23.24	(69.50)	92.74
<b>Total non-current liabilities</b>		<b>146.20</b>	<b>(179.96)</b>	<b>326.16</b>
<b>Current liabilities</b>				
Financial liabilities				
(i) Borrowings		372.86	-	372.86
(ii) Lease liabilities	ii(b)	-	(11.58)	11.58
(iii) Trade payables		74.65	(6.33)	80.98
(iv) Other financial liabilities		394.91	(13.29)	408.20
Provisions	i & ii(c)	-	(11.98)	11.98
Other current liabilities		225.65	4.75	220.90
Current tax liabilities (Net)		9.81	-	9.81
<b>Total current liabilities</b>		<b>1,077.88</b>	<b>(38.43)</b>	<b>1,116.31</b>
<b>Total liabilities</b>		<b>1,224.08</b>	<b>(218.39)</b>	<b>1,442.47</b>
<b>Total equity and liabilities</b>		<b>1,650.10</b>	<b>(146.65)</b>	<b>1,796.75</b>

\* The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.



**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VI: Statement of Adjustments to Restated Consolidated Financial Information**  
(Amount in INR millions, unless otherwise stated)

- 5 **Reconciliation of the income and expenses presented in the statement of profit and loss prepared as per audited IGAAP financials and as per restated financial information is as follows:**

Particulars	Notes	For the year ended 31 March 2023		
		IGAAP *	Adjustments	Restated
<b>Income</b>				
Revenue from operations	i	8,144.05	147.70	7,996.35
Other income	ii(b)	10.17	(0.66)	10.83
<b>Total income</b>		<b>8,154.22</b>	<b>147.04</b>	<b>8,007.18</b>
<b>Expenses</b>				
Employee benefits expense	i & ii(c)	7,838.91	98.67	7,740.24
Finance costs	ii(b)	32.26	(42.13)	74.39
Depreciation expense	ii(b)	11.93	(12.71)	24.64
Other expenses	ii(b)	187.69	(6.07)	193.76
<b>Total expenses</b>		<b>8,070.79</b>	<b>37.76</b>	<b>8,033.03</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>83.43</b>	<b>109.28</b>	<b>(25.85)</b>
Less: Exceptional items		36.06	34.96	1.10
<b>Profit/(Loss) before tax</b>		<b>47.37</b>	<b>74.32</b>	<b>(26.95)</b>
<b>Tax expenses</b>				
Current tax		3.12	-	3.12
MAT Credit		0.36	-	0.36
Deferred tax	ii(f)	1.79	0.69	1.10
Total tax expense		5.27	0.69	4.58
<b>Profit/(Loss) after tax for the year</b>		<b>42.10</b>	<b>73.63</b>	<b>(31.53)</b>
<b>Other comprehensive income/(loss)</b>				
<b>Items that will not be reclassified subsequently to profit and loss</b>				
Remeasurements of defined benefit liability		-	(0.24)	0.24
Deferred Tax Income - OCI		-	0.11	(0.11)
<b>Total comprehensive income/(loss) for the year</b>	ii(j)	<b>42.10</b>	<b>73.50</b>	<b>(31.40)</b>

\* The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

6 **Notes :**

i **Prior Period Adjustments**

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

ii **Ind AS Adjustments**

ii(a) **Property plant and equipment**

The Group has availed the deemed cost exemption as per IND AS 101 in relation to property, plant and equipment and Intangible assets as on the date of transition i.e. 1 April 2022 and hence the Net block carrying amount (as per IGAAP) has been considered as the gross block carrying amount (as per Ind AS) on that date i.e. 01 April 2022.

**Interest free rental deposits:**

ii(b) **Recognition of Right of use assets**

Under the previous GAAP, rental expenditure for operating leases were recognised as expenditure on a straight-line basis over the lease period. During the current year, on transition to Ind AS, the Company has applied the principles of Ind AS 116 and recognised a right of use assets with a corresponding lease liability in the balance sheet by using the modified retrospective method effective from the transition date. Accordingly, the rental expenditure has been reversed and an amortisation charge on Right of use asset and interest on lease liability is recognised in the statement of profit and loss.

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

ii(c) **Defined benefit obligation**

Under Indian GAAP, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind-AS, remeasurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are to be recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

Therefore, the Company has recognised all the remeasurement gain/loss on the defined benefit liability in Other Comprehensive Income -Items that will not be reclassified subsequently to profit and loss forming part of Total Comprehensive Income from the date of transition to IndAS.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VI: Statement of Adjustments to Restated Consolidated Financial Information**  
(Amount in INR millions, unless otherwise stated)

**ii(d) Expected credit loss**

Under previous GAAP, the Company measured financial assets at cost. As at the transition date, the Company recognised the provision for expected credit loss for certain financial assets i.e., Trade receivables as per the criteria set out in Ind AS 101.

**ii(e) Financial Liabilities**

The holding Company has recognised financial liability arising out of put option on the purchase of remaining shares of the subsidiary (Next Leap Career Solutions Private Limited). during the year FY 22-23, the entity has recognised of Rs 86.44 Mn against the above financial liability.

**ii(f) Deferred tax**

The Company has recognised deferred tax assets (net) on Provisions for doubtful debts other temporary difference on account of rectification of prior period errors and on account of adjustments made on transition to Ind AS.

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP. In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the group has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

**ii(g) Fair valuation of intangible assets**

As per Ind AS 36, the company has assessed the recoverable amount from the intangible assets and based on the assessment the company has provided impairment loss on intangible assets on transition date.

**ii(h) Common Control**

The holding company has acquired "Ma Foi Strategic Consultants Private Limited and CIEL Skills and Careers Private Limited" and consolidation procedures are mentioned under note 8.02(c) and 8.02 (e).

**ii(i) ESOP**

The Group has recognised ESOP expense based on the evaluation of the terms of options granted as given under note 44. The expense has been recognised as per Ind AS 102 Share Based Payments

**ii(j) Other comprehensive income**

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

**B Material regrouping :**

Appropriate regroupings have been made in the Restated Balance Sheet, Restated Statement of Profit & Loss and Restated Statement of Cashflows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring them in line with the accounting policies and classification as per Ind AS financial information of the Company for the period ended 31 March 2025 and years ended 31 March 2024 and 31 March 2023 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)****Annexure VI: Notes to Restated Consolidated Financial Information**

(All amounts are in INR Million, unless otherwise stated)

**C Statement of Restatement Adjustments to Audited Consolidated Financial Information****Reconciliation of total equity as per the Audited Consolidated Financial Statements for the year ended 31 March 2025 and 31 March 2024 and the Audited Special Purpose Consolidated Financial Statements for the year ended 31 March 2023 with the total equity as per the Restated Consolidated Financial Information.**

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Total equity as per speical purpose/ audited financial statements	1,056.33	827.64	354.28
Adjustments	-	-	-
Total equity as per the Restated Consolidated Statement of Assets and Liabilities	<u>1,056.33</u>	<u>827.64</u>	<u>354.28</u>

**Reconciliation of profit for the year after tax as per the Audited Consolidated Financial Statements for the year ended 31 March 2025 and 31 March 2024 and the Audited Special Purpose Consolidated Financial Statements for the year ended 31 March 2023 with the restated profit after tax as per the Restated Consolidated Financial Information**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit for the year as per speical purpose/ audited financial statements	146.67	108.48	(31.53)
Adjustments	-	-	-
Restated profit for the year as per the Restated Consolidated Statement of Profit and Loss	<u>146.67</u>	<u>108.48</u>	<u>(31.53)</u>

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)

Annexure VII: Notes to Restated Consolidated Financial Information

(Amount in INR Millions, unless otherwise stated)

6 Property, plant and equipment

Gross Carrying Amount						Depreciation					Net Carrying Amount	
Particulars	As at 1 April 2024	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2025	As at 1 April 2024	Depreciation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2025	As at 31 March 2025	As at 01 April 2024
Furniture and Fixtures	0.37	0.08	19.36	-	19.81	0.29	0.33	15.37	-	15.99	3.82	0.08
Vehicles	8.97	-	19.13	3.78	24.32	1.69	1.41	9.52	-	12.62	11.70	7.28
Office Equipment	0.92	0.47	9.88	-	11.27	0.43	0.29	9.17	-	9.89	1.38	0.49
Computers and equipment	16.72	8.19	38.76	0.11	63.56	9.66	5.40	33.28	0.04	48.30	15.26	7.06
Computers(network devices)	0.01	-	-	-	0.01	0.01	-	-	-	0.01	-	-
Leasehold Improvements	-	-	6.69	-	6.69	-	-	5.54	-	5.54	1.15	-
<b>Total</b>	<b>26.99</b>	<b>8.74</b>	<b>93.82</b>	<b>3.89</b>	<b>125.66</b>	<b>12.08</b>	<b>7.43</b>	<b>72.88</b>	<b>0.04</b>	<b>92.35</b>	<b>33.31</b>	<b>14.91</b>

Gross Carrying Amount						Depreciation					Net Carrying Amount	
Particulars	As at 1 April 2023	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 1 April 2023	Depreciation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 31 March 2024	As at 01 April 2023
Furniture and Fixtures	0.26	-	0.13	0.02	0.37	0.02	0.24	0.05	0.02	0.29	0.08	0.24
Vehicles	3.77	5.58	0.01	0.39	8.97	1.00	0.83	0.01	0.15	1.69	7.28	2.77
Office Equipment	0.47	0.49	0.02	0.06	0.92	0.24	0.23	0.02	0.06	0.43	0.49	0.23
Computers and equipment	9.60	5.54	1.65	0.07	16.72	4.86	3.27	1.60	0.07	9.66	7.06	4.74
Computers(network devices)	0.01	-	-	-	0.01	-	0.01	-	-	0.01	-	0.01
<b>Total</b>	<b>14.11</b>	<b>11.61</b>	<b>1.81</b>	<b>0.54</b>	<b>26.99</b>	<b>6.12</b>	<b>4.58</b>	<b>1.68</b>	<b>0.30</b>	<b>12.08</b>	<b>14.91</b>	<b>7.99</b>

Gross Carrying Amount						Depreciation					Net Carrying Amount	
Particulars	As at 1 April 2022	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 1 April 2022	Depreciation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 31 March 2023	As at 01 April 2022
Furniture and Fixtures	0.24	-	0.02	-	0.26	-	0.02	-	-	0.02	0.24	0.24
Vehicles	3.77	-	-	-	3.77	-	1.00	-	-	1.00	2.77	3.77
Office Equipment	0.33	0.08	0.06	-	0.47	-	0.24	-	-	0.24	0.23	0.33
Computers and equipment	3.37	5.81	0.42	-	9.60	-	4.86	-	-	4.86	4.74	3.37
Computers(network devices)	0.01	-	-	-	0.01	-	-	-	-	-	0.01	0.01
<b>Total</b>	<b>7.72</b>	<b>5.89</b>	<b>0.50</b>	<b>-</b>	<b>14.11</b>	<b>-</b>	<b>6.12</b>	<b>-</b>	<b>-</b>	<b>6.12</b>	<b>7.99</b>	<b>7.72</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**6.01 Change in estimate**

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

As on 1 April 2023 the Group changed its depreciation method from 'written down value' to 'straight line'. During the year ended 31 March 2024, change in depreciation method has resulted in reduction in depreciation charge by INR 1.07 Mn in Statement of Profit and Loss with corresponding impact on the net assets of the Group. Had the Group not changed the depreciation method, profit of the Group would have been reduced by INR 1.07 Mn

**6.02 Deemed Cost:**

The Group has elected to continue with the carrying value of its Property, Plant or Equipment recognised as of 01 April 2022 measured as per the Indian GAAP and used that carrying value as its deemed cost as on 01 April 2022.

**6.03 Revaluation of Assets**

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

**7 Right-of-use Assets**

Gross Carrying Amount					
Particulars	As at 1 April 2024	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2025
Buildings	45.20	27.18	32.11	-	104.49
<b>Total</b>	<b>45.20</b>	<b>27.18</b>	<b>32.11</b>	<b>-</b>	<b>104.49</b>

Gross Carrying Amount					
Particulars	As at 1 April 2023	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2024
Buildings	45.20	-	-	-	45.20
<b>Total</b>	<b>45.20</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45.20</b>

**Right-of-use Assets**

Gross Carrying Amount					
Particulars	As at 1 April 2022	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2023
Buildings	39.60	5.60	-	-	45.20
<b>Total</b>	<b>39.60</b>	<b>5.60</b>	<b>-</b>	<b>-</b>	<b>45.20</b>

For details of Ind AS 116 disclosure Refer Note 37

Depreciation				
As at 1 April 2024	Depreciation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2025
23.31	18.61	22.50	-	64.42
<b>23.31</b>	<b>18.61</b>	<b>22.50</b>	<b>-</b>	<b>64.42</b>

Depreciation				
As at 1 April 2023	Depreciation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2024
10.53	12.78	-	-	23.31
<b>10.53</b>	<b>12.78</b>	<b>-</b>	<b>-</b>	<b>23.31</b>

Depreciation				
As at 1 April 2022	Depreciation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2023
-	10.53	-	-	10.53
<b>-</b>	<b>10.53</b>	<b>-</b>	<b>-</b>	<b>10.53</b>

Net Carrying Amount	
As at 31 March 2025	As at 01 April 2024
40.07	21.89
<b>40.07</b>	<b>21.89</b>

Net Carrying Amount	
As at 31 March 2024	As at 01 April 2023
21.89	34.67
<b>21.89</b>	<b>34.67</b>

Net Carrying Amount	
As at 31 March 2023	As at 01 April 2022
34.67	39.60
<b>34.67</b>	<b>39.60</b>

**7.01 Leases where Group is a lessee**

The Group also has certain leases of office space with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

**7.02 Deemed Cost:**

The Group has elected to continue with the carrying value of its intangible assets recognised as of 01 April 2022, measured as per the Indian GAAP and used that carrying value as its deemed cost as on 01 April 2022.

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)

Annexure VII: Notes to Restated Consolidated Financial Information

(Amount in INR Millions, unless otherwise stated)

9 (a) Other intangible assets

Gross Carrying Amount							Amortisation					Net Carrying Amount	
	As at 1 April 2024	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2025	As at 1 April 2024	Amortisation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2025	As at 31 March 2025	As at 01 April 2024
Bridge Vendor	1.87	-	-	-	-	1.87	1.87	-	-	-	1.87	-	-
APPI Payroll	6.43	-	-	-	-	6.43	3.71	1.09	-	-	4.80	1.63	2.72
Rise HR Management	2.57	-	-	-	-	2.57	1.49	0.43	-	-	1.92	0.65	1.08
HYRE Equipment	3.86	-	-	-	-	3.86	2.22	0.65	-	-	2.87	0.99	1.64
Computer Software	0.97	-	-	1.94	-	2.91	0.45	0.28	0.66	-	1.39	1.52	0.52
H Factor - Software	26.32	37.60	-	-	-	63.92	2.22	8.75	-	-	10.97	52.95	24.10
Ezy Comp	13.51	-	-	-	-	13.51	1.12	2.70	-	-	3.82	9.69	12.39
Website	0.13	-	-	-	-	0.13	0.09	0.02	-	-	0.11	0.02	0.04
CIEL Jobs Platform	5.46	-	-	-	-	5.46	1.09	1.09	-	-	2.18	3.28	4.37
Prosculpt	5.54	-	-	-	-	5.54	1.11	1.11	-	-	2.22	3.32	4.43
Jombay Platform Software	81.50	123.75	-	-	-	205.25	10.52	23.65	-	-	34.17	171.08	70.98
Courseplay - Platform software	71.91	26.48	-	0.18	-	98.57	38.79	14.64	-	-	53.43	45.14	33.12
Brand -Jombay	34.47	-	-	-	-	34.47	4.24	3.45	-	-	7.69	26.78	30.23
Non-Compete	3.00	-	-	1.00	-	4.00	0.92	1.01	-	-	1.93	2.07	2.08
Product - Ezy Conseil	-	6.16	-	-	-	6.16	-	0.93	-	-	0.93	5.23	-
Product - Helevate	-	4.17	-	-	-	4.17	-	0.63	-	-	0.63	3.54	-
Product - MaFoi Cloud	-	0.14	-	-	-	0.14	-	0.02	-	-	0.02	0.12	-
Customer relationship	-	-	-	1.01	-	1.01	-	0.11	-	-	0.11	0.90	-
<b>Total</b>	<b>257.54</b>	<b>198.30</b>	<b>-</b>	<b>4.13</b>	<b>-</b>	<b>459.97</b>	<b>69.84</b>	<b>60.56</b>	<b>0.66</b>	<b>-</b>	<b>131.06</b>	<b>328.91</b>	<b>187.70</b>

Gross Carrying Amount							Amortisation					Net Carrying Amount	
	As at 1 April 2023	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 1 April 2023	Amortisation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2024	As at 31 March 2024	As at 01 April 2023
Bridge Vendor	1.87	-	-	-	-	1.87	1.17	0.70	-	-	1.87	-	0.70
APPI Payroll	6.43	-	-	-	-	6.43	2.62	1.09	-	-	3.71	2.72	3.81
Rise HR Management	2.57	-	-	-	-	2.57	1.05	0.44	-	-	1.49	1.08	1.52
HYRE Equipment	3.86	-	-	-	-	3.86	1.57	0.65	-	-	2.22	1.64	2.29
Computer Software	0.97	-	-	-	-	0.97	0.12	0.33	-	-	0.45	0.52	0.85
H Factor - Software	11.03	15.29	-	-	-	26.32	-	2.22	-	-	2.22	24.10	11.03
Ezy Comp	-	13.51	-	-	-	13.51	-	1.12	-	-	1.12	12.39	-
Website	0.13	-	-	-	-	0.13	0.07	0.02	-	-	0.09	0.04	0.06
CIEL Jobs Platform	5.46	-	-	-	-	5.46	-	1.09	-	-	1.09	4.37	5.46
Prosculpt	5.54	-	-	-	-	5.54	-	1.11	-	-	1.11	4.43	5.54
Jombay Platform Software	33.52	47.98	-	-	-	81.50	0.45	10.07	-	-	10.52	70.98	33.07
Courseplay - Platform software	-	-	-	71.91	-	71.91	-	0.91	37.88	-	38.79	33.12	-
Brand -Jombay	34.47	-	-	-	-	34.47	0.77	3.47	-	-	4.24	30.23	33.70
Non-Compete	3.00	-	-	-	-	3.00	0.17	0.75	-	-	0.92	2.08	2.83
<b>Total</b>	<b>108.85</b>	<b>76.78</b>	<b>-</b>	<b>71.91</b>	<b>-</b>	<b>257.54</b>	<b>7.99</b>	<b>23.97</b>	<b>37.88</b>	<b>-</b>	<b>69.84</b>	<b>187.70</b>	<b>100.86</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

Gross Carrying Amount							Amortisation					Net Carrying Amount	
	As at 1 April 2022	Additions – being internally developed	Additions	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 1 April 2022	Amortisation for the year	Acquisition through Business Combination	Disposals	As at 31 March 2023	As at 31 March 2023	As at 01 April 2022
Bridge Vendor	1.87	-	-	-	-	1.87	-	1.17	-	-	1.17	0.70	1.87
APPI Payroll	6.43	-	-	-	-	6.43	-	2.62	-	-	2.62	3.81	6.43
Rise HR Management	2.57	-	-	-	-	2.57	-	1.05	-	-	1.05	1.52	2.57
HYRE Equipment	3.86	-	-	-	-	3.86	-	1.57	-	-	1.57	2.29	3.86
Computer Software	0.01	-	0.95	0.01	-	0.97	-	0.12	-	-	0.12	0.85	0.01
H Factor - Software	-	11.03	-	-	-	11.03	-	-	-	-	-	11.03	-
Website	0.10	-	0.03	-	-	0.13	-	0.07	-	-	0.07	0.06	0.10
CIEL Jobs Platform	-	5.46	-	-	-	5.46	-	-	-	-	-	5.46	-
Prosculpt	-	5.54	-	-	-	5.54	-	-	-	-	-	5.54	-
Jombay Platform Software	-	24.13	-	9.39	-	33.52	-	0.45	-	-	0.45	33.07	-
Brand -Jombay	-	-	-	34.47	-	34.47	-	0.77	-	-	0.77	33.70	-
Non-Compete	-	-	-	3.00	-	3.00	-	0.17	-	-	0.17	2.83	-
<b>Total</b>	<b>14.84</b>	<b>46.16</b>	<b>0.98</b>	<b>46.87</b>	<b>-</b>	<b>108.85</b>	<b>-</b>	<b>7.99</b>	<b>-</b>	<b>-</b>	<b>7.99</b>	<b>100.86</b>	<b>14.84</b>

9 (a) .01 Intangible asset as at 31 March 2025, 31 March 2024 , and 31 March 2023 includes software's being developed internally.

**9 (a) .02 Deemed Cost:**

The Group has elected to continue with the carrying value of its intangible assets recognised as of 01 April 2022, measured as per the Indian GAAP and used that carrying value as its deemed cost as on 01 April 2022.

**9 (a) .03 Change in estimate**

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

As on 01 April 2023 the Group changed its amortization method from 'written down value' to 'straight line'. During the year ended 31 March 2024, change in amortization method has resulted in reduction in amortization charge by INR 14.42 Mn in Statement of Profit and Loss with corresponding impact on the net assets of the Group. Had the Group not changed the amortization method, profit of the Group would have been reduced by INR 14.42 Mn

**9 (a) .04 Revaluation of Intangible Assets**

The Company has not revalued its Intangible assets during the year ending 31 March 2025, 31 March 2024 and 31 March 2023.

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)

Annexure VII: Notes to Restated Consolidated Financial Information

(Amount in INR Millions, unless otherwise stated)

9 (b) Intangible asset under development

Particulars	As at 1 April 2024	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2025
Platforms	34.89	132.98	134.23	-	-	33.64

Particulars	As at 1 April 2023	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2024
Platforms	8.32	88.06	61.49	-	-	34.89

Particulars	As at 1 April 2022	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2023
Platforms	7.56	3.70	2.94	-	-	8.32

9 (b).01 Ageing Schedule

31 March 2025

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Platforms	22.56	11.08	-	-	33.64
<b>Total</b>	22.56	11.08	-	-	33.64

31 March 2024

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Platforms	34.89	-	-	-	34.89
<b>Total</b>	34.89	-	-	-	34.89

31 March 2023

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
Platforms	3.70	4.62	-	-	8.32
<b>Total</b>	3.70	4.62	-	-	8.32



**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR millions, unless otherwise stated)

**8 Goodwill**

	<b>Amount</b>
<b>Cost</b>	
<b>As at 01 April 2022</b>	-
Additions (refer note g)	132.83
<b>As at 31 March 2023</b>	<b>132.83</b>
Additions (refer note d & e)	210.23
<b>As at 31 March 2024</b>	<b>343.06</b>
Additions (refer note a,b & c)	545.91
Changes on account of final purchase price allocation (refer note d & e)	(59.63)
<b>As at 31 March 2025</b>	<b>829.34</b>
<b>Impairment</b>	
<b>As at 01 April 2022</b>	-
Impairment loss recognised	-
<b>As at 31 March 2023</b>	-
Impairment loss recognised	-
<b>As at 31 March 2024</b>	-
Impairment loss recognised	-
<b>As at 31 March 2025</b>	-
<b>Net book value</b>	
<b>As at 31 March 2023</b>	132.83
<b>As at 31 March 2024</b>	343.06
<b>As at 31 March 2025</b>	829.34

**8.01 Impairment test for goodwill**

Goodwill is tested for impairment annually 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 in the month of December 2024 and determined that there was no impairment during the year ended 31 March 2025.

**8.02 Business Combinations**

**a. Acquisition of Vibrant Screen Private Limited**

On 12 March 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 Rs.224.40 mn and surplus cash payment of Rs. 62.07 mn during the year ended 31 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:

<b>Particulars</b>	<b>Acquiree's carrying amount</b>	<b>Fair value adjustments</b>	<b>Purchase price allocated</b>
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)
<b>Total</b>	<b>191.40</b>	<b>-</b>	<b>191.40</b>
Goodwill			324.54
Non-controlling interests			-
<b>Purchase consideration</b>			<b>515.94</b>
<i>Satisfied by:</i>			
Cash			286.47
Fair value of financial liability (call option rights)			229.47
<b>Total purchase consideration transferred</b>			<b>515.94</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**
**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR millions, unless otherwise stated)

**b. Acquisition of Thomas Assessments Private Limited**

On 04 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 31 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)
<b>Total</b>	<b>27.95</b>	<b>-</b>	<b>27.95</b>
Goodwill			190.36
Non-controlling interests			-
<b>Purchase consideration</b>			<b>218.31</b>
<i>Satisfied by:</i>			
Cash			41.02
Fair value of equity shares issued			37.90
Fair value of financial liability (call option rights)			139.39
<b>Total purchase consideration transferred</b>			<b>218.31</b>

**c. Acquisition of People Metrics Private Limited**

On 04 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 15.82 mn during the year ended 31 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)
<b>Total</b>	<b>12.76</b>	<b>-</b>	<b>12.76</b>
Goodwill			31.01
Non-controlling interests			-
<b>Purchase consideration</b>			<b>43.77</b>
<i>Satisfied by:</i>			
Cash			15.82
Fair value of financial liability (call option rights)			27.95
<b>Total purchase consideration transferred</b>			<b>43.77</b>

**d. Firstventure Corporation Private Limited**

On 29 February 2024, the Company entered into a share purchase agreement ("SPA") and share subscription and shareholders agreement ("SSHA") to acquire 100% stake in Firstventure Corporation Private Limited ("FVPL"). In accordance with the SPA and SSHA, the Holding company acquired 51% stake in Firstventure Corporation Private Limited for a purchase consideration of INR 56.50 mn and primary fund infusion of INR 35.00 million during the year ended 31 March 2024 and thus FVPL has become the subsidiary of the Holding Company. 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
<b>Total</b>	<b>2.63</b>	<b>1.18</b>	<b>3.81</b>
Goodwill			146.74
Non-controlling interests			-
<b>Purchase consideration</b>			<b>150.55</b>
<i>Satisfied by:</i>			
Cash			36.11
Fair value of equity shares issued			20.36
Fair value of financial liability (call option rights)			94.08
<b>Total purchase consideration transferred</b>			<b>150.55</b>
<b>Goodwill as on 01 April 2024</b>			<b>205.36</b>
Changes due to final purchase price allocation			(58.62)
<b>Goodwill as on 31 March 2025</b>			<b>146.74</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**
**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR millions, unless otherwise stated)

**e. Aargee Staffing Services Private Limited**

On 27 November 2023, the Holding Company acquired 100% stake in Aargee Staffing Services Private Limited ("ASSPL") for a purchase consideration of INR 2.00 million and thus, Aargee Staffing Services Private Limited has become subsidiary of the Holding Company. The 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			-
<b>Purchase consideration</b>			<b>2.00</b>
<i>Satisfied by:</i>			
Cash			0.74
Fair value of equity shares issued			1.26
<b>Total purchase consideration transferred</b>			<b>2.00</b>
 <b>Goodwill as on 01 April 2024</b>			<b>4.87</b>
Changes due to final purchase price allocation			(1.01)
<b>Goodwill as on 31 March 2025</b>			<b>3.86</b>

**f. Ma Foi Strategic Consultants Private Limited**

On 01 February 2023, the holding Company acquired 51% stake in Ma Foi Strategic Consultants Private Limited ("MSSPL") for a purchase consideration of INR 40.16 mn and thus, MSSPL has become subsidiary of the holding Company. On 10 July 2024, the holding company has acquired the remaining stake of 48.99 %, for a total consideration of Rs. 160.76 Mn and thus , MSSPL has become the wholly owned subsidiary of the holding company. The transaction has been accounted based on pooling of interest method where the difference in carrying value of assets and liabilities transferred to the Holding Company and the consideration discharged by way of issue of shares to the shareholders of MSSPL has been recorded as capital reserve.

**g. Next Leap Career Solutions Private Limited**

On 30 November 2022, the Holding Company entered into a share purchase agreement ("SPA") and shareholders agreement ("SHA") to acquire 100% stake in Next Leap Career Solutions Private Limited ("NCPL"). In accordance with the SPA and SHA, the Holding company acquired 76% stake in NCPL for a purchase consideration of INR 184.57 mn during the year ended 31 March 2023 and thus, NCPL had become a subsidiary of the Holding company. The Holding Company further acquired 8.3% stake in NCPL for a purchase consideration of INR 25.72 mn during the year ended 31 March 2024. Further the company has acquired the remaining stake for a purchase consideration of INR 68.44 mn during the year ended 31 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			-
<b>Purchase consideration</b>			<b>269.82</b>
<i>Satisfied by:</i>			
Cash			146.79
Fair value of equity shares issued			37.78
Fair value of financial liability (call option rights)			85.25
<b>Total purchase consideration transferred</b>			<b>269.82</b>

**h. CIEL Skills and Careers Private Limited**

On 20 July 2022, the Holding Company invested INR 10.4 mn in the equity shares of CIEL Skills and Careers Private Limited ("CSCPL") for 51% stake and thus CSCPL has become subsidiary of the Holding Company. On 10 July 2024, the holding company has acquired the remaining stake of 49.02 %, for a total consideration of Rs. 151.38 Mn and thus, CSCPL has become the wholly owned subsidiary of the holding company. The transaction has been accounted based on pooling of interest method where the difference in carrying value of assets and liabilities transferred to the Holding Company and the consideration discharged by way of issue of shares to the shareholders of CSCPL has been recorded as capital reserve.

## 10 Financial Assets- Investments

**Aggregate amount of impairment in value of Investments**

Current		
31 March 2025	31 March 2024	31 March 2023
22.29	12.18	8.31
<b>22.29</b>	<b>12.18</b>	<b>8.31</b>
-	10.51	0.38
-	<b>10.51</b>	<b>0.38</b>
<b>22.29</b>	<b>22.69</b>	<b>8.69</b>

Total of Loan and Advances in the nature of Loan (Note 11)	
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	Non-Current	
31 March 2025	31 March 2024	31 March 2023
33.25	15.09	13.47
0.10	-	-
120.78	83.60	69.24
9.86	3.22	-
<b>163.99</b>	<b>101.91</b>	<b>82.71</b>

**Total**

31 March 2025	31 March 2024	31 March 2023
138.62	96.61	71.76
<b>138.62</b>	<b>96.61</b>	<b>71.76</b>

gratuity.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**
**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**14 Trade receivable**
**Unsecured, considered good**

 Receivable from contract with customer - billed  
 Receivable from contract with customer - unbilled\*

**Unsecured, considered doubtful**

Receivable from contract with customer - billed

Less: Allowance for expected credit losses

**Total**

31 March 2025	31 March 2024	31 March 2023
1,565.93	1,251.77	845.45
460.15	266.80	187.94
11.42	5.26	9.82
<b>2,037.50</b>	<b>1,523.83</b>	<b>1,043.21</b>
11.42	5.26	9.82
<b>2,026.08</b>	<b>1,518.57</b>	<b>1,033.39</b>

\*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 are non-interest bearing and generally on terms of 30 to 90 days.

Trade receivables include debts from related parties Refer Note 40

For the Group's credit risk management process Refer Note 39

**The movement in allowances for doubtful receivables is as follows:**
**Particulars**

 Opening balance  
 Additions/(reduction)  
 Closing Balance

31 March 2025	31 March 2024	31 March 2023
5.26	9.82	5.00
6.16	(4.56)	4.82
<b>11.42</b>	<b>5.26</b>	<b>9.82</b>

**14.01 Ageing of Trade Receivables**

31 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 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	2,026.08
(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	-	-	-	-	-	-	-	-
<b>Sub total</b>	<b>460.15</b>	<b>1,255.11</b>	<b>216.88</b>	<b>46.43</b>	<b>39.23</b>	<b>7.50</b>	<b>0.78</b>	<b>2,037.50</b>
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								11.42
<b>Total</b>								<b>2,026.08</b>

31 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 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	1,518.57
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	5.26
(iii) Undisputed Trade Receivables – credit	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit	-	-	-	-	-	-	-	-
<b>Sub total</b>	<b>266.80</b>	<b>615.69</b>	<b>564.68</b>	<b>54.98</b>	<b>15.11</b>	<b>1.30</b>	<b>0.01</b>	<b>1,523.83</b>
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								5.26
<b>Total</b>								<b>1,518.57</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

<b>31 March 2023</b>								
<b>Particulars</b>	<b>Unbilled Dues</b>	<b>Not Due</b>	<b>Outstanding for following periods from due date of payment</b>					<b>Total</b>
			<b>Less than 6 months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) Undisputed Trade receivables – considered good	187.94	13.10	786.32	42.53	3.46	0.04	-	1,033.39
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	9.82
(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	-	-	-	-	-	-	-	-
<b>Sub total</b>	<b>187.94</b>	<b>13.10</b>	<b>786.32</b>	<b>42.53</b>	<b>3.46</b>	<b>0.04</b>	<b>-</b>	<b>1,043.21</b>
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								9.82
<b>Total</b>								<b>1,033.39</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**15 Cash and cash equivalents**

Balances with banks:  
in current accounts  
Cash on hand  
Cash credit

31 March 2025	31 March 2024	31 March 2023
78.24	51.64	18.81
1.15	0.42	0.31
-	-	0.12
<b>79.39</b>	<b>52.06</b>	<b>19.24</b>

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

**Cash and cash equivalents**

Balances with banks:  
On current accounts  
Cash on hand

31 March 2025	31 March 2024	31 March 2023
78.24	51.64	18.81
1.15	0.42	0.31
<b>79.39</b>	<b>52.06</b>	<b>19.12</b>

**16 Bank balances other than Cash and cash equivalents**

Deposit with maturity for more than 3 months but less than 12 months

31 March 2025	31 March 2024	31 March 2023
83.08	54.20	43.04
<b>83.08</b>	<b>54.20</b>	<b>43.04</b>

Refer Note 38 for information about the Group's exposure to financial risks.

**17 Other current assets**

Prepaid expenses  
Balance with government authorities  
Staff advances  
Advance paid to vendors  
Accrued interest on fixed deposits  
Advance to depute employeees  
Reimbursement right for Gratuity\*\*

31 March 2025	31 March 2024	31 March 2023
156.38	37.65	20.68
343.91	273.47	200.45
5.81	1.03	0.78
1.78	2.98	0.24
0.02	0.05	-
0.96	0.99	0.97
22.89	15.15	7.96
<b>531.75</b>	<b>331.32</b>	<b>231.08</b>

\*\*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.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**18 Equity Share capital**

**18.01 Equity shares**

	31 March 2025	31 March 2024	31 March 2023
<b><u>Authorized Share Capital</u></b>			
7,50,00,000 Equity Shares of face value Rs.2/- each			
(31 March 2024:110,00,000 ,31 March 2023: 48,00,000, Equity Shares of face value Rs 10/- each )	150.00	110.00	48.00
	<b>150.00</b>	<b>110.00</b>	<b>48.00</b>
<b><u>Issued, subscribed and paid up share capital</u></b>			
4,25,04,255 Equity shares of Rs. 2/- each fully paid			
(31 March 2024: 8,084,141, 31 March 2023: 43,91,639, Equity shares of face value Rs. 10/- each fully paid)	85.01	80.84	43.92
<b>Total</b>	<b>85.01</b>	<b>80.84</b>	<b>43.92</b>

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

	31 March 2025		31 March 2024		31 March 2023	
Authorized Share Capital	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
<b>Outstanding at the beginning of the year</b>	1,10,00,000	110.00	48,00,000	48.00	45,00,000	45.00
Equity shares of face value Rs. 2/- each (face value Rs. 10 each as on 31 March 2024, 31 March 2023)						
<b>Add:</b>				-		
ia. Increase in authorized equity share capital due to reclassification of preference shares capital			-	-	3,00,000	3.00
ib. Increase in authorized equity share capital (Refer Note (a))			62,00,000	62.00	-	-
ic. Increase in number of shares on account of sub-division (Refer Note (b))	4,40,00,000	-	-	-	-	-
id. Increase in authorized equity share capital (Refer Note (c))	2,00,00,000	40.00				
<b>Outstanding at the end of the year</b>	<b>5,50,00,000</b>	<b>150.00</b>	<b>1,10,00,000</b>	<b>110.00</b>	<b>48,00,000</b>	<b>48.00</b>

**Notes**

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

(b) On and from the record date of 15 May 2024, the equity shares of the company have been sub-divided, such that 1 (one) equity having face value of Rs. 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of Rs. 2 (two) each, fully paid up, ranking pari-passu in all respects.

(c) With effect from 08 October 2024, the Company increased its authorised share capital from Rs.11,00,00,000 (Rupees Eleven Crore), divided into 5,50,00,000 (Five Crore Fifty Lakh) equity shares of Rs.2 each, to Rs.15,00,00,000 (Rupees Fifteen Crore), divided into 7,50,00,000 (Seven Crore Fifty Lakh) equity shares of Rs.2 each.

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

	31 March 2025		31 March 2024		31 March 2023	
	Number of shares	Amount	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	41,84,661	41.85
i. Issued during the year - for cash (Refer Note a)	3,937	0.04	2,64,392	2.64	1,42,171	1.42
ii. Issued during the year - for consideration other than cash (Refer Note b)			24,252	0.24	64,807	0.65
iii. Shares issued on conversion of convertible instruments (Refer Note c)			62,398	0.62	-	-
iv. Bonus shares (Refer Note d)			33,41,460	33.41	-	-
	<b>80,88,078</b>	<b>80.88</b>	<b>80,84,141</b>	<b>80.83</b>	<b>43,91,639</b>	<b>43.92</b>
Outstanding after Sub -division during the year (Refer Note e)	4,04,40,390	80.88	-	-	-	-
Issued during the year - for cash (Refer Note f)	2,57,267	0.51	-	-	-	-
Issued during the year - on exercise of employee stock options (Refer Note g)	18,575	0.04	-	-	-	-
Issued during the year - for non cash (Refer Note h, & i)	17,88,023	3.58	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>4,25,04,255</b>	<b>85.01</b>	<b>80,84,141</b>	<b>80.84</b>	<b>43,91,639</b>	<b>43.92</b>



**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

a) Company has made private placement of shares during the year ended 31 March 2025 of 3937 shares of face value Rs.10 each. Company has made right issues and private placement of shares during the year ending 31 March 2024 of 2,64,392 shares of face value Rs.10 each and during the year ending 31 March 2023 1,42,171 shares of face value Rs.10 each.

b) The Company issued equity shares to the selling shareholders of its subsidiaries as part of the purchase consideration for acquisition as outlined below;

During the year ended 31 March 2024

1.Next Leap Career Solutions Private Limited: 3178 Equity shares of face value of Rs. 10 each.

2.Aargee Staffing Services Private Limited: 1230 Equity shares of face value of Rs. 10 each.

3.Firstventure Corporation Private Limited: 19,844 Equity shares of face value of Rs. 10 each.

During the year ended 31 March 2023

1. Next Leap Career Solutions Private Limited: 31,432 Equity shares of face value of Rs. 10 each.

2. Ma Foi Strategic Consultants Private Limited: 33,375 Equity shares of face value of Rs, 10 each

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

(d) Issue of fully paid bonus shares of Rs.10 each in proportion of 3 equity shares for every 4 existing equity shares by capitalising Rs.33.41 Mn from the securities premium reserve available with the company during the year 31 March 2024.

(e) On and from the record date of 15 May 2024, the equity shares of the company have been sub-divided, such that 1 (one) equity having face value of Rs. 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of Rs. 2 (two) each, fully paid up, ranking pari-passu in all respects.

f) Company has made private placement of shares during the year 31 March 2025 of 2,57,267 shares of Rs.2/- each.

g) During the year ended 31 March 2025, company has issued equity shares under CIEL HR Services Private Limited Employee Stock Option Plan, 2022 of 18,575 shares of Rs.2/- each.

h)During the year 31 March 2025, the Company has issued 13,978 shares to promoters Aditya Narayan Mishra and Santhosh Nair as share based incentive payment.

i) During the year ended 31 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 Rs.2/- each

2. CIEL Skills and Careers Private Limited: 7,37,722 shares of Rs.2/- each.

3. Integrum Technologies Priavte Limited: 68,224 shares of Rs. 2/- each.

4. Thomas Assessment Private Limited: 184,682 shares of Rs.2/- each

**(iii) Rights, preferences and restrictions attached to shares**

Equity Shares: The Company has only one class of equity shares having par value of Rs.02 per share. Each shareholder is entitled to one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholding.

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

Name of the shareholder	31 March 2025		31 March 2024		31 March 2023	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class	Number of shares	% of holding in the class
<b>Equity shares of Rs.2/- each (31 March 2024, 31 March 2023: Equity shares of Rs.10/- each)</b>						
Karuppasamy Pandiarajan	1,88,04,083	44.24%	37,44,059	46.31%	21,36,605	48.65%
Hemalatha Rajan	68,35,337	16.08%	13,71,657	16.97%	7,79,587	17.75%
Aditya Narayan Mishra	59,82,241	14.07%	11,93,775	14.77%	6,82,100	15.53%
Santhosh Nair	40,26,832	9.47%	8,03,124	9.93%	4,58,871	10.45%

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.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

(v)	Details of Shares held by Promoters at the end of the year	31 March 2025			31 March 2024			31 March 2023		
		Promoter name	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares
	Karuppasamy Pandiarajan	1,88,04,083	44.24%	(2.07%)	37,44,059	46.31%	(2.34%)	21,36,605	48.65%	(2.00%)
	Hemalatha Rajan	68,35,337	16.08%	(0.89%)	13,71,657	16.97%	(0.78%)	7,79,587	17.75%	(0.40%)
	Aditya Narayan Mishra	59,82,241	14.07%	(0.69%)	11,93,775	14.77%	(0.76%)	6,82,100	15.53%	(0.77%)
	Santhosh Nair	40,26,832	9.47%	(0.46%)	8,03,124	9.93%	(0.51%)	4,58,871	10.45%	(0.52%)
	Doraiswamy Rajiv	12,14,330	2.86%	2.53%	26,250	0.32%	0.32%	15,000	0.00%	0.00%
	<b>Total</b>	<b>3,68,62,823</b>	<b>86.73%</b>	<b>(1.58%)</b>	<b>71,38,865</b>	<b>88.31%</b>	<b>(4.08%)</b>	<b>40,72,163</b>	<b>92.38%</b>	<b>(3.68%)</b>

**19 Other equity**

	31 March 2025	31 March 2024	31 March 2023
Capital Reserve (Refer Note A)	(298.76)	0.18	-
Securities premium (Refer Note B)	1,021.36	598.51	291.09
Surplus/(deficit) in the Statement of Profit and Loss (Refer Note C)	134.34	(1.60)	(96.15)
Debenture redemption reserve (Refer Note D)	10.96	10.96	10.96
Employee Stock Option Reserve (Refer Note E)	103.60	81.37	58.75
Equity Share Application Money (Refer Note F)	-	1.95	-
Others Comprehensive income (Refer Note G)	(0.18)	1.30	0.36
	<b>971.32</b>	<b>692.67</b>	<b>265.01</b>
<b>(A) Capital Reserve</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Opening balance	0.18	-	-
Changes during the year (refer note (i), (ii), (iii) below)	(298.94)	0.18	-
<b>Closing balance</b>	<b>(298.76)</b>	<b>0.18</b>	<b>-</b>

(i) On 10 July 2024, the Company acquired the remaining 48.99% stake in its subsidiary, Ma Foi Strategic Consultants Private Limited for a total consideration of Rs. 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 Rs.117.07 million has been recognized as capital reserve during the year ended 31 March 2025.

(ii) On 10 July 2024, the Company acquired the remaining 49.02% stakes in its subsidiary CIEL Skill and Careers Private Limited, for a total consideration of Rs. 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 Rs.142.44 million has been recognized as capital reserve during the year ended 31 March 2025.

(iii) On 10 July 2024, the Company acquired an additional 14.00% stake in its subsidiary, Integrum Technologies Private Limited, for a consideration of Rs. 14.00 million, pursuant to the Share Purchase Agreement dated 25 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 Rs. 39.43 million has been recognized as capital reserve during the year ended 31 March 2025.

	31 March 2025	31 March 2024	31 March 2023
<b>(B) Securities premium*</b>			
Opening balance	598.51	291.09	45.29
Add : Securities premium credited on share issue	422.97	315.85	246.74
Less: Bonus shares issue during the year	-	(3.31)	-
Less : Share Issue Expenses	(0.12)	(5.12)	(0.94)
<b>Closing balance</b>	<b>1,021.36</b>	<b>598.51</b>	<b>291.09</b>

\* 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.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

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

	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Opening balance	(1.60)	(96.15)	(58.71)
Add: Net Profit/loss for the year	147.26	99.82	(29.02)
Less: Dividend paid	(11.32)	(5.27)	(4.18)
Less: Difference due to transfer to Debenture Redemption Reserve	-	-	(4.24)
<b>Closing balance</b>	<b>134.34</b>	<b>(1.60)</b>	<b>(96.15)</b>

**(D) Debenture redemption reserve**

	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Opening balance	10.96	10.96	6.72
-Transfer from retained earnings	-	-	4.24
<b>Closing balance</b>	<b>10.96</b>	<b>10.96</b>	<b>10.96</b>

**(E) Employee Stock Options Outstanding Account (ESOOA)\***

	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Opening balance	81.37	58.75	-
Additions: Employee stock option expenses	28.47	-	-
Less: Reductions during the year (Refer notes below)	(6.24)	22.62	58.75
<b>Closing balance</b>	<b>103.60</b>	<b>81.37</b>	<b>58.75</b>

\*ESOOA recognizes the fair value of options as at the grant date spread over the vesting period. (Refer Note 44)

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 44 for details of these plans.

(b) During the year ending 31 March 2025, a reduction of Rs. 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.

**(F) Equity Share Application Money**

	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Opening balance	1.95	-	-
Equity Share Application Money received	59.27	1.95	-
Equity Share Application Money utilized during the year	(61.22)	-	-
<b>Closing balance</b>	<b>-</b>	<b>1.95</b>	<b>-</b>

**(G) Other Comprehensive income**

	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Opening balance	1.30	0.36	(0.07)
-Re-measurement gains/ (losses) on defined benefit plans (net of tax)	(1.48)	0.94	0.43
<b>Closing balance</b>	<b>(0.18)</b>	<b>1.30</b>	<b>0.36</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

	31 March 2025	31 March 2024	31 March 2023
<b>20 Non-current borrowings</b>			
<u>Secured</u>			
(a) Term loan			
From Bank (Refer Note iii)	5.19	6.40	18.55
<u>Unsecured</u>			
(a) Debentures			
9% Compulsorily convertible Debentures (Refer Note i)	-	-	60.00
9% Non convertible Debentures (Refer Note ii)	2.10	2.10	1.80
10 % Non convertible debentures (Refer Note ii)	47.70	46.60	46.20
13% Non convertible debentures (Refer Note ii)	1.50	1.50	1.50
(b) From other parties	87.18	48.85	-
	<b>143.67</b>	<b>105.45</b>	<b>128.05</b>
Less: Current maturities of long term debt	(73.37)	(49.98)	(5.76)
<b>Total</b>	<b>70.30</b>	<b>55.47</b>	<b>122.29</b>

**20.01 Notes**

**Terms of repayment:**

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

ii. 10% Non -Convertible Debentures and 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.

iii. 13 % Non -Convertible Debentures payable quarterly are redeemable at par at the end of twenty four months from the date of allotment.

**iii. The Primary Security for the loans are:**

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

The collateral Security for the loan are :

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

Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at		
			31 March 2025	31 March 2024	31 March 2023
(a) Secured term loan from Banks/Financial Institutions:					
(i) Canara Bank Loan - 0941753000052	7.65%	2022	-	-	-
(ii) Canara Bank Loan - 0941755000037	7.50%	2024	-	-	8.87
(iii) Canara Bank Loan - 170001609360 (Part of GECL)	7.60%	2026	-	-	7.60
(v) Canara Vehicle loan	8.80%	2028	1.47	4.57	-
(iv) HDFC Vehicle loan	7.50%	2028	3.72	1.83	2.08
<b>Total</b>			<b>5.19</b>	<b>6.40</b>	<b>18.55</b>

**21 Other financial liabilities**

	31 March 2025	31 March 2024	31 March 2023
Security deposit	0.23	0.23	0.50
Financial Liability payable to non controlling shareholders	424.68	152.72	86.44
<b>Total</b>	<b>424.91</b>	<b>152.95</b>	<b>86.94</b>

**22 Provisions**

	Non- Current		
	31 March 2025	31 March 2024	31 March 2023
Provision for employee benefits			
Provision for gratuity (Refer note 42)	184.49	123.13	88.34
Provision for compensated absences	7.88	5.49	4.40
<b>Total</b>	<b>192.37</b>	<b>128.62</b>	<b>92.74</b>
	Current		
	31 March 2025	31 March 2024	31 March 2023
Provision for employee benefits			
Provision for gratuity (Refer note 42 )	27.43	18.60	10.75
Provision for compensated absences	2.27	1.67	1.23
<b>Total</b>	<b>29.70</b>	<b>20.27</b>	<b>11.98</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**23 Current borrowings**

	31 March 2025	31 March 2024	31 March 2023
<b>Secured, Loans</b>			
-Cash credit (Refer Note iii)	-	-	109.65
-Overdraft facilities/Working capital loans (Refer Note iii)	829.56	467.78	243.85
-Current maturity of long term debts (Refer Note 21 and Refer Note (iii) below)	-	1.13	6.43
<b>Unsecured, Loans</b>			
-Loans from related parties (Refer Note ii)	7.53	13.59	12.93
-Current maturity of long term debts (Refer Note 21 and Refer Note (i) below)	73.37	48.85	-
<b>Total</b>	<b>910.46</b>	<b>531.35</b>	<b>372.86</b>

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

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at		
			31 March 2025	31 March 2024	31 March 2023
Unsecured Loans from Financial Institutions :					
(i) Oxyzo Financial Services Limited	14.50%	Mar-25	73.37	48.85	-
<b>Total</b>			<b>73.37</b>	<b>48.85</b>	<b>-</b>

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

Party Name	Relationship	Interest	Repayment	Carrying amount as at		
				31 March 2025	31 March 2024	31 March 2023
Athera Enterprises Pvt Ltd	Entity in which KMP have significant control	0%	On Demand	0.20	0.20	0.22
The Ma Foi Foundation	Entity in which KMP have significant control	9%	On Demand	-	-	0.21
Sornammal Educational Trust	Entity in which KMP have significant control	9%	On Demand	-	1.56	-
Loan from Directors	Loan from Directors- Subsidiaries	9%	On Demand	7.33	11.83	12.50
				<b>7.53</b>	<b>13.59</b>	<b>12.93</b>

**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'

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**24 Trade payables**

	31 March 2025	31 March 2024	31 March 2023
Total outstanding dues of micro and small enterprises	11.03	3.45	1.16
Total outstanding dues of creditors other than micro and small enterprises	100.21	65.48	47.33
Provision for accrued expenses	82.42	46.79	32.49
<b>Total</b>	<b>193.66</b>	<b>115.72</b>	<b>80.98</b>

- i. Refer Note 39 for Company's liquidity risk management process.  
ii. Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

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

Particulars	31 March 2025	31 March 2024	31 March 2023
(a) Amount remaining unpaid to any supplier at the end of each accounting year:			
Principal	11.03	3.45	1.16
Interest	-	-	-
<b>Total</b>	<b>11.03</b>	<b>3.45</b>	<b>1.16</b>
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-	-

**24.02 Trade Payables ageing schedule**

31 March 2025							
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	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
<b>Total</b>	<b>82.42</b>	<b>-</b>	<b>70.76</b>	<b>40.25</b>	<b>0.23</b>	<b>-</b>	<b>193.66</b>

31 March 2024							
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	3.45	-	-	-	3.45
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	46.79	0.57	59.39	5.52	-	-	112.27
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>46.79</b>	<b>0.57</b>	<b>62.84</b>	<b>5.52</b>	<b>-</b>	<b>-</b>	<b>115.72</b>

31 March 2023							
Particulars	Unbilled	Payables Not	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	1.16	-	-	-	1.16
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	32.49	3.15	44.01	0.17	-	-	79.82
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>32.49</b>	<b>3.15</b>	<b>45.17</b>	<b>0.17</b>	<b>-</b>	<b>-</b>	<b>80.98</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

	31 March 2025	31 March 2024	31 March 2023
<b>25 Other financial liabilities</b>			
Employee salaries payables	826.95	595.86	405.59
Interest accrued but not due on loan	3.27	2.03	2.53
Credit Card payables	-	0.44	0.08
Security deposits	4.50	0.46	-
Financial Liability payable to non controlling shareholders	173.47	66.22	-
<b>Total</b>	<b>1,008.19</b>	<b>665.01</b>	<b>408.20</b>
<b>26 Other current liabilities</b>			
Statutory dues payable	279.36	199.80	168.52
Advance from customers	56.68	60.03	31.20
Other payables	1.47	0.24	0.09
Audit fees payable	0.03	0.15	-
Deferred Revenue	17.68	22.76	21.09
<b>Total</b>	<b>355.22</b>	<b>282.98</b>	<b>220.90</b>
<b>27 Current tax liabilities (net)</b>			
Current tax payable	65.82	29.57	9.81
<b>Total</b>	<b>65.82</b>	<b>29.57</b>	<b>9.81</b>
<b>28 Revenue from operations</b>			
Revenue from contracts with customers			
Sale of services			
HR Services	14,521.56	10,535.97	7,942.58
HR Platforms	523.07	321.38	53.77
	<b>15,044.63</b>	<b>10,857.35</b>	<b>7,996.35</b>

**Total revenue from operations**

**Notes**

**(i) The following table discloses the movement in trade receivables (unbilled) as disclosed in Note 14:**

	31 March 2025	31 March 2024	31 March 2023
Balance as at the beginning of the year	266.80	187.94	192.83
Add: Revenue recognised during the year	3,884.20	3,240.38	1,635.66
Less: Invoiced during the year	(3,690.85)	(3,161.52)	(1,640.55)
Balance at the end of the year	<b>460.15</b>	<b>266.80</b>	<b>187.94</b>

**(ii) The following table discloses the movement in contract liabilities (deferred revenue) as disclosed in Note 26:**

	31 March 2025	31 March 2024	31 March 2023
Balance as at the beginning of the year	22.76	21.09	-
Add: Revenue deferred during the year	261.12	292.54	21.09
Less: Revenue recognised during the year	(266.20)	(290.87)	-
Balance at the end of the year	<b>17.68</b>	<b>22.76</b>	<b>21.09</b>

**(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.

**(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 31 March 2025, 31 March 2024 and 31 March 2023.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**29 Other income**

Interest income
- on fixed deposits designated as amortized cost
- on income taxes
- on TDS Refunds
- on Loans to related parties
- amortised cost adjustments for financial instruments
-Liabilities written back
-Foreign exchange gain
-Gain on sale/disposal of property, plant and equipment (net)
-Miscellaneous income
<b>Total</b>

31 March 2025	31 March 2024	31 March 2023
9.71	8.61	3.37
-	-	0.34
17.01	10.65	1.86
1.57	1.22	-
0.34	0.26	0.19
2.38	0.10	0.18
2.93	3.46	4.87
0.03	0.26	-
0.11	0.05	0.02
<b>34.08</b>	<b>24.61</b>	<b>10.83</b>

**30 Employee benefits expense**

Salaries, wages, bonus and other allowances
Contribution to Provident Fund and other funds
Gratuity and compensated absences (Refer Note 42 for Gratuity)
Employee stock option scheme compensation (Refer Note 44)
Staff welfare expenses
<b>Total</b>

31 March 2025	31 March 2024	31 March 2023
13,392.92	9,682.86	7,186.51
798.26	605.42	487.54
14.73	7.94	6.00
28.47	22.62	58.75
6.46	3.78	1.44
<b>14,240.84</b>	<b>10,322.62</b>	<b>7,740.24</b>

**31 Finance costs**

Interest expense on borrowing
Interest expense on Loans from related party
Interest expense on delay in payment of taxes
Interest expense on lease liabilities
Bank Commission and Charges
Interest Expense on financial liabilities
Loan processing charges and other finance cost
<b>Total</b>

31 March 2025	31 March 2024	31 March 2023
66.84	57.77	31.71
2.21	0.08	-
2.61	2.48	30.10
3.00	2.67	3.18
-	0.04	0.02
19.74	6.69	1.19
4.26	5.98	8.19
<b>98.66</b>	<b>75.71</b>	<b>74.39</b>

**32 Depreciation and amortization expense**

Depreciation of property, plant and equipment (Refer Note 6)
Amortization of intangible assets (Refer Note 9(a))
Depreciation of Right-of-use assets (Refer note 7)
<b>Total</b>

31 March 2025	31 March 2024	31 March 2023
7.43	4.58	6.12
60.56	23.97	7.99
18.61	12.78	10.53
<b>86.60</b>	<b>41.33</b>	<b>24.64</b>

**33 Other expenses**

Recruitment and training
Repairs and maintenance
Rent
Travelling, Stay and Conveyance
Postage & courier, Printing & Stationery
Communication, IT and office expenses
Corporate and Social Responsibility (CSR) expenditure (Refer Note 45)
Legal and professional charges
Bussiness partner fee
Bussines promotion & sales expenses
Impairment on Financial assets
Skilling project cost
Provision for expected credit loss on financial assets
Bank charges
Rates and taxes
Bad debts written off
Software Licence Fees
Partner's Consultant fees
Royalty
Miscellaneous expenses
Remuneration to Statutory Auditors*
<b>Total</b>

31 March 2025	31 March 2024	31 March 2023
0.42	1.48	1.15
0.61	0.71	0.72
39.89	26.18	16.90
30.00	23.76	14.64
7.53	2.63	1.13
23.14	17.49	5.57
1.69	1.00	0.80
93.11	105.49	32.60
122.54	70.16	74.96
30.94	22.59	7.75
-	4.05	1.07
7.38	9.45	16.14
3.92	1.00	3.18
0.16	0.13	0.26
1.62	3.63	0.96
6.49	-	-
32.13	18.99	11.69
52.82	-	-
19.03	-	-
7.22	3.89	3.10
5.59	5.15	1.14
<b>486.23</b>	<b>317.78</b>	<b>193.76</b>

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

**As auditor:**

Statutory audit
Review of Ind AS
<b>Total</b>

31 March 2025	31 March 2024	31 March 2023
5.59	4.55	1.14
-	0.60	-
<b>5.59</b>	<b>5.15</b>	<b>1.14</b>



**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**34 Exceptional items**

	31 March 2025	31 March 2024	31 March 2023
Impairment of investments	-	-	1.10
	-	-	<b>1.10</b>

**35 Tax Expenses**

<b>35.01 Income tax expense charged to the statement of profit or loss</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
- Current tax	30.57	20.72	3.12
- Adjustments in respect of current income tax of previous year	2.14	0.75	0.36
- Deferred tax charge / (income)	(13.00)	(5.43)	1.10
<b>Income tax expense reported in the statement of profit or loss</b>	<b>19.71</b>	<b>16.04</b>	<b>4.58</b>
<b>35.02 Income tax expense charged to other comprehensive income</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Net loss/(gain) on remeasurements of defined benefit plans	(0.27)	0.35	0.11
<b>Income tax charged to other comprehensive income</b>	<b>(0.27)</b>	<b>0.35</b>	<b>0.11</b>
<b>Income tax expense attributable to</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Profit from operations	<b>19.44</b>	<b>16.39</b>	<b>4.69</b>
<b>35.03 Reconciliation of tax charge and the accounting profit</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Profit before tax	166.38	124.52	(26.95)
Tax Rate	25.17%	25.17%	25.17%
Income tax expense at tax rates applicable	41.87	31.34	-
<b>Tax effects of items that are not deductible/ deductible in determining taxable income:</b>			
-Set off of Carried forward losses	(8.95)	(3.56)	-
- Adjustments in respect of current income tax of previous year	2.14	0.75	0.36
Non deductible expenses	22.29	5.33	-
- Deductible expenses	(35.72)	(19.90)	-
Effect of other income considered separately	11.08	7.51	3.12
Deferred Tax benefit during the year	(13.00)	(5.43)	1.10
<b>Income tax expense</b>	<b>19.71</b>	<b>16.04</b>	<b>4.58</b>

**35.04 Deferred tax assets**

31 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
<b>Deferred tax assets</b>					
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 re-measurements gain/(losses) of / post-employment benefit obligations	6.95	2.92	5.34	0.27	15.48
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
	<b>30.46</b>	<b>8.85</b>	<b>17.41</b>	<b>0.27</b>	<b>56.99</b>
<b>Deferred tax liabilities</b>					
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)
	<b>(10.68)</b>	<b>(2.76)</b>	<b>(4.41)</b>	<b>-</b>	<b>(17.85)</b>
<b>Deferred tax assets/ (liabilities), net</b>	<b>19.78</b>	<b>6.09</b>	<b>13.00</b>	<b>0.27</b>	<b>39.14</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**Deferred tax assets**

<b>31 March 2024</b>	<b>Opening Balance</b>	<b>On account of business combination and others</b>	<b>Recognised/ (reversed) in Profit or loss</b>	<b>Recognised/ (reversed) in other comprehensive income</b>	<b>Closing balance</b>
<b>Deferred tax assets</b>					
On property, plant and equipment	3.20	0.03	(0.14)	-	1.28
On lease liabilities	24.80	-	(18.72)	-	6.08
On other intangible assets	-	-	-	-	-
On re-measurements gain/(losses) of / post-employment benefit obligations	6.95	(0.41)	0.52	(0.11)	6.95
On provision for incentives	-	-	-	-	-
On carried forward losses	-	-	13.65	-	13.65
Allowance for bad and doubtful debts	2.47	0.94	(2.04)	-	1.37
On provision for expenses	-	-	1.13	-	1.13
	<b>37.42</b>	<b>0.56</b>	<b>-5.60</b>	<b>(0.11)</b>	<b>30.46</b>
<b>Deferred tax liabilities</b>					
On provision for doubtful debts	-	-	-	-	-
On other intangible assets	(14.21)	(0.34)	-	-	(4.05)
On Right-of-Use assets	(8.73)	-	-	-	(6.63)
	<b>(22.94)</b>	<b>(0.34)</b>	<b>-</b>	<b>-</b>	<b>(10.68)</b>
<b>Deferred tax assets/ (liabilities), net</b>	<b>14.48</b>	<b>0.22</b>	<b>(5.60)</b>	<b>(0.11)</b>	<b>19.78</b>

**Deferred tax assets**

<b>31 March 2023</b>	<b>Opening Balance</b>	<b>Recognised/ (reversed) in Profit or loss</b>	<b>Recognised/ (reversed) in other comprehensive income</b>	<b>On account of business combination and others</b>	<b>Closing balance</b>
<b>Deferred tax assets</b>					
On property, plant and equipment	0.72	2.25	-	0.23	3.20
On lease liabilities	9.72	15.08	-	-	24.80
On re-measurements gain/(losses) of / post-employment benefit obligations	2.41	1.19	(0.11)	2.04	5.53
On provision for doubtful debts	1.26	0.95	-	0.26	2.47
On compensated absences	0.90	0.52	-	-	1.42
	<b>15.01</b>	<b>19.99</b>	<b>(0.11)</b>	<b>2.53</b>	<b>37.42</b>
<b>Deferred tax liabilities</b>					
On other intangible assets	5.69	(22.33)	-	2.43	(14.21)
On Right-of-Use assets	(9.97)	1.24	-	-	(8.73)
	<b>(4.28)</b>	<b>(21.09)</b>	<b>-</b>	<b>2.43</b>	<b>(22.94)</b>
<b>Deferred tax assets/ (liabilities), net</b>	<b>10.73</b>	<b>(1.10)</b>	<b>(0.11)</b>	<b>4.96</b>	<b>14.48</b>

35.05 Recognition of deferred tax asset

<b>Balance sheet</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Deferred tax asset	56.99	30.46	37.42
Deferred tax liabilities	17.85	10.68	22.94
Deferred tax assets/ (liabilities), net	<b>39.14</b>	<b>19.78</b>	<b>14.48</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**36 Earnings/ Loss per share (EPS)**

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

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

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

	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
(a) Profit attributable to equity holders	147.26	99.82	(29.02)
<b>Profit attributable to equity holders</b>	<b>147.26</b>	<b>99.82</b>	<b>(29.02)</b>
Profit attributable to equity holders after preference dividend for basic EPS	147.26	99.82	(29.02)
(b) <b>Weighted average number of shares used as denominator</b>			
Weighted average number of shares used as denominator in calculating basic earning per share	4,18,15,605	3,91,65,437	2,15,89,290
Weighted average number of shares used as denominator in calculating diluted earning per share	4,26,55,220	3,95,09,357	2,15,89,290
Basic Earning/ (loss) per share (INR)*	3.52	2.55	(1.34)
Diluted Earning/ (loss) per share (INR)*	3.45	2.53	(1.34)

\* Antidilutive for 31 March 2023

The earnings per share for the year ended 31 March 2024 and 31 March 2023 have been restated considering the Equity share face value of Rs.2/- each in accordance with "Ind AS 33 - Earnings Per share".

**Computation of weighted average number of shares**

<b>Particulars</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
Number of equity shares outstanding at beginning of the year	4,04,20,705	2,19,58,195	2,09,23,305
Add: Weighted average number of equity shares issued during the year	13,94,900	1,72,07,242	6,65,985
<b>Weighted average number of shares outstanding at the end of year for computing basic earnings per share</b>	<b>4,18,15,605</b>	<b>3,91,65,437</b>	<b>2,15,89,290</b>
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	2,15,89,290

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**37 Leases where company is a lessee**

37.01 Changes in the Lease liabilities :-

<b>Particulars</b>	<b>Category of Right-of-use Assets Buildings</b>	<b>Total</b>
<b>Balance as at 01 April 2022</b>	<b>38.64</b>	<b>38.64</b>
Recognized during the year	2.33	2.33
Unwinding of discount on lease liabilities	3.18	3.18
Payments during the year	(8.38)	(8.38)
<b>Balance as at 31 March 2023</b>	<b>35.77</b>	<b>35.77</b>
Recognized during the year	-	-
Unwinding of discount on lease liabilities	2.67	2.67
Payments during the year	(14.26)	(14.26)
<b>Balance as at 31 March 2024</b>	<b>24.18</b>	<b>24.18</b>
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)
<b>Balance as at 31 March 2025</b>	<b>43.19</b>	<b>43.19</b>

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

<b>Particulars</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Current Lease Liabilities	20.49	12.53	11.58
Non-current Lease Liabilities	22.70	11.65	24.19
	<b>43.19</b>	<b>24.18</b>	<b>35.77</b>

As per Para B11 of Ind AS 107 Financial Instruments: Disclosure, In preparing the maturity analyse an entity uses its judgement to determine an appropriate number of time bands and ensure Lease liabilities have not been grouped together with other financial liabilities in disclosure of maturity plan in accordance with requirements of Paragraph 58 of Ind AS 116

37.03 Maturity analysis of lease liabilities

<b>Particulars</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Less than one year	23.60	14.73	14.25
One to five years	24.54	12.41	26.50
More than five years	-	-	-
<b>Total</b>	<b>48.14</b>	<b>27.14</b>	<b>40.76</b>

37.04 Amounts recognised in statement of Profit and Loss account

<b>Particulars</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Interest on Lease Liabilities	3.00	2.67	3.18
Short-term leases expensed	39.89	26.18	16.90
<b>Total</b>	<b>42.89</b>	<b>28.85</b>	<b>20.08</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**38 Fair values of financial assets and financial liabilities**

Particulars	31 March 2025			31 March 2024		31 March 2023	
	Fair value hierarchy	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets valued at amortized cost</b>							
<b>Non Current</b>							
Investments	Level 3	0.18	0.18	0.18	0.18	0.18	0.18
Other financial assets	Level 3	163.99	163.99	101.91	101.91	82.71	101.91
<b>Current</b>							
Trade receivable	Level 3	2,026.08	2,026.08	1,518.57	1,518.57	1,033.39	1,033.39
Loans	Level 3	22.29	22.29	22.69	22.69	8.69	8.69
Cash and cash equivalents	Level 3	79.39	79.39	52.06	52.06	19.24	19.24
Bank balances other than cash and cash equivalents	Level 3	83.08	83.08	54.20	54.20	43.04	43.04
Other financial Assets	Level 3	0.36	0.36	33.99	33.99	7.51	7.51
<b>Total financial assets</b>		<b>2,375.37</b>	<b>2,375.37</b>	<b>1,783.60</b>	<b>1,783.60</b>	<b>1,194.76</b>	<b>1,213.96</b>
<b>Financial liabilities</b>							
<b>Financial Liabilities valued at amortized cost</b>							
Borrowings	Level 3	980.76	980.76	586.82	586.82	495.15	495.15
Trade payables	Level 3	193.66	193.66	115.72	115.72	80.98	80.98
Lease Liability	Level 3	43.19	43.19	24.18	24.18	35.77	35.77
Other financial Liabilities	Level 3	1,433.10	1,433.10	817.96	817.96	495.14	495.14
<b>Total financial liabilities</b>		<b>2,650.71</b>	<b>2,650.71</b>	<b>1,544.68</b>	<b>1,544.68</b>	<b>1,107.04</b>	<b>1,107.04</b>

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

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

Note (i) : For the purpose of above abbreviations, FVTOCI - Fair value through other comprehensive income; amortised cost - fair value through amortized cost.

Note (ii) : Other financial assets and liabilities relate to level 3 financial instruments where the carrying value reasonably approximates to their fair value.

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

•Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

•Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

•Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

**39 Financial risk management objectives and policies**

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

**(A) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

**(i) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity: The company do not have any exposure to borrowings with fluctuating interest rates during the year ended 31 March 2025, 31 March 2024 and 31 March 2023.

**(ii) Price risk**

The Company do not have any exposure to price risk, as the company do not have any investments in mutual funds (debt fund, equity fund, liquid schemes and income funds etc.), short term debt funds, government securities etc.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**
**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**(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:

<b>31 March 2025</b>	<b>Carrying Amount</b>	<b>Up to 3 Months</b>	<b>3 to 12 months</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
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
	<b>2,650.71</b>	<b>1,564.98</b>	<b>992.73</b>	<b>93.00</b>	<b>-</b>	<b>2,650.71</b>

<b>31 March 2024</b>	<b>Carrying Amount</b>	<b>Up to 3 Months</b>	<b>3 to 12 months</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
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
	<b>1,544.68</b>	<b>879.73</b>	<b>597.83</b>	<b>67.12</b>	<b>-</b>	<b>1,544.68</b>

<b>31 March 2023</b>	<b>Carrying Amount</b>	<b>Up to 3 Months</b>	<b>3 to 12 months</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
Short term borrowings	372.86	-	372.86	-	-	372.86
Long-term borrowings	122.29	-	-	122.29	-	122.29
Lease Liability	35.77	2.72	8.86	24.19	-	35.77
Trade payables	80.98	44.16	36.80	0.02	-	80.98
Other financial liability	495.14	495.14	-	-	-	495.14
	<b>1,107.04</b>	<b>542.02</b>	<b>418.52</b>	<b>146.50</b>	<b>-</b>	<b>1,107.04</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**40 Interest in other Entities**

**(a) Subsidiaries**

The group's subsidiaries at 31 March 2025, 31 March 2024 and 31 March 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		
		31 March 2025	31 March 2024	31 March 2023
Next Leap Career Solutions Private Limited	India	100.00%	91.40%	85.18%
Ma Foi Strategic Consultanats Private limited	India	100.00%	51.01%	51.01%
CIEL Skills and Careers Private Limited	India	100.00%	50.98%	50.98%
Integrum Technologies Private Limited	India	76.50%	62.50%	62.50%
CIEL Technologies Private Limited	India	100.00%	100.00%	100.00%
Aargee Staffing Services Private Limited (w.e.f 31 Dec 2023)	India	100.00%	100.00%	-
Firstventure Corporation Prive Limited (w.e.f 28 Feb 2024)	India	51.71%	51.71%	-
Thomas Assessments Private Limited (w.e.f 04 Oct 2024)	India	51.00%	-	-
People Metrics Private Limited (w.e.f 04 Oct 2024)	India	51.00%	-	-
Vibnat Screen Private Limited (w.e.f 27 Mar 2025)	India	51.00%	-	-
CIEL Powertrain Solutions Private Limited (w.e.f 09 April 2025)	India	-	-	-

Name of entity	Ownership interest held by non-controlling interests		
	31 March 2025	31 March 2024	31 March 2023
Next Leap Career Solutions Private Limited	0.00%	8.60%	14.82%
Ma Foi Strategic Consultanats Private limited	0.00%	48.99%	48.99%
CIEL Skills and Careers Private Limited	0.00%	49.02%	49.02%
Integrum Technologies Private Limited	23.50%	37.50%	37.50%
CIEL Technologies Private Limited	-	-	-
Aargee Staffing Services Private Limited (w.e.f 31 Dec 2023)	-	-	-
Firstventure Corporation Prive Limited (w.e.f 28 Feb 2024)	48.29%	48.29%	-
Thomas Assessments Private Limited (w.e.f 04 Oct 2024)	49.00%	-	-
People Metrics Private Limited (w.e.f 04 Oct 2024)	49.00%	-	-
Vibnat Screen Private Limited (w.e.f 27 Mar 2025)	49.00%	-	-
CIEL Powertrain Solutions Private Limited (w.e.f 09 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 (w.e.f. 09 June 2022)
Lalita Pasari	Company Secretary (w.e.f. 27 June 2024)

**(d) Key management personnel compensation: ( refer note below)**

Name of the Key Management Personnel	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Karuppasamy Pandiarajan	9.53	8.79	7.18
Hemalatha Rajan	7.97	4.67	3.77
Aditya Narayan Mishra	11.79	12.30	8.79
Santhosh Nair	8.11	9.30	6.60
Doraiswamy Rajiv Krishnan	12.25	9.67	5.99
Saurabh Ashok More	6.73	5.07	3.07
Lalita Pasari	1.45	-	-
	<b>57.83</b>	<b>49.80</b>	<b>35.40</b>

Note: The compensation mentioned above does not include Employee stock option expenses and share based payments pertaining to key managerial personnel.

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

**(i) Revenue from Operations:**

Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
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	18.69

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

<b>(ii) Interest Income</b>				
Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	1.55	0.93	-
<b>(iii) Finance Costs</b>				
Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Interest on Debentures:</b>				
Aditya Narayan Mishra	Key Managerial Personnel	0.14	0.24	0.24
Santhosh Nair	Key Managerial Personnel	0.12	0.12	0.12
Hemalatha Rajan	Key Managerial Personnel	0.29	0.50	0.61
Sheetal Saurabh More	Relative of Key Managerial Personnel	0.10	0.10	-
<b>Interest on loan:</b>				
Doraiswamy Rajiv	Key Managerial Personnel	0.25	-	-
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	0.03	0.08	-
<b>(iv) Other expenses</b>				
Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	11.68	9.48	7.15
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	1.69	1.00	0.20
<b>(v) Dividend Payment</b>				
Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Karuppasamy Pandiarajan	Key Managerial Personnel	5.24	2.56	2.12
Aditya Narayan Mishra	Key Managerial Personnel	1.67	0.82	0.68
Santhosh Nair	Key Managerial Personnel	1.12	0.55	0.38
Hemalatha Rajan	Key Managerial Personnel	1.92	0.94	0.76
Doraiswamy Rajiv	Key Managerial Personnel	0.04	0.02	0.02
<b>(vi) Loans given to related party entities during the year</b>				
Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	13.10	7.49	9.20
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	2.60
<b>(vii) Loans repaid by related party entities during the year</b>				
Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	4.29	0.97	8.36
<b>(viii) Other Financial Assets- Security Deposit during the year</b>				
Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	2.60	-
<b>(ix) Borrowings made during the year</b>				
Name of the related party	Nature of the relationship	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Loan from Directos	Directors -subsidiaries	-	7.15	2.32
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	0.58	1.92	-
Athera Enterprices Private Limited	Entities over which KMP are able to exercise significant influence	-	-	0.05



**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

(x)	<b>Borrowings repaid during the year</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	Loan from Directors	Directors -subsidiaries	4.50	15.16	0.85
	Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	2.14	0.02	0.03
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	0.37	-
(xi)	<b>Non Current Borrowings - Debentures issued during the year</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	Aditya Narayan Mishra	Key Managerial Personnel	-	1.50	-
	Santhosh Nair	Key Managerial Personnel	-	-	-
	Hemalatha Rajan	Key Managerial Personnel	-	-	5.00
(xii)	<b>Non Current Borrowings - Debentures repaid during the year</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	Aditya Narayan Mishra	Key Managerial Personnel	-	2.50	-
	Santhosh Nair	Key Managerial Personnel	-	-	-
	Hemalatha Rajan	Key Managerial Personnel	5.00	-	12.50
<b>(f) Amount due to/from related party :</b>					
(i)	<b>Trade receivables</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	33.85	23.35	17.50
	Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	0.36	0.36	0.88
(ii)	<b>Other financial assets</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.60	2.60	-
(iii)	<b>Trade Payables</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	5.95	2.74	2.43
(iv)	<b>Loans</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	22.29	12.18	5.67
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	-	2.60
(v)	<b>Non Current Borrowings - Debentures</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	Aditya Narayan Mishra	Key Managerial Personnel	1.35	-	2.35
	Santhosh Nair	Key Managerial Personnel	1.20	-	1.20
	Hemalatha Rajan	Key Managerial Personnel	-	5.00	5.00
	Sheetal Saurabh More	Relative of Key Managerial Personnel	1.00	1.00	1.00
(vi)	<b>Current Borrowings</b>				
	<b>Name of the related party</b>	<b>Nature of the relationship</b>	<b>Year ended 31 March 2025</b>	<b>Year ended 31 March 2024</b>	<b>Year ended 31 March 2023</b>
	Athera Enterprises Pvt Ltd	Entities over which KMP are able to exercise significant influence	0.20	0.20	0.22
	Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	1.56	-
	Key Managerial Personnel	Key Managerial Personnel	-	4.50	12.50

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**
**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**41 Segment reporting**

41.01 The group generates its revenue from sale of human resource solutions. The group's operations predominantly relate to providing providing a broad range of services and platforms spanning the entire spectrum of employee lifecycle.

The Chief Operating Decision Maker ('CODM') evaluates the group's performance and allocates resources based on an analysis of various performance indicators by reportable segments. Accordingly, CODM has identified the reportable segments of its business as follows:

HR Services	It provides suite of HR services including Search, selection and recruitment process outsourcing services, Professional staffing, Value staffing, Payroll and compliance, HR advisory, 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.

41.02 Summary of the Segment Information for the year ended are as follows:

31 March 2025				
	HR Services	HR Platforms	Unallocated	Total
<b>Revenue</b>				
External customers	14,521.56	523.07	-	15,044.63
Inter-segment	110.67	41.68	-	152.35
<b>Total revenue</b>	<b>14,632.23</b>	<b>564.75</b>	<b>-</b>	<b>15,196.98</b>
<b>Expenses</b>				
Employee benefits expenses	13,967.05	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
<b>Total Expenses</b>	<b>14,277.25</b>	<b>421.63</b>	<b>114.79</b>	<b>14,813.67</b>
<b>Segment profit</b>	<b>354.98</b>	<b>143.13</b>	<b>(114.79)</b>	<b>383.31</b>
Finance income				34.08
Other finance costs				(98.66)
Inter-segment sales (elimination)				(152.35)
<b>Profit before tax</b>				<b>166.38</b>
<b>Segment assets</b>	2,175.58	536.48	1,638.09	<b>4,350.15</b>
<b>Segment liabilities</b>	1,462.31	108.42	1,723.09	<b>3,293.82</b>

31 March 2024				
	HR Services	HR Platforms	Unallocated	Total
<b>Revenue</b>				
External customers	10,535.97	321.38	-	10,857.35
Inter-segment	89.28	27.91	-	117.19
<b>Total revenue</b>	<b>10,625.25</b>	<b>349.29</b>	<b>-</b>	<b>10,974.54</b>
<b>Expenses</b>				
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
<b>Total Expenses</b>	<b>10,392.77</b>	<b>230.83</b>	<b>58.13</b>	<b>10,681.73</b>
<b>Segment profit</b>	<b>232.48</b>	<b>118.46</b>	<b>(58.13)</b>	<b>292.81</b>
Finance income				24.61
Other finance costs				(75.71)
Inter-segment sales (elimination)				(117.19)
<b>Profit before tax</b>				<b>124.52</b>
<b>Segment assets</b>	1,633.35	283.44	916.97	<b>2,833.76</b>
<b>Segment liabilities</b>	1,145.04	67.18	793.90	<b>2,006.12</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

	31 March 2023			
	HR Services	HR Platforms	Unallocated	Total
<b>Revenue</b>				
External customers	7,942.58	53.77		7,996.35
Inter-segment	53.42	15.72	-	69.14
<b>Total revenue</b>	<b>7,996.00</b>	<b>69.49</b>	<b>-</b>	<b>8,065.49</b>
<b>Expenses</b>				
Employee benefits expenses	7,719.05	21.19	-	7,740.24
Depreciation and amortisation	-	1.40	23.24	24.64
Other Expenses	170.55	23.21	-	193.76
<b>Total Expenses</b>	<b>7,889.60</b>	<b>45.80</b>	<b>23.24</b>	<b>7,958.64</b>
<b>Segment profit</b>	<b>106.40</b>	<b>23.69</b>	<b>(23.24)</b>	<b>106.85</b>
Finance income				10.83
Other finance costs				(74.39)
Inter-segment sales (elimination)				(69.14)
<b>Profit before tax</b>				<b>(25.85)</b>
<b>Segment assets</b>	1,037.19	135.23	624.33	1,796.75
<b>Segment liabilities</b>	776.09	36.11	630.27	1,442.47

**41.03 Geographic information**

The following table provides an analysis of the group's sales by region in which the customer is located, irrespective of the origin of the services.

Revenue from external customers	31 March 2025	31 March 2024	31 March 2023
India	14,870.32	10,789.46	7,721.49
Outside India	174.31	67.89	274.86
	<b>15,044.63</b>	<b>10,857.35</b>	<b>7,996.35</b>

**41.04 Information about major customers**

No single customer has accounted for more than 10% of the group's revenue for the year ended 31 March 2025, 31 March 2024 and 31 March 2023.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**42 Employee Benefits**

**(A) Defined contribution plans**

Contribution towards employee provident fund and others, which is a defined contribution plan for the year ended 31 March 2025 aggregated to Rs.798.26 Mn , for the year ended 31 March 2024 aggregated to Rs.605.42 Mn and for year ended 31 March 2023 aggregated to Rs.487.54

**A Defined benefit plans (for Core employees)**

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

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

**i) Amount recognised in balance sheet**

Particulars	31 March 2025	31 March 2024	31 March 2023
Present value of obligation as at the end of the year	47.77	27.09	19.37
Fair Value of plan assets at the end of the year	-	-	-
<b>Net asset / (liability) recognized in Balance Sheet</b>	<b>47.77</b>	<b>27.09</b>	<b>19.37</b>
Current liability	4.44	3.37	2.78
Non-current liability	43.33	23.72	16.59
<b>Total</b>	<b>47.77</b>	<b>27.09</b>	<b>19.37</b>

**ii) Changes in the present value of benefit obligation**

Particulars	31 March 2025	31 March 2024	31 March 2023
Present value of obligation at the beginning of the year	27.09	19.37	8.40
Additions due to acquisition through business combinations	8.98	1.27	6.78
<b>Included in profit or loss</b>			
Current service cost	8.90	6.75	3.03
Past service cost	-	-	-
Interest cost	2.15	1.48	1.04
	<b>11.05</b>	<b>8.23</b>	<b>4.07</b>
<b>Included in OCI</b>			
Actuarial (gain)/ loss arising from:			
Changes in demographic Assumptions	0.51	(1.88)	(0.74)
Changes in financial assumptions	2.24	-	0.79
Experience adjustment	(1.12)	0.47	0.19
	<b>1.63</b>	<b>(1.41)</b>	<b>0.24</b>
<b>Other</b>			
Benefits paid	(0.98)	(0.37)	(0.12)
<b>Present value of obligation at the end of the year</b>	<b>47.77</b>	<b>27.09</b>	<b>19.37</b>

The Company does not have any plan assets.

**iii) Reconciliation of balance sheet amount**

Particulars	31 March 2025	31 March 2024	31 March 2023
Opening net (asset)/liability	27.09	19.37	8.40
additions due to acquisition through business combinations	8.98	1.27	6.78
Expense/(income) recognised in profit and loss	11.05	8.23	4.07
Expense/(income) recognised in other comprehensive income	1.63	(1.41)	0.24
Benefits Paid directly by employer	(0.98)	(0.37)	(0.12)
<b>Balance sheet (Asset)/Liability at the end of year</b>	<b>47.77</b>	<b>27.09</b>	<b>19.37</b>

**iv) Expense recognized in the statement of profit and loss**

Particulars	31 March 2025	31 March 2024	31 March 2023
Current service cost	8.90	6.10	3.35
Net Interest cost	-	1.26	0.58
Past service cost	-	0.14	0.05
- Interest expense on Defined Benefit Obligation	2.15	0.73	0.57
<b>Total expenses recognized in the statement of profit and loss</b>	<b>11.05</b>	<b>8.23</b>	<b>4.55</b>

**v) Expense recognized in other comprehensive income**

Particulars	31 March 2025	31 March 2024	31 March 2023
Actuarial (gains)/ losses arising from:			
- Experience	(1.12)	0.47	0.19
- Assumptions changes	2.75	(1.88)	0.05
<b>Net actuarial (gains) / losses recognised in Other Comprehensive Income</b>	<b>1.63</b>	<b>(1.41)</b>	<b>0.24</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**vi) Actuarial Assumptions**

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

	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Gratuity plan</b>			
Discount rate	6.84% to 7.07%	7.09% to 7.58%	7.28% to 7.58%
Future Salary growth	7% to 11%	7% to 9%	7% to 8%
Attrition rate	5% to 40%	5% to 40%	5% to 40%

**vii) Maturity analysis**

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

	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Within one year	4.10	3.51	3.02
Between one and two years	2.63	2.43	2.35
Between two and five years	6.12	5.02	5.12
Later than five years	46.82	24.63	18.38
	<b>59.67</b>	<b>35.59</b>	<b>28.87</b>

**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 March 2025	31 March 2024	31 March 2023
<b>Change in Discount rate</b>			
Delta effect + 1%	(4.06)	2.04	0.22
Delta effect - 1%	4.73	6.28	2.58
<b>Change in rate of salary increase</b>			
Delta effect + 1%	2.17	5.44	2.31
Delta effect - 1%	(1.74)	2.64	0.38
<b>Change in withdrawal rate</b>			
Delta effect + 1%	0.22	4.20	1.24
Delta effect - 1%	(0.30)	3.72	1.42
<b>Change in Mortality rate</b>			
Delta effect + 10%	0.00	0.54	1.33

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 employee 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:

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Annexure VII: Notes to Restated Consolidated Financial Information**  
(Amount in INR Millions, unless otherwise stated)

**i) Amount recognised in balance sheet**

Particulars	31 March 2025	31 March 2024	31 March 2023
Present value of obligation as at the end of the year	164.15	114.64	79.72
Fair Value of plan assets at the end of the year	-	-	-
<b>Net asset / (liability) recognized in Balance Sheet</b>	<b>(164.15)</b>	<b>(114.64)</b>	<b>(79.72)</b>
Current liability	22.99	15.23	7.97
Non-current liability	141.16	99.41	71.75
<b>Total</b>	<b>164.15</b>	<b>114.64</b>	<b>79.72</b>

**ii) Changes in the present value of benefit obligation**

Particulars	31 March 2025	31 March 2024	31 March 2023
Present value of obligation at the beginning of the year	114.64	79.72	54.32
Additions due to acquisition through business combinations	0	2.60	-
<b>Included in profit or loss</b>			
Current service cost	76.40	54.39	43.33
Past service cost	-	-	-
Interest cost	8.16	5.92	4.01
	<b>84.56</b>	<b>60.31</b>	<b>47.34</b>
<b>Included in OCI</b>			
Acquisition / Divestiture	-	-	-
Actuarial (gain)/ loss arising from:			
Changes in demographic Assumptions	-	-	-
Changes in financial assumptions	4.99	1.43	(1.84)
Experience adjustment	(38.43)	(29.42)	(20.10)
Return on plan assets excluding interest income	-	-	-
	<b>(33.44)</b>	<b>(27.99)</b>	<b>(21.94)</b>
<b>Other</b>			
Employer contributions			
Benefits paid	(1.61)	-	-
<b>Present value of obligation at the end of the year</b>	<b>164.15</b>	<b>114.64</b>	<b>79.72</b>

**iii) Changes in the fair value of plan assets**

The Company does not have any plan assets.

**iv) Reconciliation of balance sheet amount**

Particulars	31 March 2025	31 March 2024	31 March 2023
Opening net (asset)/liability	114.64	79.72	54.32
Additions due to acquisition through business combinations	-	2.60	-
Expense/(income) recognised in profit and loss	84.56	60.31	47.34
Expense/(income) recognised in other comprehensive income	(33.44)	(27.99)	(21.94)
Benefits paid	(1.61)	-	-
<b>Balance sheet (Asset)/Liability at the end of year</b>	<b>164.15</b>	<b>114.64</b>	<b>79.72</b>

**v) Expense recognized in the statement of profit and loss**

Particulars	31 March 2025	31 March 2024	31 March 2023
Current service cost	76.40	54.39	43.33
Net Interest cost	0.06	0.39	0.09
Past service cost	-	-	-
- Interest expense on DBO	8.10	5.53	3.92
<b>Total expenses recognized in the statement of profit and loss</b>	<b>84.56</b>	<b>60.31</b>	<b>47.34</b>

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

**vi) Expense recognized in other comprehensive income**

Particulars	31 March 2025	31 March 2024	31 March 2023
Actuarial (gains)/ losses arising from:			
- Experience	(38.43)	(29.42)	(20.10)
- Assumptions changes	4.99	1.43	(1.84)
<b>Net actuarial (gains) / losses recognised in OCI</b>	<b>(33.44)</b>	<b>(27.99)</b>	<b>(21.94)</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**vii) Actuarial Assumptions**

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

	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
<b>Gratuity plan</b>			
Discount rate	6.61% to 7.14%	7.17% to 7.58%	7.38% to 7.54%
Future Salary growth	7% to 10%	7% to 10%	7% to 10%
Attrition rate	10% to 50%	5% to 50%	10% to 50%

**viii) Maturity analysis**

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

	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Within one year	24.03	15.94	8.37
Between one and two years	14.19	9.87	5.15
Between two and five years	22.79	15.82	9.26
Later than five years	189.38	143.06	103.30
	<b>250.39</b>	<b>184.69</b>	<b>126.08</b>

**ix) Sensitivity analysis**

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

Particulars	31 March 2025	31 March 2024	31 March 2023
<b>Change in Discount rate</b>			
Delta effect + 1%	(8.27)	(5.83)	(4.39)
Delta effect - 1%	9.21	6.49	4.91
<b>Change in rate of salary increase</b>			
Delta effect + 1%	8.37	5.94	4.52
Delta effect - 1%	(7.63)	(11.97)	(4.12)
<b>Change in withdrawal rate</b>			
Delta effect + 1%	(3.25)	(2.73)	(1.99)
Delta effect - 1%	(7.57)	2.42	2.07
<b>Change in Mortality rate</b>			
Delta effect + 10%	-	0.01	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.

**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.



CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**43 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements**

Particulars	Net Assets, i.e., total assets minus total liabilities						Share in profit and loss					
	31 March 2025		31 March 2024		31 March 2023		31 March 2025		31 March 2024		31 March 2023	
	As % of consolidated net assets	Amount (INR)	As % of consolidated net assets	Amount (INR)	As % of consolidated net assets	Amount (INR)	As % of consolidated profit and loss	Amount (INR)	As % of consolidated profit and loss	Amount (INR)	As % of consolidated profit and loss	Amount (INR)
<b>Parent</b>												
CIEL HR Services Limited	73.37%	1,367.24	82.24%	841.55	82.25%	413.11	52.57%	90.91	52.28%	62.89	91.52%	(26.52)
<b>Subsidiaries</b>												
Next Leap Career Solutions Private Limited	9.77%	182.14	12.87%	131.70	17.60%	88.40	29.18%	50.47	35.76%	43.01	5.95%	(1.72)
Ma Foi Strategic Consultanats Private limited	0.18%	3.32	(0.07%)	(0.72)	(2.19%)	(11.01)	2.11%	3.65	7.35%	8.84	5.79%	(1.68)
CIEL Skills and Careers Private Limited	1.42%	26.53	1.06%	10.80	0.82%	4.11	9.07%	15.69	5.70%	6.85	25.80%	(7.48)
Integrum Technologies Private Limited	0.33%	6.15	0.53%	5.39	0.83%	4.17	0.58%	1.01	1.07%	1.29	(18.21%)	5.28
CIEL Technologies Private Limited	(0.25%)	(4.75)	(0.08%)	(0.82)	0.70%	3.49	(2.27%)	(3.92)	(3.59%)	(4.31)	(10.85%)	3.14
Aargee Staffing Services Private Limited	(0.22%)	(4.01)	(0.28%)	(2.82)	-	-	(0.60%)	(1.04)	0.02%	0.03	-	0.00
Firstventure Corporation Privte Limited	2.22%	41.39	3.73%	38.15	-	-	1.62%	2.81	1.40%	1.69	-	-
Thomas Assessments Private Limited	2.18%	40.58	0.00%	-	-	-	7.33%	12.68	-	-	-	-
People Metrics Private Limited	0.72%	13.45	0.00%	-	-	-	0.39%	0.67	-	-	-	-
Vibrant Screen Private Limited	10.27%	191.40	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-
<b>Sub total</b>	100.00%	<b>1,863.44</b>	100.00%	<b>1,023.23</b>	100.00%	<b>502.28</b>	100.00%	<b>172.93</b>	100.00%	<b>120.28</b>	100.00%	<b>(28.97)</b>
<b>Adjustments arising out of Consolidation</b>		(807.11)		(195.59)		(148.00)		(25.08)		(11.80)		2.46
<b>Non-controlling interests in all subsidiaries</b>		-		(54.13)		(45.35)		(0.59)		(8.66)		(2.51)
<b>Total</b>		<b>1,056.33</b>		<b>773.51</b>		<b>308.93</b>		<b>147.26</b>		<b>99.82</b>		<b>(29.02)</b>

Particulars	Share in Other Comprehensive Income						Share in Total Comprehensive Income					
	31 March 2025		31 March 2024		31 March 2023		31 March 2025		31 March 2024		31 March 2023	
	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated other comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)	As % of consolidated total comprehensive income	Amount (INR)
<b>Parent</b>												
CIEL HR Services Limited	33.33%	(0.29)	71.89%	0.76	597.72%	0.77	56.74%	90.62	52.46%	63.65	89.25%	(25.74)
<b>Subsidiaries</b>												
Next Leap Career Solutions Private Limited	57.47%	(0.50)	5.69%	0.06	-	-	31.37%	49.97	35.50%	43.07	5.98%	(1.72)
Ma Foi Strategic Consultanats Private limited	(45.98%)	0.40	45.54%	0.48	(421.91%)	(0.55)	2.38%	4.05	7.68%	9.32	7.71%	(2.22)
CIEL Skills and Careers Private Limited	(4.60%)	0.04	(15.46%)	(0.16)	-	-	7.65%	15.73	5.51%	6.69	25.92%	(7.48)
Integrum Technologies Private Limited	21.84%	(0.19)	(10.11%)	(0.11)	(75.81%)	(0.10)	1.98%	0.82	0.97%	1.18	(17.96%)	5.18
CIEL Technologies Private Limited	1.15%	(0.01)	-	-	-	-	(2.47%)	(3.93)	(3.56%)	(4.32)	(10.90%)	3.14
Aargee Staffing Services Private Limited	17.24%	(0.15)	2.45%	0.03	-	-	(0.80%)	(1.19)	0.04%	0.05	-	-
Firstventure Corporation Privte Limited	-	-	-	-	-	-	1.76%	2.81	1.39%	1.69	-	-
Thomas Assessments Private Limited	19.54%	(0.17)	-	-	-	-	1.89%	12.51	-	-	-	-
People Metrics Private Limited	-	-	-	-	-	-	(0.51%)	0.67	-	-	-	-
Vibrant Screen Private Limited	0.00%	-	-	-	-	-	0.00%	-	-	-	-	-
<b>Sub total</b>	100.00%	<b>(0.87)</b>	100.00%	<b>1.06</b>	100.00%	<b>0.13</b>	100.00%	<b>172.06</b>	100.00%	<b>121.33</b>	100.00%	<b>(28.84)</b>
<b>Adjustments arising out of Consolidation</b>		(0.49)		-		-		(25.57)		(11.79)		(2.55)
<b>Non-controlling interests in all subsidiaries</b>		(0.12)		(0.12)		0.30		(0.71)		(8.78)		2.81
<b>Total</b>		<b>(1.48)</b>		<b>0.94</b>		<b>0.43</b>		<b>145.78</b>		<b>100.76</b>		<b>(28.59)</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**44 Employee Stock Option Scheme (ESOP)**

**(a) CIEL HR Services Private Limited - Group Employee Stock Option Plan, 2024 (CSOP 2024)**

The board vide its resolution dated 03 May 2024 and members in the extra ordinary general meeting held on 10 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 March 2025	
	Number	WAEP (INR)
Options outstanding at beginning of year	-	-
<b>Add:</b>		
Options granted during the year	5,32,404	2
<b>Less:</b>		
Options exercised during the year	-	-
Options forfeited during the year	18,200	2
<b>Options outstanding at the end of year</b>	<b>5,14,204</b>	<b>2</b>
Option exercisable at the end of the year	-	

The options outstanding at the year ended on 31 March 2025 with exercise price of Rs.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 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

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

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

The board vide its resolution dated 12 January 2022 and members in the extra ordinary general meeting held on 27 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 Nomination and remuneration committee of the company vide its resolution dated 19 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 March 2025		31 March 2024		31 March 2023	
	Number	WAEP (INR)	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	68,110	10	66,900	10	65,300	10
<b>Add:</b>						
Options granted during the year	-	-	5,000	10	5,000	10
<b>Less:</b>						
Options exercised during the year	2,123	10	-	-	-	-
Options forfeited during the year	1,600	10	3,790	-	3,400	-
<b>Options outstanding at the end of year</b>	<b>64,387</b>		<b>68,110</b>		<b>66,900</b>	
Option exercisable at the end of year	<b>61,887</b>		<b>60,610</b>		<b>30,950</b>	

The options outstanding at the year ended on 31 March 2025 with exercise price of Rs.10 are 64387 and 31 March 2024 with exercise price of Rs.10 are 68110 options (31 March 2023: 66,900 options) and a weighted average remaining contractual life of all options are 1.50 years at 31 March 2025 and 1.60 at 31 March 2024.

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

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 March 2025	31 March 2024	31 March 2023
Weighted average fair value of the options at the grant dates (INR)	1193.26	1193.26	1193.26
Dividend yield (%)	0%	0%	0%
Risk free interest rate (%)	4.97% to 5.67%	4.97% to 5.67%	4.97% to 5.67%
Expected life of share options (years)	2 to 3 years	2 to 3 years	2 to 3 years
Expected volatility (%)	39.07% to 44.26%	39.07% to 44.26%	39.07% to 44.26%
Weighted average share price (INR)	1193.26	1193.26	1193.26

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

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

The board vide its resolution dated 8 July 2021 and members in the extra ordinary general meeting held on 19 July 2021, approved the “The Next Leap Stock Option Plan, 2021 – Amended and Restated”, which was further amended in the Board meeting dated 10 January 2023 in the extra ordinary general meeting held on 10 January 2023, for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 5 years.

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

Particulars	31 March 2025		31 March 2024		31 March 2023	
	Number	WAEP (INR)	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	45,511	10	63,380	10	64,009	10
<b>Add:</b>						
Options granted during the year	-	-	500	10	-	-
<b>Less:</b>						
Options exercised during the year	44,654	-	18,369	-	-	-
Options forfeited during the year	857	-	-	-	629	-
<b>Options outstanding at the end of year</b>	<b>-</b>		<b>45,511</b>		<b>63,380</b>	
Option exercisable at the end of year	<b>Nil</b>		<b>19,850</b>		<b>34,074</b>	

The options outstanding at the year ended 31 March 2025 with exercise price of Rs.10 are Nil options and 31 March 2024 with exercise price of Rs.10 are 19,850 options (31 March 2023: 63380 options) and a weighted average remaining contractual life of all options are 5.88 years for 31 March 2024 and 6.88 years for 31 March 2023.

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

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 March 2025	31 March 2024	31 March 2023
Weighted average fair value of the options at the grant dates (INR)	3.6	3.6	3.6
Dividend yield (%)	0%	0%	0%
Risk free interest rate (%)	5% to 5.6%	5% to 5.6%	5% to 5.6%
Expected life of share options (years)	3 to 4 years	3 to 4 years	3 to 4 years
Expected volatility (%)	46.1% to 42.6%	46.1% to 42.6%	46.1% to 42.6%
Weighted average share price (INR)	3.6	3.6	3.6

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**(d) Firstventure Employee Stock Option Plan 2021**

The board vide its resolution dated 22 February 2021 approved Firstventure Corporation Private Limited Employee Stock Option Plan, 2021 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 06 months.

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

Particulars	31 March 2025		31 March 2024	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	6,747	10	-	-
<b>Add:</b>				
Options granted during the year	-	-	6,747	10
<b>Less:</b>				
Options exercised during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
<b>Options outstanding at the end of year</b>	<b>6,747</b>	<b>10</b>	<b>6,747</b>	
Option exercisable at the end of year	-		-	

The options outstanding at the year ended 31 March 2025 with exercise price of Rs. 10 are 6,747 options and 31 March 2024 with exercise price of Rs. 10 are 6,747 options and a weighted average remaining contractual life is 0.25 years at 31 March 2025 and as of 31 March 2024 for 2057 options are 1 year while remaining contractual life of 4690 options is 1.25 years respectively as per the shares granted with different vesting period.

The fair value of each option is estimated on the date of grant using the Black Scholes model. The following tables list the inputs to the used for the years ended:

	31 March 2025	31 March 2024
Weighted average fair value of the options at the grant dates (INR)	354.8	354.8
Dividend yield (%)	-	-
Risk free interest rate (%)	7.31%	7.31%
Expected life of share options (years)	3 years	3 years
Expected volatility (%)	8.4%-9.0%	8.4%-9.0%
Weighted average share price (INR)	363.03	363.03

Refer note 30 for total expenses arising from Employee Stock Option Scheme (ESOP) recognised in statement of profit or loss.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**45 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 31 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:

45.01	<b>Particulars</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
	Gross Amount required to be spent as per Section 135 of the Act	1.69	-	0.58
	Add: Amount Unspent from previous year	-	-	-
	Total Gross amount required to be spent during the year	1.69	-	0.58
45.02	Amount approved by the CSR committee/ Board to be spent during the year	1.69	1.00	0.80
45.03	<b>Amount spent during the year on</b>			
	(i) Construction/acquisition of an asset	-	-	-
	(ii) On purposes other than (i) above	1.69	1.00	0.80
	Total amount spent during the year	1.69	1.00	0.80
	Amount remaining unspent at the end of the year	-	-	-

**45.04 Contribution to Related Parties/ CSR Expenditure incurred with Related Parties**

Name	Nature of Relationship	31 March 2025	31 March 2024	31 March 2023
Contribution to Sornammal Education Trust	Entities in which the Key Managerial personnel has significant influence	-	-	0.40
Contribution to The Ma Foi Foundation	Entities in which the Key Managerial personnel has significant influence	1.69	1.00	0.20

**46 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 Rs. 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 Rs. 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- Rs.159.10 31 March 2024- Rs. 102.40 31 March 2023- Rs. 39.59	Revolving Loan Outstanding as on 31 March 2025- Rs.12.69 31 March 2024- Rs.4.10 31 March 2023 - Rs. 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		Revolving Loan Outstanding as on 31 March 2025- Rs. 5.87 31 March 2024- Rs. 3.82 31 March 2023- Rs. 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- Rs. 12.25 31 March 2024- Rs. 5.20 31 March 2023- Rs. 2.66	Revolving Loan Outstanding as on 31 March 2025- Rs. 9.58 31 March 2024- Rs. 8.08 31 March 2023-Rs. 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**

**Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

(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	Intermediary	Date and amount of fund received from Funding parties with complete details of each Funding party as on 31 March 2025 (Amount in Rs. 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 on 31 March 2025 (Amount in Rs. 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 March 2025- Rs.159.10 31 March 2024- Rs. 102.40 31 March 2023- Rs. 39.59	Revolving Loan Outstanding as on 31 March 2025- Rs.12.69 31 March 2024- Rs.4.10 31 March 2023 - Rs. 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		Revolving Loan Outstanding as on 31 March 2025- Rs. 5.87 31 March 2024- Rs. 3.82 31 March 2023- Rs. 1.54	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 HR Limited (Funding ) Revolving Loan Outstanding as on 31 March 2025- Rs. 12.25 31 March 2024- Rs. 5.20 31 March 2023- Rs. 2.66	Revolving Loan Outstanding as on 31 March 2025- Rs. 9.58 31 March 2024- Rs. 8.08 31 March 2023-Rs. 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

**47 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 or previous financial year.
- (vii) 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.
- (viii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)****Annexure VII: Notes to Restated Consolidated Financial Information**

(Amount in INR Millions, unless otherwise stated)

**48 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.

		<b>31 March 2025</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Equity		1,056.33	827.64	354.28
Convertible preference share		-	-	-
Total equity	(i)	<b>1,056.33</b>	<b>827.64</b>	<b>354.28</b>
Borrowings other than convertible preference shares		980.76	586.82	495.15
Less: cash and cash equivalents		(79.39)	(52.06)	(19.24)
Total debt	(ii)	<b>901.37</b>	<b>534.76</b>	<b>475.91</b>
Overall financing	(iii) = (i) + (ii)	1,957.70	1,362.40	830.19
Gearing ratio	(ii)/(iii)	<b>0.46</b>	<b>0.39</b>	<b>0.57</b>

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025, 31 March 2024 and 31 March 2023.

**49 Contingent liabilities**

There are no contingent liabilities of the company as on 31 March 2025, 31 March 2024 and 31 March 2023.

**50**

The Board of Directors at their meeting held on 3 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 06 June 2024.

The Board of Directors at their meeting held on 27 April, 2023 declared final dividend of INR 1.20 per equity share (face value of INR 10.00 each) for the financial year 2022-23 aggregating to INR 5.27 Mn which was paid on 02 Jun 2023.

**51 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 March 31, 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 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.

**52 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 23 May 2025 have declared a final dividend of Rs.0.32 per equity share (face value of Rs.2 each) for the financial year 2024-25 aggregating to Rs. 13.60 mn, subject to its approval by the shareholders, in the ensuing Annual General Meeting of the Company.

**53 The Code on Social Security 2020**

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

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

Place: Hyderabad, India  
 Date: 23 May 2025

**Karuppasamy Pandiarajan**  
 Chairman and Executive Director  
 DIN:00116011

Place: Chennai, India  
 Date: 23 May 2025

**Aditya Narayan Mishra**  
 Managing Director & CEO  
 DIN: 05303409

Place: Bangalore, India  
 Date: 23 May 2025

**Saurabh Ashok More**  
 Group Chief Financial Officer

Place: Bangalore, India  
 Date: 23 May 2025

**Lalita Pasari**  
 Company Secretary &  
 Compliance Officer

Place: Bangalore, India  
 Date: 23 May 2025



**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

**INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION COMPRISING OF UNAUDITED CONDENSED COMBINED BALANCE SHEET AND UNAUDITED CONDENSED COMBINED STATEMENTS OF PROFIT AND LOSS (INCLUDING OTHER COMPREHENSIVE INCOME) TO BE INCLUDED IN THE ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS ("ADDENDUM II"), RED HERRING PROSPECTUS ('RHP') AND PROSPECTUS IN CONNECTION WITH PROPOSED INITIAL PUBLIC OFFER OF EQUITY SHARES ('PROPOSED IPO') BY CIEL HR SERVICES LIMITED (FORMERLY KNOWN AS CIEL HR SERVICES PRIVATE LIMITED).**

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

Report on the Compilation of Unaudited Pro Forma condensed combined Financial Information comprising of unaudited pro forma condensed combined Balance sheet and unaudited Pro Forma condensed combined statement of profit and loss (including other comprehensive income) for the year ended March 31, 2025, to be included in the Addendum II, RHP and Prospectus.

1. This report is issued in accordance with the terms of our engagement letter dated January 03, 2024. We have completed our assurance engagement to report on the compilation of unaudited pro forma condensed combined financial information of **CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)** hereinafter referred to as the "Company" and together with its subsidiaries referred to as "the Group"), prepared by the management of the Company. The unaudited pro forma condensed combined financial information which consists of unaudited pro forma condensed combined balance sheet as at March 31, 2025, the unaudited pro forma condensed combined statement of profit and loss (including other comprehensive income) for the year ended March 31, 2025 and explanatory notes (together referred to as "Unaudited Pro Forma Condensed Combined Financial Information") is prepared for the purpose of inclusion in the Addendum II, RHP and Prospectus in connection with Proposed initial public offering ('the Offer') of equity shares ('the Equity Shares') of the Company. The unaudited pro forma condensed combined financial information has been prepared by the Management of the Company in accordance with the requirements of the Clause (11)(I)(B)(iii) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations"). The applicable criteria based on which the Company has compiled the Unaudited Pro Forma Condensed Combined Financial Information are described in note 2 of the Unaudited Pro Forma Condensed Combined Financial Information. Because of its nature, the unaudited Proforma Condensed Combined Financial Information does not represent the Group's actual financial position and financial performance.
2. The Unaudited Pro Forma Condensed Combined Financial Information has been compiled by the management of the Company to illustrate the impact of the acquisition of Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited (referred as "Acquired Entities") as set out in Note 2 to the Unaudited Pro Forma Condensed Combined Financial Information, on the Group's financial position as at March 31, 2025, and its financial performance for the year ended March 31, 2025, as if the acquisitions had taken place as at April 01, 2024.

Further, as stated in the aforesaid note, pursuant to the Clause (11)(I)(B)(iii) of Part A of Schedule VI of SEBI ICDR Regulations, The management of the Company has voluntarily chosen to prepare and include unaudited proforma financials of Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited in the unaudited proforma consolidated financial information, the said option is in the line with SEBI ICDR Regulations.

3. As part of this process, information about the Group's financial position and financial performance has been extracted by the management of the Company from the Group's Restated Consolidated Financial Information comprises the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows, the Restated Consolidated Statement of Changes in Equity for the years ended 31 March 2025, 31 March 2024 and 31 March 2023, Material Accounting Policies to Restated Consolidated Financial Information and Statement of Adjustments to the Restated Consolidated Financial Information (hereinafter collectively referred to as "Restated Consolidated Financial Information"), on which we have issued unmodified conclusion vide our Examination Report dated May 23, 2025. The information about the financial position and financial performance of the acquired entities has been extracted by the management of the Company as follows:

- a) Information about financial position and financial performance of the Thomas Assessments Private Limited has been extracted by management of the company from audited Financial Statements of Thomas Assessments Private Limited as at and for the year ended March 31, 2025, which have been audited by NSVM & Associates, Chartered Accountants, who have expressed an unmodified opinion vide their report dated May 07, 2025, and
- b) Information about financial position and financial performance of the People Metrics Private Limited has been extracted by management of the company from audited Financial Statements of People Metrics Private Limited as at and for the year ended March 31, 2025, which have been audited by NSVM & Associates, Chartered Accountants, who have expressed an unmodified opinion vide their report dated May 07, 2025, and
- c) Information about financial position and financial performance of the Vibrant Screen Private Limited has been extracted by management of the company from audited Financial Statements of Vibrant Screen Private Limited as at and for the year ended March 31, 2025, which have been audited by Giriraj Bhutra & Co, Chartered Accountants, who have expressed an unmodified opinion vide their report dated May 07, 2025,

#### **Management's Responsibility for the Unaudited Pro Forma Condensed Combined Financial Information**

4. The management of the Company is responsible for compiling the Unaudited Pro Forma Condensed Combined Financial Information on the basis set out in note 2 to the Unaudited Pro Forma Condensed Combined Financial Information. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Unaudited Pro Forma Condensed Combined Financial Information on the basis set out in note 2 to the Unaudited Pro Forma Condensed Combined Financial Information that is free from material misstatement, whether due to fraud or error. The management of Company is also responsible for identifying and

ensuring that the Group complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Unaudited Pro Forma Condensed Combined Financial Information. The Unaudited Pro Forma Condensed Combined Financial Information was approved by the Board of Directors of the Company at their meeting held on May 23, 2025, for the purpose of inclusion in the Addendum II, RHP and Prospectus.

#### **Auditor's Responsibilities**

5. Our responsibility is to express an opinion, whether the Unaudited Pro Forma Condensed Combined Financial Information of the Group has been compiled, in all material respects, by the management of Company on the basis set out in Note 2 to the Unaudited Pro Forma Condensed Combined Financial Information.
6. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus", issued by the Institute of Chartered Accountants of India ('ICAI'). This Standard requires that the Auditors comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the management has compiled, in all material respects, the Unaudited Pro Forma Condensed Combined Financial Information on the basis set out in Note 2 to the Unaudited Pro Forma Condensed Combined Financial Information.
7. For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma condensed combined financial information nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma condensed combined financial information.
8. The purpose of Unaudited Pro Forma Condensed Combined Financial Information included in the Addendum II, RHP and Prospectus is solely to illustrate the impact of the above-mentioned acquisition of acquired entities as described in note 3 to the unaudited pro forma condensed combined financial information on unadjusted financial information of the Group as if the acquisitions had been made at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the above-mentioned acquisition would have been as presented in Unaudited Pro Forma Condensed Combined Financial Information.
9. A reasonable assurance engagement to report on whether the Unaudited Pro Forma Condensed Combined Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by Management in the compilation of the Unaudited Pro Forma Condensed Combined Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the acquisitions, and to obtain sufficient appropriate evidence about whether:
  - a) The related pro forma adjustments give appropriate effect to those criteria; and
  - b) The Unaudited Pro Forma Condensed Combined Financial Information reflects the proper application of those adjustments to the unadjusted financial information.
10. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the Group, the event or transaction in respect of which the

Unaudited Pro Forma Condensed Combined Financial Information has been compiled, and other relevant engagement circumstances.

11. We did not audit the financial statements of Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited for the year ended March 31, 2025 based on which the information about Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited has been compiled for the purpose of these unaudited pro forma condensed combined financial information. These financial statements of Thomas Assessments Private Limited and People Metrics Private Limited have been audited by M/s NSVM & Associates, Chartered Accountants and financial statements of Vibrant Screen Private Limited have been audited by M/s. Giriraj Bhutra & Co, Chartered Accountants, whose reports have been furnished to us by the management of the Company and our opinion on the unaudited proforma Condensed Combined financial information, in so far as it relates to the amounts and disclosures included in respect of Thomas Assessments Private Limited and People Metrics Private Limited for the year ended March 31, 2025 is based solely on the reports of M/s NSVM & Associates, Chartered Accountants and Vibrant Screen Private Limited for the year ended March 31, 2025 is based solely on the reports of Giriraj Bhutra & Co, Chartered Accountants.
12. The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Condensed Combined Financial Information.
13. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.
14. This report is issued for the sole purpose of the offering. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside India, including in the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.
15. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports or examination reports issued by us or by other chartered accountants on any financial statements of the Company or any of the components included in the Unaudited Pro Forma Condensed Combined Financial Information (Refer paragraph 3 above).
16. We have no responsibility to update our report or reissue our report for events and circumstances occurring after the date of the report.

#### **Opinion**

17. In our opinion, and as per the reliance placed on the report submitted by the other auditors for the audit of financial statements of acquired entities as mentioned in paragraph 11 above the Unaudited Pro Forma Condensed Combined Financial Information has been compiled, in all material respects, on the basis set out in Note 2 to the Unaudited Pro Forma Condensed Combined Financial Information.

#### **Restrictions on use**

18. Our report is addressed to and is intended solely for use of Board of Directors of the Company for the purpose of inclusion in the Addendum to the Draft Red Herring Prospectus ("Addendum II"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred as "Offer Documents") to be filed with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited, BSE Limited and Registrar of Companies, Tamil Nadu - Chennai ('Registrar of Companies'), in

connection with the proposed Initial Public Offering. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing.

The Unaudited Proforma Condensed Combined Financial Information is not a complete set of financial statements of the Group in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, ("the Act") ("Ind AS") as applicable and is not intended to give a true and fair view of the unaudited pro forma condensed combined Balance Sheet as at March 31, 2025 and unaudited pro forma condensed combined Statement of profit and loss (including other comprehensive income) of the Group for the year ended March 31, 2025, in accordance with the Ind AS, as applicable. As a result, these Unaudited Pro Forma Condensed Combined Financial Information may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For M S K A & Associates**

**Chartered Accountants**

ICAI Firm Registration No. 105047W

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**Ananthakrishnan Govindan**

Partner

Membership No. 205226

UDIN:

Place: Hyderabad, India

Date: May 23, 2025

CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)  
Unaudited Proforma Condensed Combined Balance Sheet as at 31 March 2025

(Amount in INR Millions, unless otherwise stated)

As at 31 March 2025							
	CIEL HR Services Limited	Vibrant Screen Private Limited	Thomas Assessments Private Limited	People Metrics Private Limited	Intercompany Eliminations	Proforma Adjustments	Proforma Consolidated Financial Information
Notes	(Restated Financial Information)	(Note 3 (i))	(Note 3 (ii))	(Note 3 (iii))			
<b>I ASSETS</b>							
<b>Non-current assets</b>							
Property, plant and equipment	33.31	-	-	-	-	-	33.31
Right-of-use assets	40.07	-	-	-	-	-	40.07
Goodwill	829.34	-	-	-	-	(136.37)	692.97
Other intangible assets	328.91	-	-	-	-	-	328.91
Intangible assets under development	33.64	-	-	-	-	-	33.64
<b>Financial assets</b>							
(i) Investments	0.18	-	-	-	-	-	0.18
(ii) Other financial assets	163.99	-	-	-	-	-	163.99
Other non-current assets	138.62	-	-	-	-	-	138.62
Deferred Tax Asset (net)	39.14	-	-	-	-	-	39.14
<b>Total non-current assets</b>	<b>1,607.20</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(136.37)</b>	<b>1,470.83</b>
<b>Current assets</b>							
<b>Financial assets</b>							
(i) Trade receivables	2,026.08	-	-	-	-	-	2,026.08
(ii) Cash and cash equivalents	79.39	-	-	-	-	-	79.39
(iii) Bank balances other than cash and cash equivalents	83.08	-	-	-	-	-	83.08
(iv) Loans	22.29	-	-	-	-	-	22.29
(v) Other financial assets	0.36	-	-	-	-	-	0.36
Other current assets	531.75	-	-	-	-	-	531.75
<b>Total current assets</b>	<b>2,742.95</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,742.95</b>
<b>Total assets</b>	<b>4,350.15</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(136.37)</b>	<b>4,213.78</b>
<b>II EQUITY AND LIABILITIES</b>							
<b>Equity</b>							
Equity share capital	85.01	-	-	-	-	-	85.01
Other equity	971.32	-	-	-	-	(136.37)	834.95
<b>Equity attributable to owners of the parent</b>	<b>1,056.33</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(136.37)</b>	<b>919.96</b>
Non-controlling interests	-	-	-	-	-	-	-
<b>Total equity</b>	<b>1,056.33</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(136.37)</b>	<b>919.96</b>
<b>Liabilities</b>							
<b>Non-current liabilities</b>							
<b>Financial liabilities</b>							
(i) Borrowings	70.30	-	-	-	-	-	70.30
(ii) Lease Liabilities	22.70	-	-	-	-	-	22.70
(iii) Other financial liabilities	424.91	-	-	-	-	-	424.91
Provisions	192.37	-	-	-	-	-	192.37
<b>Total non-current liabilities</b>	<b>710.28</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>710.28</b>

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Unaudited Proforma Condensed Combined Balance Sheet as at 31 March 2025**

(Amount in INR Millions, unless otherwise stated)

As at 31 March 2025							
	CIEL HR Services Limited	Vibrant Screen Private Limited	Thomas Assessments Private Limited	People Metrics Private Limited	Intercompany Eliminations	Proforma Adjustments	Proforma Consolidated Financial Information
Notes	(Restated Financial Information)	(Note 3 (i))	(Note 3 (ii))	(Note 3 (iii))			
<b>Current liabilities</b>							
Financial liabilities							
(i) Borrowings	910.46	-	-	-	-	-	910.46
(ii) Lease Liabilities	20.49	-	-	-	-	-	20.49
(iii) Trade payables							
- total outstanding dues of micro and small enterprises	11.03	-	-	-	-	-	11.03
- total outstanding dues of creditors other than micro	182.63	-	-	-	-	-	182.63
(iv) Other financial liabilities	1,008.19	-	-	-	-	-	1,008.19
Other current liabilities	355.22	-	-	-	-	-	355.22
Provisions	29.70	-	-	-	-	-	29.70
Current tax liabilities (net)	65.82	-	-	-	-	-	65.82
<b>Total current liabilities</b>	<b>2,583.54</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,583.54</b>
<b>Total liabilities</b>	<b>3,293.82</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,293.82</b>
<b>Total equity and liabilities</b>	<b>4,350.15</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(136.37)</b>	<b>4,213.78</b>

The accompanying notes are an integral part of these Unaudited Proforma Condensed Combined Financial Information 1- 6

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  
**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
CIN: U74140TN2010PLC077095

**Ananthakrishnan Govindan**  
Partner  
Membership No: 205226

Place: Hyderabad, India  
Date: 23 May 2025

**Karuppasamy Pandiarajan**  
Chairman and Executive Director  
DIN:00116011

Place: Chennai, India  
Date: 23 May 2025

**Aditya Narayan Mishra**  
Managing Director & CEO  
DIN: 05303409

Place: Bangalore, India  
Date: 23 May 2025

**Saurabh Ashok More**  
Group Chief Financial Officer

Place: Bangalore, India  
Date: 23 May 2025

**Lalita Pasari**  
Company Secretary & Compliance Officer

Place: Bangalore, India  
Date: 23 May 2025



CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)  
**Unaudited Proforma Condensed Combined Statement of Profit and Loss for the year ended 31 March 2025**  
(Amount in INR Millions, unless otherwise stated)

		For the year ended 31 March 2025					
		CIEL HR Services Limited	Vibrant Screen Private Limited	Thomas Assessments Private Limited	People Metrics Private Limited	Intercompany Eliminations	Proforma Consolidated Financial Information
Notes		(Restated Financial Information)	(Note 3 (i))	(Note 3 (ii))	(Note 3 (iii))		
<b>I Income</b>							
Revenue from operations		15,044.63	294.54	61.50	24.96	(0.29)	15,425.34
Other income		34.08	6.07	0.07	0.05	-	40.27
<b>Total income (I)</b>		<b>15,078.71</b>	<b>300.61</b>	<b>61.57</b>	<b>25.01</b>	<b>(0.29)</b>	<b>15,465.61</b>
<b>II Expenses</b>							
Employee benefits expense		14,240.84	85.55	29.89	2.39	-	14,358.67
Finance costs	4	98.66	0.98	0.27	-	-	125.65
Depreciation and amortization expense		86.60	17.97	1.59	0.04	-	106.20
Other expenses		486.23	136.63	24.12	9.10	(0.29)	655.79
<b>Total expenses (II)</b>		<b>14,912.33</b>	<b>241.13</b>	<b>55.87</b>	<b>11.53</b>	<b>(0.29)</b>	<b>15,246.31</b>
<b>III Profit before exceptional items and tax (I-II) for the period/year</b>		<b>166.38</b>	<b>59.48</b>	<b>5.70</b>	<b>13.48</b>	<b>-</b>	<b>219.30</b>
Exceptional items		-	-	-	-	-	-
<b>IV Profit before tax for the period/year</b>		<b>166.38</b>	<b>59.48</b>	<b>5.70</b>	<b>13.48</b>	<b>-</b>	<b>219.30</b>
<b>V Tax expense</b>							
Current tax		30.57	19.07	3.15	1.85	-	54.64
Adjustments in respect of current income tax of previous period		2.14	-	-	-	-	2.14
Deferred tax		(13.00)	(1.00)	(0.12)	0.01	-	(14.11)
<b>Total tax expense (V)</b>		<b>19.71</b>	<b>18.07</b>	<b>3.03</b>	<b>1.86</b>	<b>-</b>	<b>42.67</b>
<b>VI Profit for the period/year ended (IV-V)</b>		<b>146.67</b>	<b>41.41</b>	<b>2.67</b>	<b>11.62</b>	<b>-</b>	<b>176.63</b>
<b>VII Other comprehensive income</b>							
<i>Items not to be reclassified to profit or loss</i>							
Re-measurement gains/ (losses) on defined benefit plans		(1.63)	1.17	0.24	-	-	(0.22)
Income tax effect on these items		0.27	(0.29)	0.07	-	-	0.05
<b>Other comprehensive income for the period/year, net of tax</b>		<b>(1.36)</b>	<b>0.88</b>	<b>0.31</b>	<b>-</b>	<b>-</b>	<b>(0.17)</b>
<b>VIII Total comprehensive income for the period/year, net of tax (VI + VII)</b>		<b>145.31</b>	<b>42.29</b>	<b>2.98</b>	<b>11.62</b>	<b>-</b>	<b>176.46</b>
<b>Profit for the period/year attributable to</b>							
Owners of the parent		147.26	41.41	2.67	11.62	-	177.22
Non-controlling interests		(0.59)	-	-	-	-	(0.59)
		<b>146.67</b>	<b>41.41</b>	<b>2.67</b>	<b>11.62</b>	<b>-</b>	<b>176.63</b>
<b>Other comprehensive income for the period/year attributable to</b>							
Owners of the parent		(1.48)	0.88	0.31	-	-	(0.29)
Non-controlling interests		0.12	-	-	-	-	0.12
		<b>(1.36)</b>	<b>0.88</b>	<b>0.31</b>	<b>-</b>	<b>-</b>	<b>(0.17)</b>
<b>Total comprehensive income for the period/year attributable to</b>							
Owners of the parent		145.78	42.29	2.98	11.62	-	176.93
Non-controlling interests		(0.47)	-	-	-	-	(0.47)
		<b>145.31</b>	<b>42.29</b>	<b>2.98</b>	<b>11.62</b>	<b>-</b>	<b>176.46</b>
<b>Earnings per share (face value of INR 2 each)</b>							
Basic (INR)		3.52					4.26
Diluted (INR)		3.45					4.15

The accompanying notes are an integral part of these Unaudited Proforma Condensed Combined Financial Information 1- 6

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

**Ananthkrishnan Govindan**  
Partner  
Membership No: 205226

Place: Hyderabad, India  
Date: 23 May 2025

**Karuppasamy Pandiarajan**  
Chairman and Executive Director  
DIN:00116011

Place: Chennai, India  
Date: 23 May 2025

**Aditya Narayan Mishra**  
Managing Director & CEO  
DIN: 05303409

Place: Bangalore, India  
Date: 23 May 2025

**Saurabh Ashok More**  
Group Chief Financial Officer

Place: Bangalore, India  
Date: 23 May 2025

**Lalita Pasari**  
Company Secretary & Compliance Officer

Place: Bangalore, India  
Date: 23 May 2025

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Notes forming part of Unaudited Proforma Condensed Combined Financial Information**  
(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" or "CIEL HR"), is a public limited Company domiciled in India and was incorporated on 23 August 2010 under the provisions of the Companies Act, 1956 applicable in India. The registered office of the Company is located at Plot No. 3726, Door No. 41, 'Ma Foi House', 6th Avenue, Q- Block, Anna Nagar, Chennai - 600040, Tamilnadu, India.

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

The 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.

The Group has acquired 51% equity of Thomas Assessments Private Limited on October 04, 2024, 51% equity of People Metrics Private Limited on October 04, 2024 and 51% equity of Vibrant Screen Private Limited on 27 March, 2025. Pursuant to aforesaid acquisitions of shares, Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited (together referred to as 'acquired entities') have become subsidiaries of the Company. The principal activity of Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited is primarily engaged in the business of profiling services, behavioral cognitive, competence assessments, background check and unit sales, process management services in India.

**Basis of Preparation of Unaudited Proforma Condensed Combined Financial Information**

The Unaudited Proforma Condensed Combined Financial Information comprising of the Proforma Condensed Combined Balance Sheet as at 31 March 2025 and Unaudited Proforma Condensed Combined Statement of Profit and Loss (including other comprehensive income) for the year ended 31 March 2025 read with the notes to the Unaudited Proforma Condensed Combined Financial Information (together referred to as "Unaudited Proforma Condensed Combined Financial Information"), has been prepared by the Management of the Company in accordance with the requirements of Clause (11)(I)(B)(iii) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI") to illustrate the impact of acquisition of acquired entities as mentioned in para 1 above, on the Company's financial position as at 31 March 2025. The unaudited proforma consolidated financial information have been prepared for the purpose of inclusion in the Offer Document to be filed by the Company with SEBI in connection with proposed Initial Public Offering ("IPO").

Further, pursuant to the Clause (11)(I)(B)(iii) of Part A of Schedule VI of SEBI ICDR Regulations, The management of the Company has voluntarily chosen to prepare and include unaudited proforma financials of Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited in the unaudited proforma consolidated financial information of the Company as at and for the year ended 31 March 2025. The said option is in the line with SEBI ICDR Regulations.

The Proforma Condensed Combined Financial Information is prepared for the purposes of inclusion in the Addendum To The Draft Red Herring Prospectus ("Addendum II"), Red Herring Prospectus ('RHP') and Prospectus in connection with the proposed initial public offering (the "Offering") of equity shares of the Holding Company as per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations").

The unaudited pro forma condensed combined financial information has been compiled by Management of the Company to illustrate the impact of the acquisition of acquired entities' on the Group's unaudited financial position as at 31 March 2025 as if the acquisitions had taken place as on April 01, 2024. Further, the unaudited proforma consolidated statement of profit and loss including other comprehensive income for the year ended 31 March 2025 has been illustrated to reflect the acquisition of acquired entities as if the transaction related to acquisition of aforesaid obtain control over Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited occurred on and from April 01, 2024. The description of adjustments made to the unaudited proforma consolidated financial information are included in the note 4 below.

As part of this process, information about the Group's financial position and financial performance has been extracted by the management of the Company from the group's restated consolidated financial information as at and for the year ended 31 March 2025. The Information about financial position and financial performance of acquired entities has been extracted by the management of the Company as follows:

- a) Information about financial position and financial performance of the Thomas Assessments Private Limited has been extracted by management of the company from audited Financial Statements of Thomas Assessments Private Limited as at and for the year ended 31 March 2025, which have been audited by NSVM & Associates, Chartered Accountants, who have expressed an unmodified opinion vide their report dated 07 May 2025,
- b) Information about financial position and financial performance of the People Metrics Private Limited has been extracted by management of the company from audited Financial Statements of People Metrics Private Limited as at and for the year ended 31 March 2025, which have been audited by NSVM & Associates, Chartered Accountants, who have expressed an unmodified opinion vide their report dated 07 May 2025, and
- c) Information about financial position and financial performance of the Vibrant Screen Private Limited has been extracted by management of the company from audited Financial Statements of Vibrant Screen Private Limited as at and for the year ended 31 March 2025, which have been audited by Giriraj Bhutra & Co, Chartered Accountants, who have expressed an unmodified opinion vide their report dated 07 May 2025

The assumptions and estimates underlying the adjustments to the unaudited proforma consolidated financial information are described hereinafter which should be read together with the unaudited proforma consolidated combined statement of profit and loss and unaudited proforma consolidated balance sheet.

The unaudited proforma consolidated financial information should be read together with the Group's restated consolidated statements and financial statements of Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited.

The business combination has been accounted for under the acquisition method in accordance with Ind AS 103 'Business Combinations'. Accordingly, Group has provisionally allocated the purchase consideration to the estimated fair value of assets acquired and liabilities assumed and recognised the difference between purchase consideration and net assets as goodwill in the unaudited proforma consolidated balance sheet as at 31 March 2025.

The unaudited proforma consolidated financial information were approved by the Board of Directors of the Company on 23 May 2025.

Because of their nature, the unaudited proforma consolidated financial information addresses a hypothetical situation and therefore, do not represent Group's factual financial position or results. Accordingly, the unaudited proforma consolidated financial information does not necessarily reflect what the Group's financial condition or results of operations would have been had the acquisitions occurred on the dates indicated and is also not intended to be indicative of expected financial position or results of operations in future periods. The actual balance sheet and statement of profit and loss including other comprehensive income may differ significantly from the proforma amounts reflected herein due to variety of factors.

**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
**Notes forming part of Unaudited Proforma Condensed Combined Financial Information**  
(Amount in INR millions, unless otherwise stated)

The unaudited pro forma consolidated balance sheet as at 31 March 2025 and unaudited pro forma consolidated statement of profit and loss for the year ended 31 March 2025 is presented for illustrative purpose only and does not reflect the cost of any integration activities or cost saving or synergies that may be achieved as a result of the acquisition. Actual results may differ materially from the results reflected in Unaudited Pro Forma Condensed Combined Financial Information.

The unaudited pro forma consolidated financial information is not a complete set of financial statement and does not include all disclosures in accordance with the Indian accounting standards prescribed (referred to as 'Ind AS') under section 133 of the Companies Act 2013 ('the Act') and Schedule III to the Act, as applicable and is not intended to give true and fair view of the financial position or the financial performance for the Period, in accordance with Ind AS prescribed under Section 133 of the Act. As a result these unaudited pro forma consolidated financial information may not be comparable and suitable for any other purpose. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance. Hence, these Pro forma Financial information have been indicated as Condensed Financial information. The proforma adjustments are based upon available information and assumptions that the management of the Group believes to be reasonable.

In addition, the rules and regulations related to the preparation of pro-forma condensed combined financial information in other jurisdictions may also vary significantly from the basis of preparation as set out in paragraphs below. Such proforma condensed financial information has not been prepared in accordance with standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Accordingly, the degree of reliance placed by investors in other jurisdictions on such proforma information should be limited.

The restated consolidated statements have been adjusted in the unaudited proforma consolidated financial information to give effect to the proforma event that are (1) directly attributable to such acquisition and (2) factually supportable.

The Company's Restated Consolidated Financial Information and financial statements of the acquired entities, have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses.

The adjustments made to the unaudited proforma consolidated financial information are included in the following sections.

The unaudited proforma consolidated financial information is based on:

- (a) the restated consolidated statement of assets and liabilities as at 31 March 2025 and restated consolidated profit and loss including other comprehensive income accounts of the Group for the year ended 31 March 2025.
- (b) the audited financial statement of the Thomas Assessments Private Limited as at and for the year ended 31 March 2025
- (c) the audited financial statement of the People Metrics Private Limited as at and for the year ended 31 March 2025
- (d) the audited financial statement of the Vibrant Screen Private Limited as at and for the year ended 31 March 2025
- (e) adjustments to the unaudited proforma consolidated financial information arising from balances between the Group and the acquired entity during the year ended 31 March 2025 for the purpose of unaudited proforma consolidated Balance sheet,
- (f) Note reference to the unaudited proforma consolidated financial information arising from balances between the Group and the acquired entities for the purpose of unaudited proforma consolidated Balance sheet.
- (g) adjustments to recognise the impact of allocation of purchase consideration paid/payable by the Company.
- (k) All amounts have been rounded off to the nearest million with two decimals, unless otherwise indicated.

### **3 Acquisition details**

- (i) Acquisition of Vibrant Screens Private Limited  
Pursuant to Shares Purchase Agreement (SPA) entered into between CIEL HR and the shareholders of Vibrant Scree Private Limited, CIEL HR acquired 51% voting rights of Vibrant Screen Private Limited from its erstwhile shareholders for a total consideration of Rs 224.4 million along with the surplus cash at the closing date being 27 March 2025, determined as Rs. 62.07 million. CIEL obtained control over the entity effective from 27 March 2025 with 51% voting rights. CIEL HR also has contractual obligation to acquire the remaining stake in Vibrant Screen Private Limited, over the period of two years.
- (ii) Acquisition of Thomas Assessments Private Limited  
Pursuant to Shares Purchase Agreement (SPA) entered into between CIEL HR and the shareholders of Thomas Assessments Private Limited, CIEL HR acquired 51% voting rights of Thomas Assessments Private Limited from its erstwhile shareholders for a total consideration of Rs 218.31 million. CIEL obtained control over the entity effective from October 04, 2024 with 51% voting rights. CIEL HR also has contractual obligation to acquire the remaining stake in Thomas Assessments Private Limited, over the period of two years.
- (iii) Acquisition of People Metrics Private Limited  
Pursuant to Shares Purchase Agreement (SPA) entered into between CIEL HR and the shareholders of People Metrics Private Limited, CIEL HR acquired 51% voting rights of People Metrics Private Limited from its erstwhile shareholders for a total consideration of Rs 43.77 million. CIEL obtained control over the entity effective from October 04, 2024 with 51% voting rights. CIEL HR also has contractual obligation to acquire the remaining stake in People Metrics Private Limited, over the period of two years.

#### 4 Proforma adjustments

- (a) The following proforma adjustments have been made in the Unaudited Proforma Condensed Combined Financial information:

For the proforma consolidated combined balance sheet as at 31 March 2025, the total present value of purchase consideration payable is as follows of which, ₹ 319.14 million has been paid out and the balance is payable in cash as per the contractual agreement between the parties upon the acquisition.

	Particulars	Vibrant Screen Private Limited	Thomas Assessments Private Limited	People Metrics Private Limited	Total Amount
1	<b>Calculation of goodwill</b>				
	Consideration to be paid	224.40	78.92	15.82	319.14
	Financial Liability towards non controlling shareholders	272.84	133.53	26.77	433.14
	Net assets of acquired entities	211.89	111.48	19.34	342.71
	<b>Goodwill as on April 01, 2024</b>	<b>285.35</b>	<b>100.97</b>	<b>23.25</b>	<b>409.57</b>
	<b>Goodwill recognised in RFS</b>	<b>324.54</b>	<b>190.36</b>	<b>31.01</b>	<b>545.91</b>
	<b>Proforma Impact</b>	<b>(39.19)</b>	<b>(89.40)</b>	<b>(7.76)</b>	<b>(136.34)</b>
2	Recognition of finance cost on unwinding of financial liability for year March 31,2025	18.69	5.87	1.18	25.74

- (b) Adjustments to recognise the impact of purchase consideration payable for the Acquisition as reduced by the net assets of the acquired entities. The purchase consideration is formula driven and is subject to change and acquisition adjustments recorded in these Unaudited Pro forma Condensed Combined Financial Information does not include the impact of withholding taxes, if any.
- (c) Tax adjustment on the unaudited pro forma adjustments have not been considered as income tax is assessed at the level of individual entities.
- The pro forma consolidated financial information for the year ending 31 March 2025 has been prepared to reflect the acquisition of target entities as if the acquisition had taken place on 01 April 2024. For this purpose, like items of assets, liabilities, income, and expenses of the Company as per consolidated financial statements for the year ended 31 March 2025 are combined with the audited financial statements of acquired entities for the year ended 31 March 2025 based on their respective carrying values.
- (d) The corresponding effect of the Unaudited Pro forma adjustments and other eliminations for the year ended 31 March 2025 is adjusted to the roll back reserve as at 1 April 2024. The corresponding effect of pro forma adjustments for the period from 1 April 2024 to 31 March 2025 is also adjusted in roll back reserve, and accordingly such reserve nullifies on the actual date of acquisitions as mentioned above.

#### 5 Inter Company Eliminations

Intercompany eliminations on account of intra-group transactions has been eliminated from acquired entities and CIEL Group.

- 6 Other than those mentioned above, no additional adjustments have been made to the Unaudited Proforma Condensed Combined Financial Information to reflect any other transactions of the Company or the acquired entities subsequent to 31 March 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  
**CIEL HR Services Limited (Formerly known as CIEL HR Services Private Limited)**  
CIN: U74140TN2010PLC077095

**Ananthakrishnan Govindan**  
Partner  
Membership No: 205226

Place: Hyderabad, India  
Date: 23 May 2025

**Karuppasamy Pandiarajan**  
Chairman and Executive Director  
DIN:00116011

Place: Chennai, India  
Date: 23 May 2025

**Aditya Narayan Mishra**  
Managing Director & CEO  
DIN: 05303409

Place: Bangalore, India  
Date: 23 May 2025

**Saurabh Ashok More**  
Group Chief Financial Officer

Place: Bangalore, India  
Date: 23 May 2025

**Lalita Pasari**  
Company Secretary & Compliance Officer

Place: Bangalore, India  
Date: 23 May 2025

## OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of (i) our Company for Fiscals 2023, 2024 and 2025; (ii) NLCSPL, being one of our Material Subsidiaries as identified in accordance with the SEBI ICDR Regulations, for Fiscals 2023, 2024 and 2025, the period during which NLCSPL has been the Subsidiary of the Company; (iii) VSPL, being one of our Material Subsidiaries as identified in accordance with the SEBI ICDR Regulations, for Fiscals 2025, the period during which VSPL has been the Subsidiary of the Company, and (iv) TAPL being one of our Material Subsidiaries as identified in accordance with the SEBI ICDR Regulations, for Fiscals 2025, the period during which TAPL has been the Subsidiary of the Company together with all the annexures, schedules and notes thereto (“**Audited Financial Statements**”) are available on our website at <https://www.cielhr.com/financials/standalone-cielhr/> and <https://www.cielhr.com/financials/material-subsidiaries/>, respectively. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Addendum II; or (ii) the Red Herring Prospectus or (iii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, its Subsidiaries or any entity in which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company, its Subsidiaries or any of its advisors, nor any of the Book Running Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Statements and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	(in ₹ million other than share data) As at and for Fiscal		
	2023	2024	2025
Share capital	43.92	80.84	85.01
Net worth*	308.57	772.03	1,355.27
Basic earnings per Equity Share (in ₹/share)	(1.34)	2.55	3.52
Diluted earnings per Equity Share (in ₹/share)	(1.34)	2.53	3.45
Net Asset Value per Equity Share** (in ₹/share)	14.05	19.10	31.89
EBITDA (₹ million)	62.35	216.95	317.56

\* Net Worth (total equity) means the aggregate of paid-up equity share capital and other equity attributable to equity shareholders of the parent (excluding capital reserve and items of other comprehensive income).

\*\*Net Asset Value per Equity Share represents restated net worth attributable to equity shareholders of the parent (excluding capital reserve and items of other comprehensive income) at the end of the year divided by numbers of equity shares outstanding at the end of the respective year.

Certain non-GAAP financial measures, such as EBITDA and Net Asset Value per Equity Share, presented in this Addendum II are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company’s operating performance.

See “Risk Factors –Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors’ assessments of our Company’s financial condition” on page 56 of the DRHP.

### Summary of Related Party Transactions

For details of the related party transactions in accordance with Ind AS 24, see “*Restated Consolidated Financial Information – Note 40 – Interest in Other Entities*” on page 84 of this Addendum II.

## SECTION VI- LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

- A. The sub-section titled “– Litigation involving our Subsidiaries” beginning on page 402 of the DRHP stands modified with the following addition:

***Outstanding criminal proceedings involving VSPL and CPSPL***

NIL

***Outstanding actions by statutory or regulatory authorities involving VSPL and CPSPL***

NIL

***Other pending material litigation involving VSPL and CPSPL***

NIL

***Tax proceedings involving our Subsidiaries***

Particulars	Name of the Subsidiary	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ million)
Direct Tax	Vibrant Screen Private Limited	2	0.25
Indirect Tax	Vibrant Screen Private Limited	1	1.33

## GOVERNMENT AND OTHER APPROVALS

The section titled “– Government and Other Approvals” beginning on page 405 of the DRHP stands modified with the following addition:

### Material approvals obtained in relation to our Company and its Material Subsidiaries

#### *Vibrant Screen Private Limited*

- (i) The permanent account number is AACCV4777E.
- (ii) The tax deduction account number is BLRV06357B.
- (iii) Professional tax registrations under applicable state professional tax legislations: **361135497**
- (iv) Goods and Services Tax (“GST”) registrations for payments under central and applicable state GST legislations: 06AACCV4777E1Z7 for Haryana, 29AACCV4777E1ZZ for Karnataka, 27AACCV4777E1Z3 for Maharashtra
- (v) Udyam Registration Certificate under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for classification as a Small Enterprise: UDYAM-KR-03-0043592

#### *Labour related approvals obtained by our Company and its Material Subsidiaries*

- (i) Certificates of registration issued under the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952, as amended.
- (ii) Certificates of registration issued under the Employees’ State Insurance Act, 1948, as amended.
- (iii) Certificates of registration issued under the Shops & Establishments Act, 2017, as amended.

#### *Material approvals obtained in relation to the business and operations of our Company and our Material Subsidiaries*

In order to carry on our operations, our Company and Material Subsidiaries require various approvals, licenses and registrations under several central or state legislations, acts, rules and regulations. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire from time to time in the ordinary course of business, and applications for renewal of such approvals are submitted by us in due course, in accordance with applicable procedures and requirements. An indicative list of the material approvals required by us is provided below:

- (i) Registration under the shops and establishment legislation of respective state, as applicable.
- (ii) Certificates of registration issued under the Employees’ State Insurance Act, 1948.
- (iii) Certificates of registration issued under the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952.

### Material approvals pending in respect of our Company and our Material Subsidiaries

#### *A. Material approvals or renewals for which applications are currently pending before relevant authorities*

Nil

#### *B. Material approvals expired and renewal yet to be applied for*

Nil

#### *C. Material approvals required but not obtained or applied for*

Nil



## SECTION IX: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The sub-section titled “– Material Documents” beginning on page 465 of the DRHP stands modified with the following addition:*

In relation to acquisition of Vibrant Screen Private Limited:

- a. share purchase agreement entered between our Company, Vibrant Screen Private Limited, Vibhav Kapoor, Sahil Kapoor and Megha Kapoor dated March 12, 2025;
- b. shareholders’ agreement dated March 12, 2025 entered amongst our Company, Vibrant Screen Private Limited, Vibhav Kapoor and Sahil Kapoor.
- c. addendum Industry Report titled “*Human Resources Management Services Market in India*” dated May 12, 2025 prepared by Frost and Sullivan (India) Private Limited.

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

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Pandiarajan Karuppasamy  
(Chairman and Executive Director)

**Place:** Chennai

**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Hemalatha Rajan  
(Executive Director)  
**Place:** Chennai  
**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

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Aditya Narayan Mishra  
(*Managing Director and Chief Executive Officer*)  
**Place:** Bengaluru  
**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Santhosh Kumar Nair  
(Executive Director)

**Place:** Bengaluru

**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Doraiswamy Rajiv Krishnan  
(Executive Director)

**Place:** Chennai

**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Arunkumar Nerur Thiagarajan  
(*Non-Executive, Independent Director*)  
**Place:** Chennai  
**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Chandu Nair

*(Non-Executive, Independent Director)*

**Place:** Chennai

**Date:** May 23, 2025



## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Ipsita Kathuria  
(*Non-Executive, Independent Director*)  
**Place:** Maryland, USA  
**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

## SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Lilian Jessie Paul  
(*Non-Executive, Independent Director*)  
**Place:** Bengaluru  
**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Roopa Satish  
(*Non-Executive, Independent Director*)  
**Place:** Mumbai  
**Date:** May 23, 2025

## DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements made in this Addendum II are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Addendum II are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

---

Saurabh Ashok More  
(*Chief financial Officer*)

**Place:** Bengaluru

**Date:** May 23, 2025

## DECLARATION

I, Pandiarajan Karuppasamy, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Addendum II about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Addendum II.

**SIGNED BY** Pandiarajan Karuppasamy

---

**Place:** Chennai

**Date:** May 23, 2025

## DECLARATION

I, Hemalatha Rajan, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Addendum II about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Addendum II.

**SIGNED BY** Hemalatha Rajan

---

**Place:** Chennai

**Date:** May 23, 2025

## DECLARATION

I, Aditya Narayan Mishra, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Addendum II about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Addendum II.

**SIGNED BY** Aditya Narayan Mishra

---

**Place:** Bengaluru

**Date:** May 23, 2025

## DECLARATION

I, Santhosh Kumar Nair, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Addendum II about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Addendum II.

**SIGNED BY** Santhosh Kumar Nair

---

**Place:** Bengaluru

**Date:** May 23, 2025



## DECLARATION

I, Doraiswamy Rajiv Krishnan, in my capacity as a Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Addendum II about or specifically in relation to myself as a Selling Shareholder and portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or person(s) in this Addendum II.

**SIGNED BY** Doraiswamy Rajiv Krishnan

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**Place:** Chennai

**Date:** May 23, 2025

## **DECLARATION BY THE OTHER SELLING SHAREHOLDERS**

The selling shareholders, Ganesh S Padmanabhan, Soby Mathew, Anup Narendran Menon, Mohit Gundecha, Suruchi Wagh, Piyush Jain, Rajan Chellamani Nadar, Muhil Nesi Vivekanandah, Sambasivan Viswanathan and Vidya Viswanathan, Tamilmani Muthusamy, and Cavinkare Private Limited hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by them in this Addendum II about or in relation to themselves, as the Other Selling Shareholders and their portion of the Offered Shares, are true and correct. They assume no responsibility as an Other Selling Shareholders, for any other statements, disclosures, and undertakings, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholders or any other person(s) in this Addendum II.

**FOR AND ON BEHALF OF GANESH S PADMANABHAN, SOBY MATHEW, ANUP NARENDRAN MENON, MOHIT GUNDECHA, SURUCHI WAGH, PIYUSH JAIN, RAJAN CHELLAMANI NADAR, MUHIL NESI VIVEKANANDAH, SAMBASIVAN VISWANATHAN AND VIDYA VISWANATHAN, TAMILMANI MUTHUSAMY, CAVINKARE PRIVATE LIMITED ACTING THROUGH PANDIARAJAN KARUPPASAMY, DULY APPOINTED POWER-OF-ATTORNEY HOLDER**

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**Name:** Pandiarajan Karuppasamy

**Place:** Chennai

**Date:** May 23, 2025