

ANNUAL REPORT
2025-26



*IN STEP,
IN STRENGTH*



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with HR Solutions



Key Highlights FY26

INR 19,845.73 Mn

Revenue

INR 32.84 Mn

Profit After Tax (PAT)

INR 1,374.70 Mn

Total Equity

31.91%

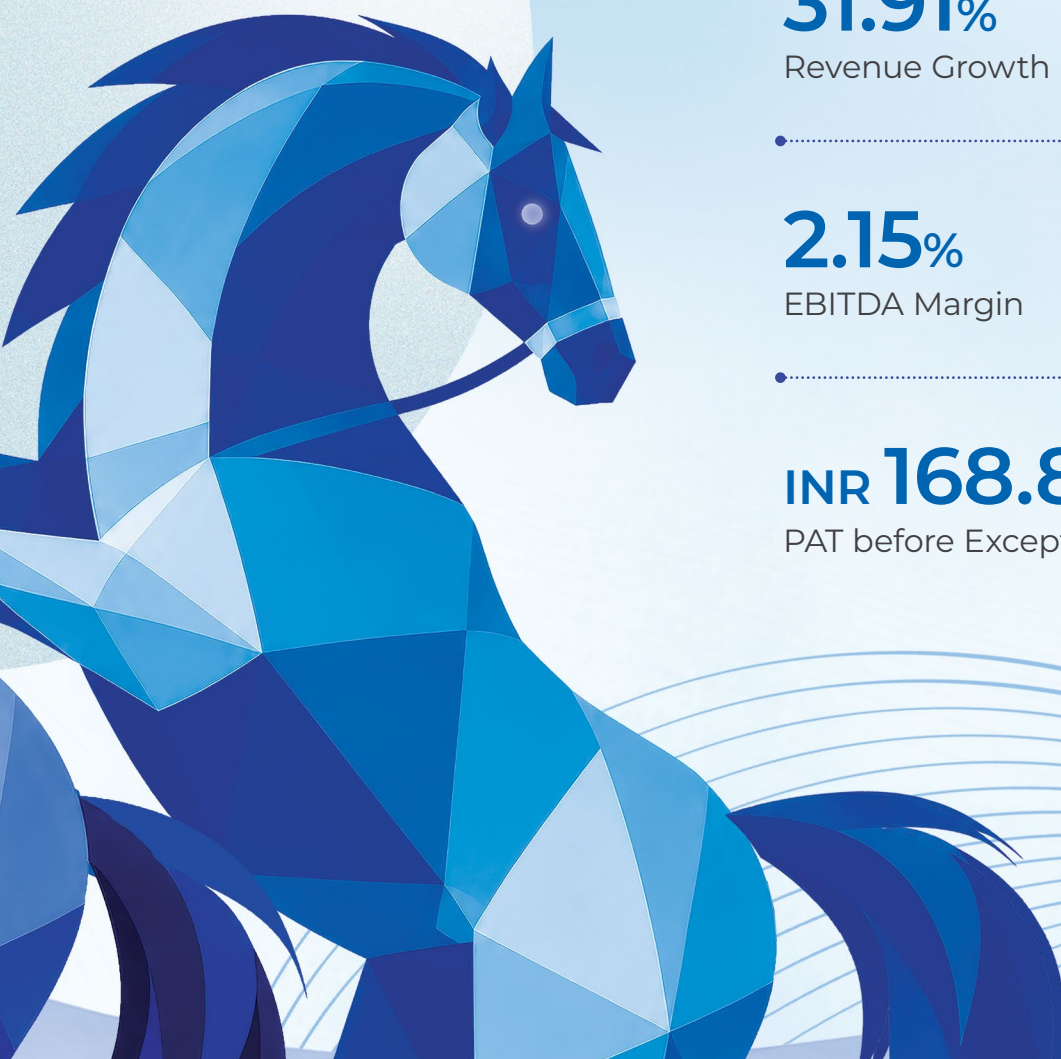
Revenue Growth

2.15%

EBITDA Margin

INR 168.83 Mn

PAT before Exceptional Items



In Step, In Strength

This year, we advance with alignment and purpose.

In Step, In Strength reflects our journey from finding our rhythm to moving as a unified, high-performing organisation. In Step signifies the growth fuelled by the entrepreneurial drive within our businesses, supported by the precision and speed of our comprehensive, tech-led HR solutions.

In Strength represents our belief that the next chapter of growth will come from combining that energy with deeper collaboration across the organisation.

Together, **In Step, In Strength** signifies a year where alignment fuels acceleration and unity translates into measurable impact. Every step we take strengthens our foundation, amplifies our capabilities, and contributes to collective growth.



Message from the Chairman

A Year of Alignment, Acceleration, and Ambition

FY26 stands as a defining chapter in CIEL HR Services Limited's journey. Against a backdrop of evolving market dynamics, the Group sustained strong growth momentum, recording 32% revenue growth and crossing a topline of INR 1,984 Crore, significantly outpacing the industry's growth rate of approximately 10% and well ahead of listed peers.



This performance reflects strategic clarity, the ability to execute at scale, and an unwavering commitment to delivering value across the entire HR value chain.

The Market Opportunity Has Never Been Larger

The structural potential of India's HR Solutions market continues to expand. The HR Technology market, valued at approximately INR 90.1 Billion in 2025, is projected to reach INR 160.4 Billion by 2029, growing at a CAGR of 15.50. The broader HR Outsourcing market, valued at INR 2,294 Billion in 2025, is expected to expand to INR 3,971.7 Billion by 2030. With employment reaching 57.40 crore persons and female workforce participation rising India's talent ecosystem is deepening in both scale and complexity. Against this backdrop, CIEL HR delivered strong performance across its business segments in FY26, with revenue nearing INR 2,000 Crore and reporting an EBITDA of INR 42.60 Crore marking a robust 34% y-o-y growth.

INR 3,971.7 Bn

Projected size of India's HR Outsourcing market by 2030

15.50 CAGR

Projected growth rate of India's HR Technology market through 2029

Milestones That Signal Momentum

This year marked a significant milestone with the successful completion of a strategic Pre-IPO placement of 2,727,272 equity shares at INR 110 per share, raising INR 300 Million from 88 marquee investors. The investor base included reputed institutions, industry leaders, and prominent entrepreneurs such as Zoho Corporation, Prime Securities, and Pegasus India Evolving Opportunities Fund. The strong participation of high-profile investors reflects deep external confidence in CIEL's business model, leadership, and long-term growth potential.

The Group also successfully implemented Oracle NetSuite ERP across all 12 CIEL HR Group companies, creating a single integrated platform that enables seamless financial closure and significantly improves data visibility, control, and audit readiness.

INR 300 Mn

Raised through Pre-IPO placement from 88 marquee investors

52,780

Deputee headcount in FY26, up 23% y-o-y

“Retaining our talented members remains a cornerstone of our strategy. Being recognised as a Great Place to Work is a testament to our unwavering commitment to our people.”

Subsidiaries Stepping Forward with Purpose

Each subsidiary has stepped forward with purpose in FY26. Courseplay transitioned into an AI-first learning platform with the launch of CLIP, Courseplay Essential, and PMS, while expanding internationally into the Philippines and Dubai. Hfactor onboarded marquee clients and achieved SOC 1 Type 2 certification. Ma Foi Advisory launched the Ma Foi Business Growth Forum and onboarded delivery partners on Ezyconseil. Thomas Group delivered improved profitability, secured major PSU wins, and expanded its international presence through university collaborations in Sri Lanka.

A Tailwind Industry, A Positioned Organisation

The global business landscape continues to be reshaped by technology adoption, workforce transformation, and shifting client expectations. India remains a resilient growth hub, with consistent demand across manufacturing, financial services, clean energy, healthcare, digital infrastructure, and logistics. The flexi workforce segment is estimated to grow at a CAGR of 17.30 (ISF), driven by demand volatility, compliance imperatives, and the growing need for workforce agility.

The anticipated implementation of India's Labour Codes is expected to create a significant tailwind for the organised staffing industry. As platform businesses and aggregators navigate new requirements around social security contributions for gig workers, tighter compliance, and workforce reporting, the complexity of workforce management will rise. This will accelerate the shift towards organised players like CIEL HR, who deliver end-to-end solutions combining talent sourcing with compliant workforce governance at scale.

17.30 CAGR

Estimated growth rate of India's flexi workforce segment

In Step, In Strength

FY25 was anchored in the theme 'Soaring High... Together', embodying the Group's commitment to reach new heights through collaboration and shared purpose. FY26 carries the theme 'In Step, In Strength', reflecting a journey from finding rhythm to moving as a unified, high-performing organisation. In Step signifies growth fuelled by entrepreneurial drive, supported by the precision and speed of CIEL's tech-led HR solutions. In Strength represents the conviction that the next phase of growth will come from combining that energy with deeper collaboration across the organisation.

As Helen Keller observed, "Alone we can do so little; together we can do so much." This philosophy underpins CIEL HR's integrated ecosystem of services and platforms spanning Staffing Services, Recruitment, HR Advisory, HR Managed Services, Skilling, Leadership Assessment, Talent Development, HRTech, Learning Platforms, and Background Verification. Together, these capabilities position the Group for continued growth and long-term impact.

Powering #DreamsofIndia

K. Pandiarajan

Executive Chairperson and Director
CIEL HR Group

Our Journey and Milestones

The Stride of Growth

2015–2018

Foundation & Tech-Led Pivot

Launched in Bangalore with a technology-plus-services model.

Embedded ML and analytics from day one, delivering industry-leading conversion rates.

2018–2021

Asset-Light Expansion

Rapidly expanded into Tier-II and Tier-III cities through a franchise-style 'Business Partner' model.

2023

Strategic Inorganic Expansion

Acquired Jombay to broaden the solutions portfolio, strengthen margins and expand technology capabilities.



2024

Strategic Inorganic Expansion

Acquired Courseplay and People Metrics to expand digital LMS offerings.

Strengthened market position by broadening capabilities across Talent Assessment and Development.

2025

Strategic Inorganic Expansion

Acquired Vibrant Screen to address white spaces in the HR solutions value chain and further enhance margins.

2026

AI Embedded into the Employee Lifecycle

Embedded AI across the employee lifecycle to drive intelligence, automation and personalisation.

Introduced AI-powered agentic workflows.

HR platform revenue grew by over 60% during the year.



CIEL HR Group at a Glance

Transforming Talent. Powering Enterprises.

Founded in 2015 and headquartered in Bengaluru, India, CIEL HR Services Limited has evolved into a diversified human capital solutions enterprise, delivering end-to-end solutions.

Our offerings span Staffing Services, Recruitment, HR Advisory, HR Managed Services, Skilling, Leadership Assessment, Talent Development, HR Tech, Learning Platforms, and Background Verification, helping organisations build resilient and high-performing teams.

Strengthening this ecosystem is a strong suite of digital HR platforms covering HRMS, LMS/LXP, compliance management, and fresher skilling solutions, enabling businesses to drive workforce agility, operational efficiency, and future-ready talent capabilities at scale.

Our PeopleOS Ecosystem

Our PeopleOS ecosystem brings together CIEL HR's people expertise, technology, products and AI capabilities through a single intelligent layer. It connects the workforce journey across hiring, development, operations and beyond, giving clients an integrated view of their workforce and a single partner accountable throughout the lifecycle.

Rather than adding another HR tool, PeopleOS connects our ecosystem to deliver the right solution for each stage of the customer journey. It brings together 33+ years of human capital expertise, 7 products, 200+ expert consultants and 20+ AI agents in production, backed by the trust of 7,000+ organisations.

PeopleOS is built around a simple principle: people lead, while AI does the busywork. By connecting human expertise, AI and technology, it reduces fragmentation, improves visibility and delivers more value at the right cost. For our customers, this means one intelligent ecosystem instead of multiple disconnected vendors, with one partner accountable from hire to retire.



Vision

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



Mission

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



Brand Philosophy

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

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



Key Differentiators and Strengths

Built Different **by Design**

CIEL HR Group has built its position in India's HR Solutions market through a model that is structurally distinct from conventional staffing and recruitment firms.

The Group's competitive strength lies in the deliberate integration of technology, solutions focus, geographic reach and institutional expertise across the entire human resource value chain. In an industry defined by fragmentation, CIEL HR operates as a unified, end-to-end HR solutions partner.

The Only Integrated HR Solutions Company in India

CIEL HR is the only technology-driven and integrated human resources solutions company in India, covering all aspects of human resources.



Reach Without Overhead

A strong geographical presence across India is enabled by an asset-light business partner model. With franchisees contributing 14.47% of revenue, this network extends operations into Tier II and Tier III cities without disproportionate fixed cost expansion. The result is a delivery infrastructure that is both scalable and commercially disciplined.



Growth with Purpose

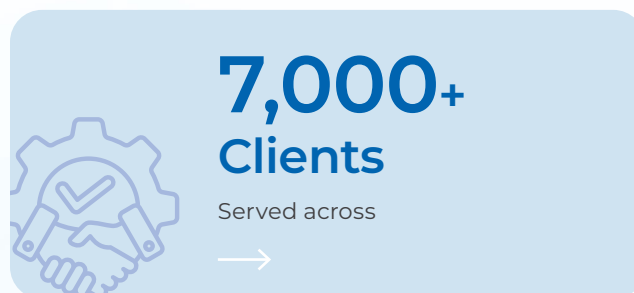
CIEL HR has a proven track record of inorganic growth, integration, and augmented financial performance. Each acquisition has been selected with deliberate intent, strengthening a specific capability within the Group's service architecture rather than expanding for scale alone.



CIEL HR is India's fastest growing HR services company, having recruited over 200,000 people across levels and functions in less than a decade. This track record is the foundation on which the next phase of growth is being built.

Leadership That Scales

The Group is promoted by seasoned entrepreneurs and driven by a qualified and experienced management team, with robust in-house capabilities to develop customisable HR technology platforms. This combination of entrepreneurial intent and institutional governance has allowed CIEL HR to scale with discipline across a complex, multi-entity structure and to do so consistently, across market cycles.



Emerging Sector

Aerospace & Defence, Clean Energy, CDMO in Pharma, GCC, and Semiconductors

Core Sectors

Agri, Consumer & Retail, BFSI, Education & Skilling, Energy & Process, Hospitality, Industrials, IT, E-commerce/Q-commerce, Logistics & Transportation, and Media & Entertainment

Strong In-House Capabilities

We have robust capabilities to develop customisable HR Tech Platforms to maintain the competitive edge.

Our Strategy

Scaling Talent. Expanding Possibilities.

Our strategy is centred on PeopleOS—an intelligent layer that connects people, AI, experts and CIEL HR’s ecosystem. It brings together our human capital expertise, technology, products and AI capabilities to help organisations address workforce needs through a more connected and integrated experience.

We are focused on deepening the capabilities of the ecosystem while expanding its reach across sectors and geographies. This includes strengthening our presence in high-growth areas such as Aerospace & Defence, Clean Energy, CDMO in Pharma, GCC and Semiconductors, and extending our footprint into emerging Tier II and Tier III markets where demand for structured, compliant talent solutions is rising. We will continue to invest in skilling partnerships with academic institutions to build a steady pipeline of job-ready talent, as well as in verification capabilities that ensure speed of hiring does not come at the cost of quality or compliance. Inorganic growth will remain a strategic lever, with acquisitions evaluated for the capabilities, technologies and adjacent markets they can bring to the PeopleOS ecosystem.



Built Around the Customer Journey

Our approach is to organise our capabilities around the problems customers are trying to solve, rather than around individual products. Whether an organisation is looking to build its workforce, develop capabilities, improve productivity or simplify HR operations, PeopleOS enables us to bring together the relevant solutions from across our ecosystem.

This journey-led approach allows customers to access the right solution at the right scale and at the right stage, while reducing the complexity and cost of managing multiple providers. It also creates opportunities for deeper engagement as customers progress through different stages of growth.



Simplifying Workforce Operations

PeopleOS brings together technology, AI, domain expertise and managed services to simplify workforce operations at scale. We will continue to enhance our capabilities across HR administration, finance, compliance and other workforce processes, making them more automated, more intelligent, and easier to integrate with enterprise environments.

The objective is not simply to digitise individual HR processes. It is to connect them, creating greater visibility across the workforce, reducing operational complexity, and enabling organisations to retain control while accessing specialised expertise and technology.



One Ecosystem. One Intelligent Layer. One Partner.

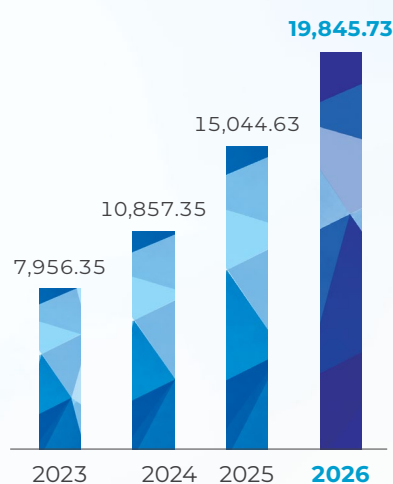
The strength of PeopleOS lies in the connections across our ecosystem. Our experts bring judgement and domain knowledge. Our products bring specialised capabilities. Our AI agents bring speed, automation and intelligence. PeopleOS brings it all together.

We are building an ecosystem that can support organisations through changing workforce needs. Our ambition is simple: to give customers one intelligent ecosystem, rather than a collection of disconnected HR solutions, with one partner accountable from hire to retire.

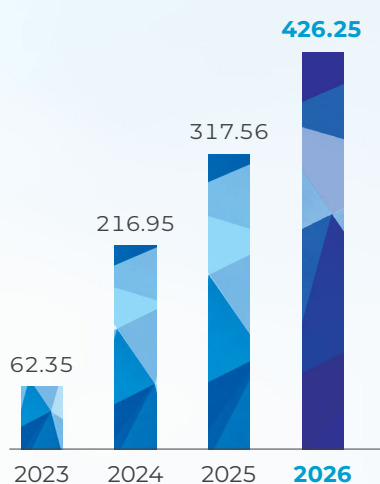
Financials

Performance at a Glance

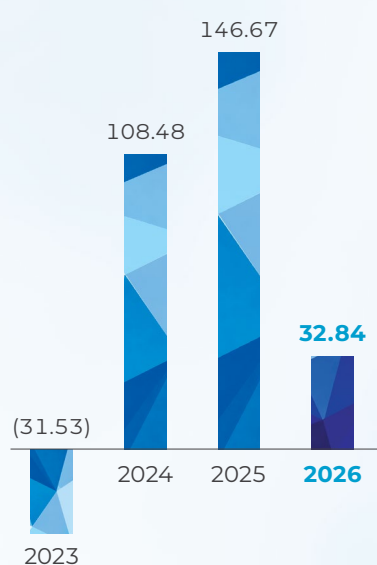
Revenue from Operations
(INR Mn)



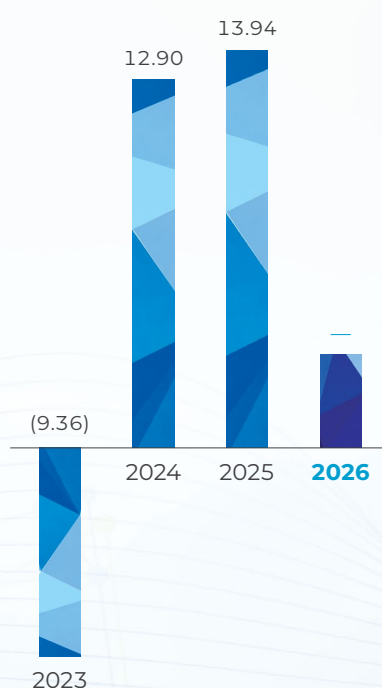
EBITDA
(INR Mn)



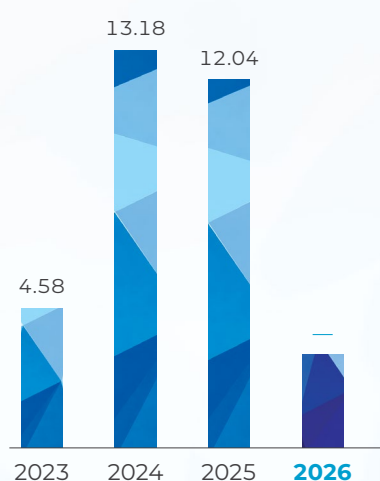
PAT
(INR Mn)



ROE
(%)



ROCE
(%)



Operating Environment

Navigating Workforce Transformation

India's human resources landscape is undergoing a period of accelerated transformation, shaped by economic growth, digital disruption, workforce mobility and evolving business expectations. As organisations adapt to changing market conditions, talent strategies have become increasingly central to competitiveness, productivity and long-term value creation.



Technology Integration

Technology continues to reshape every aspect of workforce management and employee experience. During FY26, CIEL HR strengthened its deep-tech capabilities across the HR value chain by investing in AI-led platforms, intelligent automation and integrated digital infrastructure.

Courseplay evolved into an AI-first learning platform with the launch of CLIP and next-generation learning capabilities. HfactoR enhanced AI-enabled HRMS capabilities across recruitment and employee lifecycle management, while Jombay expanded AI-powered talent assessment and engagement solutions[K4.1] by introducing Jombay.AI – an Agentic AI Platform for the HR function – that enables talent systems to communicate with each other and provide powerful insights. The successful implementation of Oracle NetSuite ERP across all group companies further strengthened operational visibility, governance and scalability.



Skilling & Workforce Transformation

AI transformation is fundamentally reshaping the world of work. As automation, generative AI and digital technologies redefine business processes, traditional roles are evolving while entirely new roles are emerging across industries. Organisations today are increasingly focused on building future-ready talent ecosystems that can adapt to rapid technological change, creating a growing need for continuous upskilling, reskilling and capability development.

CIEL HR continues to strengthen its skilling and talent transformation ecosystem through AI-enabled learning, leadership assessment and workforce development solutions. Courseplay evolved into an AI-first learning platform with the launch of CLIP, while Jombay expanded AI-powered talent assessment and engagement capabilities. Thomas Assessments and People Metrics further strengthened our leadership assessment and people analytics offerings, helping organisations build agile, future-ready workforces.



Expanding Geographic Reach

A strong geographic presence remains one of CIEL HR's key competitive strengths. With 83 offices across 42 locations in India, we stay closely connected to talent pools, clients and emerging business opportunities across sectors and regions.

This widespread presence, combined with our asset-light and partner-driven operating model, enables us to deliver localised talent solutions with speed, scale and operational agility. Our depute headcount grew from 43,038 in FY25 to 52,780 in FY26, reflecting the continued expansion of our staffing and workforce solutions businesses across industries.

The growing adoption of artificial intelligence, expansion of Aerospace & Defence, Clean Energy, CDMO in Pharma, GCC and Semiconductors, increasing formalisation of employment and rising demand for specialised skills are redefining workforce priorities across sectors. At the same time, businesses seek agile, compliant and technology-enabled workforce solutions that can help them scale efficiently while navigating a dynamic regulatory environment.

Against this backdrop, HR service providers are evolving from transactional staffing partners to strategic workforce enablers, delivering integrated solutions that combine talent acquisition, talent development, engagement, workforce management and technology.



Industry Expansion

India remains one of the world's fastest-growing HR markets, supported by manufacturing growth, digital transformation, infrastructure investments and the expansion of Global Capability Centres (GCCs). Sectors such as semiconductors, financial services, healthcare, logistics, clean energy and engineering continue to create large-scale talent demand.

With operations across multiple industries and geographies, CIEL HR is uniquely positioned to address sector-specific talent needs through specialised recruitment, staffing and advisory capabilities.



Integrated HR Ecosystem

As organisations increasingly seek end-to-end workforce solutions, CIEL HR continues to strengthen its integrated HR ecosystem spanning Staffing Services, Recruitment, HR Advisory, Skilling, Leadership Assessment, Talent Development, HR Tech, Learning Platforms and Background Verification.

Strategic acquisitions and subsidiary growth during the year further enhanced our capabilities across the employee lifecycle, enabling us to deliver comprehensive, technology-led HR solutions at scale.



Building Together

FY25 was anchored in 'Soaring High...Together', reflecting our collective ambition and collaborative growth journey. In FY26, "In Step, In Strength" represents our evolution into a more unified, agile and high-performing organisation.

As the future of work continues to evolve every second, CIEL HR remains committed to moving forward with resilience, innovation and collaboration, in step with change and in strength with our people, clients and partners.



Organisational Journey with HR Solutions

A Lifecycle Approach to Workforce Success

As workforce priorities continue to evolve, organisations require trusted partners who can support talent needs across every stage of the employee journey.

CIEL HR offers an integrated ecosystem of solutions spanning talent acquisition, development and operations, helping organisations navigate a fast-changing world of work with confidence. Through this holistic, lifecycle-driven approach, we help organisations build future-ready workforces, strengthen organisational resilience and drive sustained business performance across industries and geographies.



BUILD—Talent Acquisition & Procurement

In an increasingly dynamic business environment, access to the right talent has become a critical competitive advantage. Organisations today require agile workforce solutions that can respond to evolving skill requirements, growth ambitions and changing market conditions. CIEL's Build solutions help organisations attract, source and deploy talent at scale through integrated recruitment, staffing, skilling and verification capabilities, ensuring the right people are in the right roles at the right time.

Workforce Planning & Skilling

Setting the route for talent success through industry-aligned training programmes that create job-ready talent, supporting large-scale government initiatives and leveraging data-driven insights to optimise curriculum alignment.

750+

Colleges & universities registered

135k+

Students trained

Flexible Staffing Solutions

Value and Professional Staffing offerings enable organisations to scale with agility, providing a dependable, project-aligned workforce across sectors and business cycles.

53,000+

Deputies

Executive Search, Selection & RPO

Specialised hiring models that combine domain expertise, structured processes and speed to build high-impact teams, from leadership mandates to high-volume recruitment.

200,000+

Placements

83

Offices

42

Locations

Robust Background Verification (VSPL)

Vibrant Screen delivers comprehensive verification services, including employment, education, identity, criminal, credit and more, ensuring accuracy, compliance and operational efficiency for every hire.

37 Mn+

Candidate verifications

30+

Comprehensive check categories

DEVELOP—Talent Management & Development

As artificial intelligence and digital transformation reshape jobs and workforce expectations, organisations are placing greater emphasis on building future-ready capabilities. Developing talent, strengthening leadership pipelines and enhancing employee engagement have become essential for sustained business success. CIEL's Develop solutions enable organisations to assess, engage, develop and retain talent through a combination of science-backed insights, learning platforms and advisory expertise that scale with organisational ambition.



Strategic Advisory & Onboarding

Strengthening human capital through organisational design, workforce planning, HR policy refinement and compensation strategies, aligned to business goals and helping new hires integrate smoothly into organisational culture.

33 Years
Pedigree



Psychometric Assessments

Global expertise in behavioural, cognitive, leadership and emotional intelligence assessments, enabling data-driven hiring and leadership development across roles and seniority levels.

43 Years
Global heritage
300,000+
Trained users worldwide



Talent Assessment, Development & Engagement

Identifying and building strong managers through assessment centres (virtual, hybrid, in-person), 360° feedback and managerial development programmes backed by proprietary assessment tools and a micro-learning platform, along with open programmes for HR leaders, first-time managers and women.

222,459+
Managers assessed & developed in India
1,290+
Women leaders
(1000 Women Leaders Movement)



Learning Experience Platform

An AI-driven learning platform that analyses skills, identifies gaps and recommends targeted programmes to ensure continuous learning and development of the workforce.

1.99 Mn+
Employees served
6.10 Mn+
Courses completed

OPERATE—HR Operations, Finance & Compliance

Managing a modern workforce requires organisations to balance employee experience, operational efficiency and regulatory compliance. As workforce complexity increases, businesses are seeking integrated solutions that simplify HR operations while strengthening governance and decision-making. CIEL's Operate solutions help organisations streamline workforce administration, improve compliance and enhance operational effectiveness through technology-enabled platforms and managed services that reduce risk and free up leadership bandwidth.



HRMS Platform

A SaaS-based platform streamlining core HR processes, including leave, attendance, payroll, expenses and the broader employee lifecycle. AI-enabled and customisable to organisational needs.

229,260+

Employees payrolled



Compliance Platform

A RegTech solution simplifying adherence to India's employment laws, minimising risks, ensuring timely compliance and improving overall efficiency for HR teams.

5.10 Lakh+

Audited records



HR Managed Services

End-to-end payroll and HR operations, including statutory compliance, filings, employee self-service and advisory support, delivered with consistency and accountability at scale.

We are CIEL HR

As the world of work continues to evolve, so has CIEL. What started as a recruitment and staffing company has grown into a comprehensive HR solutions ecosystem that supports organisations across the entire employee lifecycle. By combining technology, domain expertise and human insight, we help businesses build, manage and transform their workforce while creating value for employers, professionals and communities alike.

Our ESG Philosophy

Environment

Sustainability Through People, Purpose and Progress

At CIEL HR, sustainability is embedded in the way we create value for our clients, employees, partners, communities and the environment. As an organisation dedicated to unlocking human potential, we recognise that long-term success depends on balancing economic growth with social responsibility and environmental stewardship.

Our approach to sustainability is guided by the belief that meaningful progress is achieved when businesses create opportunities, nurture inclusive workplaces and operate responsibly. Through our ESG framework, we seek to build a future where growth is equitable, workplaces are empowering, and resources are utilised thoughtfully.

By integrating sustainability into our decision-making, we strive to generate enduring value while positively contributing to the world around us.

Our Sustainability Vision

CIEL HR remains committed to creating sustainable and inclusive growth by aligning business performance with broader societal and environmental priorities. Through our ESG framework, we seek to:

Foster inclusive workplaces



Cultivate environments where diversity, equity, empathy and mutual respect enable individuals and teams to thrive.

Lead with responsibility



Demonstrate ethical leadership and responsible business practices that inspire trust among clients, partners and stakeholders.

Create sustainable value



Deliver long-term economic success while advancing our social and environmental commitments.

Contribute to a resilient future



Support initiatives that strengthen communities, preserve resources and create positive outcomes for future generations.

Advancing Sustainability Through Every Action

We continuously seek opportunities to reduce our environmental footprint while fostering a culture of responsible resource utilisation. Through practical initiatives, conscious operational choices and employee participation, we are advancing a more sustainable way of working.

Our environmental efforts focus on improving efficiency, minimising waste and encouraging behaviours that contribute to a cleaner, more resource-conscious future.

Our Key Initiatives



Energy Efficiency and Resource Optimisation

Implemented energy-efficient lighting systems across office locations, reducing energy consumption and supporting lower greenhouse gas emissions.

Promoted responsible energy use through awareness initiatives, efficient equipment adoption and workplace best practices.



Digital-First and Circular Practices

Accelerated digital workflows and paperless communication to minimise resource consumption across operations.

Strengthened responsible e-waste management through repair, reuse, recycling and environmentally compliant disposal practices.



Sustainable Mobility

Encouraged employees to adopt environmentally conscious commuting options, including public transportation, carpooling and emerging low-emission mobility alternatives.

Supported flexible work arrangements that help reduce commuting-related emissions and resource consumption.



Waste Reduction and Responsible Consumption

Eliminated single-use plastic water bottles and disposable cutlery across offices.

Encouraged the adoption of reusable and environmentally preferable alternatives to reduce waste generation.



Human Capital

Creating Pathways to Growth and Opportunity

At CIEL HR, people are at the centre of everything we do. We believe that sustainable progress begins with meaningful employment, equitable opportunities and the ability for individuals to continuously learn, grow and thrive.

As a trusted talent solutions partner, we connect aspirations with opportunities, foster inclusive workplaces and support businesses in building resilient, future-ready workforces. Through our platforms, partnerships and people-centric initiatives, we are helping individuals shape fulfilling careers while enabling organisations to realise their growth ambitions.



Our Key Initiatives

Enabling meaningful employment



Connected millions of job seekers with employment opportunities through our digital platforms, helping individuals access rewarding careers while supporting organisations with quality talent.

Championing diversity and inclusion



Strengthened workforce diversity through targeted hiring, leadership development and return-to-work initiatives, creating pathways for greater representation and equal opportunity.

Transforming career discovery



Enhanced access to employment through technology-enabled platforms that simplify job discovery, connect talent with employers and provide valuable career insights.

Workplace excellence



Fostered a culture of trust, collaboration and employee well-being, reflected in our continued recognition as a Great Place to Work and our ability to attract and retain high-quality talent.

Supporting small business growth



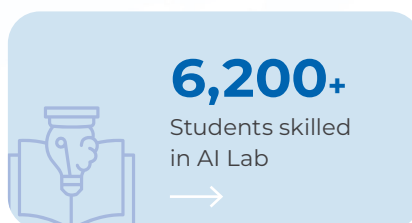
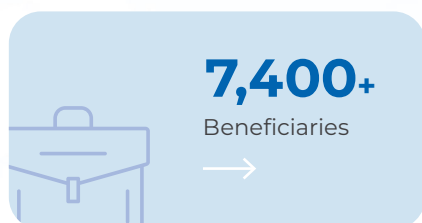
Enabled SMEs and emerging enterprises to access scalable, cost-effective talent solutions, helping businesses strengthen their workforce and accelerate growth.

CSR

Creating Impact Beyond Business

At CIEL HR, we believe that meaningful growth extends beyond organisational boundaries. Through strategic partnerships, community-led initiatives and the work of the Ma Foi Foundation, we are helping create opportunities that strengthen livelihoods, advance employability and foster inclusive development.

Our CSR efforts are focused on building capabilities, expanding access to skills and enabling underserved communities to participate in India's evolving economic landscape. By investing in people and future-ready infrastructure, we are creating pathways to long-term social impact and shared prosperity. We worked in multiple domains like BFSI, green mobility, digital future skills, healthcare and the industrial technical domain.



Our Key Initiatives



Skill development and employability

Equipped thousands of individuals with industry-relevant skills across sectors, including EV maintenance, logistics, healthcare, digital literacy and AI, improving employability and livelihood opportunities.



Green and digital infrastructure

Established specialised training centres, EV labs and AI-enabled learning facilities that provide hands-on exposure to emerging technologies and future workforce requirements.



Community welfare and sustainability

Promoted responsible consumption, resource conservation and community engagement through collection drives, reuse initiatives and sustainability-focused outreach programmes.



Women's empowerment

Enabled women to access skill development, entrepreneurship support and livelihood opportunities, helping strengthen economic participation and financial independence.



Sectoral skilling and placement

Delivered sector-focused training programmes aligned with industry needs, creating stronger employment outcomes and supporting workforce readiness.

Awards and Recognition

The capabilities of CIEL HR and its group companies continued to earn recognition on prestigious global platforms during FY26, reflecting our commitment to innovation, learning excellence and talent transformation.

Spotlight Awards Gold Winner



CIEL HR Services Limited's Annual Report 2024–25 received a Gold Award at the 2025 Spotlight Awards Global Communications Competition, recognising excellence in corporate communications.

Brandon Hall Group Gold Award 2025



Courseplay received the Gold Award at the Brandon Hall Group Excellence in Technology Awards for Best Advance in Learning Management Technology, recognising innovation in learning and workforce development solutions.

Brandon Hall Group Gold Award 2025



Jombay received the Gold Award for Project Drona, delivered in partnership with Kotak Mahindra Bank, recognising excellence in talent development and leadership transformation.

Governance Framework

Accountability, Integrity and Responsible Leadership

Strong governance is fundamental to sustainable value creation. We are committed to upholding the highest standards of ethics, transparency and accountability across every aspect of our operations.

Our governance framework provides the structure, oversight and safeguards necessary to support responsible decision-making, manage risk effectively and maintain stakeholder trust.

Guided by robust policies, independent oversight and a culture of integrity, we continuously strengthen our governance practices to ensure that business growth is achieved responsibly, ethically and in alignment with the interests of all stakeholders.

Key Pillars of Our Ethical Leadership



Health and Safety First

- Maintain a comprehensive Health and Safety Policy that aligns with regulatory requirements and promotes a proactive culture of workplace safety and well-being.
- Empower employees to identify and report unsafe conditions, supported by regular policy reviews, awareness initiatives and clearly defined emergency response protocols.



Digital Security & Compliance

- Conduct regular Vulnerability Assessment and Penetration Testing (VAPT) exercises to strengthen cybersecurity resilience across systems and platforms.
- Maintaining continuous security enhancements, monitoring protocols and system updates to safeguard information assets and mitigate emerging cyber risks.



Strong Board Governance

- Five non-executive and independent directors provide objective oversight, strategic guidance and diverse perspectives that strengthen governance effectiveness.
- Robust committee structures, periodic ESG reviews and comprehensive audit processes support transparent, responsible and informed decision-making.



Workplace Safety and Inclusion

- Deliver ongoing awareness and sensitisation programmes that promote a safe, respectful and inclusive workplace environment.
- Maintain an active POSH Committee and whistleblower framework to ensure transparent grievance redressal and accountability.
- Advance diversity and disability inclusion initiatives through targeted programmes and partnerships that foster equitable opportunities.



Ethical Business Practices

- Uphold a zero-tolerance approach to bribery and corruption through a comprehensive Code of Conduct applicable to employees, partners and stakeholders.
- Reinforce ethical behaviour through regular awareness programmes, compliance training and strong accountability mechanisms.

Value Creation

The Ecosystem Advantage: Creating Value Through Every Relationship

Through a stakeholder-centric approach, we create sustainable value by balancing diverse interests, fostering meaningful partnerships and delivering outcomes that contribute to shared success. Our commitment extends beyond business performance to building trusted relationships that generate long-term impact for everyone connected to our journey.

At CIEL HR, we recognise that our success is intrinsically linked to the success of our stakeholders. By combining deep industry expertise, innovative talent solutions and responsible business practices, we strive to address evolving needs, create opportunities and strengthen mutual growth. This commitment enables us to build enduring trust, deliver measurable value and contribute positively to the broader ecosystem in which we operate.

Clients

Deliver integrated talent and workforce solutions that help organisations enhance productivity, strengthen competitiveness and achieve their strategic growth ambitions.

Candidates

Empower individuals with meaningful career opportunities, professional guidance and pathways for continuous growth, enabling them to realise their full potential.



Employees

Cultivate an inclusive, collaborative and high-performance culture that encourages innovation, professional development and personal well-being.

Business Partners

Build strong, mutually beneficial partnerships by leveraging technology, expertise and shared capabilities to drive innovation and sustainable growth.



Our Stakeholders



Vendors

Foster long-term relationships founded on trust, fairness and collaboration, creating opportunities for shared success and continuous value creation.



Shareholders

Deliver sustainable long-term value through disciplined execution, transparent communication, strong governance and responsible business practices.

Our Commitment



Tailored Solutions

We understand that every stakeholder group has unique priorities and expectations. By combining deep market insights with customised solutions, we deliver relevant outcomes that create meaningful and lasting value.



Trust and Transparency

Integrity, accountability and open communication are central to the way we engage with our stakeholders. Through transparent practices and consistent dialogue, we foster relationships built on confidence and mutual respect.



Sustainable Growth

By aligning stakeholder interests with our long-term vision, we create shared value that supports resilience, responsible growth and enduring success across our ecosystem.

Board of Directors

Stewarding Sustainable Growth



Karuppasamy Pandiarajan
Executive Director and Chairperson, CIEL HR

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



Aditya Narayan Mishra
Managing Director and CEO, CIEL HR

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



Hemalatha Rajan
Executive Director, CIEL HR

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



Santhosh Kumar Nair
Executive Director, CIEL HR

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



Doraiswamy Rajiv Krishnan
Executive Director, CIEL HR

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



Chandu Nair
Non-Executive,
Independent Director

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



Arunkumar Nerur Thiagarajan
Non-Executive,
Independent Director

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



Ipsita Kathuria
Non-Executive,
Independent Director

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



Roopa Satish
Non-Executive,
Independent Director

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



Lilian Jessie Paul
Non-Executive,
Independent Director

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

Directors' Report

CIEL HR SERVICES LIMITED

(formerly known as CIEL HR Services Private Limited)

Dear Members

Your Directors have great pleasure in presenting the 16th Annual Report and Audited Statement of Accounts for the financial year ended 31st March 2026. The summarised financial results of the Company are presented hereunder:

1. Financial Results–Financial Highlights

Your Company (hereinafter referred as 'CIEL') during the financial year under review made a turnover of over INR 19,845.73 Million, as against the previous financial year turnover of INR 15,044.63 Million, recording a growth of 32% on a consolidated basis. Your Company attained a Consolidated Profit before Exceptional Items and Tax of INR 207.11 Million and Consolidated PAT of INR 32.84 Million for the Financial Year ended 31st March 2026 as against a Profit before Exceptional Items and Tax of INR 166.38 Million and PAT of INR 146.67 Million in the previous financial year.

Your Directors are confident of sustaining the momentum of profitable growth. Your Company has successfully crossed the Revenue milestone of INR 19 Billion in FY26 and is well on its way to scaling greater heights.

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

figures in INR Millions except, per equity share data

Particulars	Consolidated		Standalone	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Revenue from operations	19,845.73	15,044.63	18,581.13	14,240.72
Other Income	63.92	34.08	57.03	42.19
Total Income	19,909.65	15,078.71	18,638.16	14,282.91
Profit before exceptional items and tax	207.11	166.38	147.94	100.10
Exceptional Items	(135.99)	-	(130.00)	-
Profit/(Loss) before tax	71.12	166.38	17.94	100.10
Income tax (credit)/ Expense	38.28	19.71	6.86	9.19
Profit/(Loss) after tax	32.84	146.67	11.08	90.91
Other comprehensive income	(2.85)	(1.36)	(1.47)	(0.29)
Total comprehensive income for the year	29.99	145.31	9.61	90.62
Earnings per share:				
- Basic (INR)	0.76	3.52	0.26	2.17
- Diluted (INR)	0.74	3.45	0.25	2.13
Earnings before interest, tax, depreciation and amortisation	426.25	317.56	232.05	149.75
Earnings before interest, tax, depreciation and amortisation (Adjusted)	464.48	348.96	267.69	179.54
Total equity	1,374.70	1,056.33	1 665.40	1,367.24

2. State of Company's Affairs and Future Outlook

Your Company delivered another year of strong growth, recording a 32% increase in revenue and crossing a topline of INR 1,984 Crore, significantly outpacing industry growth of approximately 8% as per ISF research.

CIEL has been able to sustain its growth momentum by investing in its growth drivers while continuously strengthening its comprehensive HR solutions ecosystem. Our integrated portfolio of staffing services, recruitment, HR advisory, skilling,

leadership assessment, talent development, HR tech, learning platforms and background verification positions us well to serve the evolving needs of clients across industries. Backed by technology-led innovation, operational excellence and disciplined execution at scale, we remain focused on delivering long-term value to our customers, employees, partners and shareholders.

Inorganic Growth:

Jombay continued to strengthen its position in the talent assessment and development space through AI-powered solutions that help

organisations identify, develop and engage future-ready talent. During the year, Jombay received the Brandon Hall Gold Award 2025 for Project Drona, delivered in partnership with Kotak Mahindra Bank, recognising excellence in talent development and leadership transformation.

During the year, CIEL continued its quest for inorganic growth and focused its efforts on integrating businesses acquired in FY24 and FY25 with the mainstream operations of CIEL. Your company leverages its experiences and learnings while integrating newly acquired organisations with mainstream business operations.

During FY26, your Company acquired an additional 23.97% stake in Firstventure Corporation Private Limited (Courseplay), increasing the Group's ownership to 75.68%. During the year, Courseplay transitioned into an AI-first learning platform with the launch of CLIP, Courseplay Essential and Performance Management System (PMS), enabling organisations to address evolving skill requirements and workforce transformation needs. The business also expanded its international footprint into the Philippines and Dubai, further strengthening its position in the learning and talent development space.

During FY26, your Company increased its stake in Integrum Technologies Private Limited (HfactoR) by 7.5%, taking the Group's ownership to 84%. HfactoR continues to be a strategic component of CIEL's technology ecosystem, supporting workforce management, operational efficiency and digital transformation initiatives across the Group. The increased ownership reflects the Company's commitment to strengthening internal technology capabilities while building an integrated platform to support future growth and scalability.

Thomas Group strengthened its market position through improved profitability, major PSU wins and international collaborations with universities in Sri Lanka. During FY26, your Company acquired an additional 25% stake each in Thomas Assessments and People Metrics, increasing the Group's ownership in both entities to 76%. These investments further strengthen CIEL's capabilities in leadership assessment, talent development and workforce analytics.

Leadership and Culture:

Your Company has a leadership team which is hands-on in leading engagements with key customers, working with teams at various levels in delivering upon the assignments and in the process, coaching and inspiring team members to maximise the results. CIEL uses a performance management system anchored on the principles

of the OKR framework. All our leaders, right from our Executive Directors, have their objectives aligned, and the key results for each of them have been defined to achieve the objectives. Our Group Management Council ("GMC") is presided over by our Executive Chairman, who reviews the progress every month, and the leaders in the GMC take up the necessary course corrections to achieve both our short-term and long-term objectives. We track the performance of every business against predefined key performance indicators and targets every week. Reporting managers across all levels provide weekly feedback to their team members on their achievements of the week and the pipeline for the coming week. This rigour helps us stay focused on our OKRs and works at the core of CIEL's execution excellence.

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

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

Your Company has been certified as a 'Great Place to Work' for 6th year in a row. Our people remain central to our growth journey. Retaining and developing talented members continues to be a key strategic priority, and we are proud to be recognised as a Great Place to Work. Guided by our FY26 theme, "In Step, In Strength," we remain committed to fostering a culture of collaboration, learning and excellence across the organisation.

Right from onboarding new members into the organisation to building capabilities and enabling career growth, people development continues to be a key focus area at CIEL. Through PeopleOS, our integrated framework for member development and engagement, we have strengthened the employee experience across the talent lifecycle. Dedicated efforts, driven under the active involvement of the CEO's Office, have helped us effectively integrate new members into the

organisation, accelerate their contribution to the business and foster a culture of continuous learning and collaboration. These initiatives have played an important role in enhancing productivity, engagement and organisational effectiveness.

Geographic Presence:

83 offices in 42 locations in India bring CIEL closest to the candidates and hence, put your Company in the best position to tap the local talent pool servicing the ever-expanding needs of its clients, particularly in Consumer Goods, Engineering and IT. CIEL has been able to find the right-matching candidates pan India with industry-leading conversion ratios. Our depute headcount grew from 43,038 in FY25 to 52,780 in FY26.

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

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

HR Platforms and Leveraging AI:

Your Company continues to invest in technology and digital capabilities to strengthen its comprehensive HR solutions portfolio. As artificial intelligence and digital transformation redefine workforce requirements, the need for integrated talent, learning and workforce solutions continues to grow. Through our technology-led ecosystem spanning HRMS, talent assessment, learning, leadership development and workforce management, we are helping organisations build future-ready workforces while enhancing productivity, engagement and organisational effectiveness.

Jombay continues to strengthen its talent assessment and development capabilities through AI-powered solutions that help organisations identify, develop and engage future-ready talent.

Courseplay evolved into an AI-first learning platform with the launch of CLIP, Courseplay Essential and

Performance Management System (PMS). As AI and digital technologies continue to redefine jobs and skill requirements, organisations are increasingly investing in upskilling and reskilling initiatives. Courseplay enables enterprises to build workforce capabilities at scale while supporting continuous learning and employee development.

Thomas Assessments and People Metrics continued to support organisations in leadership assessment, talent development and workforce analytics, enabling data-driven talent decisions and stronger leadership pipelines.

HfactoR continued to strengthen its HR technology capabilities while expanding its client base during the year. The business also achieved SOC 1 Type 2 certification, reinforcing its commitment to operational excellence, governance and customer trust. The platform has AI-enabled capabilities and enables integration at multiple touchpoints. For the recruitment process, AI capabilities help identify potential matches from a repository of resumes, automate the reach-out to them and score their applications to recommend the ones matching best with the job requirements.

A significant milestone during the year was the successful implementation of Oracle NetSuite ERP across all CIEL Group companies. The integrated platform has enhanced visibility, governance and operational efficiency across the organisation while creating a strong foundation for scalable growth and seamless collaboration across businesses.

Ma Foi Advisory continued to strengthen its consulting and advisory capabilities during the year. The business launched the Ma Foi Business Growth Forum and expanded its consultant ecosystem through Ezyconseil, enabling organisations to access experienced professionals across a wide range of business and transformation initiatives. Ma Foi also continued to support clients through technology-enabled solutions in HR compliance, workforce advisory and institutional engagement.

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

Your Company remains committed to leveraging technology, data-driven insights and scientific methodologies to deliver innovative HR solutions and create value for all stakeholders.

Significant Developments and Recognitions

FY26 was a year of significant milestones for your Company, marked by strong business performance, strategic investments and continued industry recognition.

A key milestone during the year was the successful completion of a strategic Pre-IPO placement of 27,27,272 equity shares at INR 110 per share, raising INR 300 Million from 88 marquee investors. The investor base included reputed institutions, industry leaders and entrepreneurs, reflecting strong confidence in the Company's business model, leadership team and long-term growth prospects.

The capabilities of CIEL Group companies continued to earn recognition on prestigious industry platforms during the year. Courseplay received the Brandon Hall Group Gold Award in the Excellence in Technology Awards for Best Advance in Learning Management Technology, recognising innovation in learning technology and workforce development. Jombay received the Brandon Hall Gold Award 2025 for Project Drona, delivered in partnership with Kotak Mahindra Bank, recognising excellence in talent development and leadership transformation.

CIEL HR Services Limited's Annual Report 2024-25 was recognised with a Gold Award at the 2025 Spotlight Awards Global Communications Competition, highlighting excellence in corporate communications and stakeholder engagement.

Your Company continues to be recognised as a Great Place to Work, reflecting its commitment to fostering a culture of learning, collaboration, inclusion and high performance.

These achievements reinforce the Company's position as one of India's leading technology-led HR solutions providers and strengthen its foundation for long-term, sustainable growth.

Market Outlook

The HR Solutions market in India continues to demonstrate significant long-term potential, driven by economic growth, workforce formalisation, digital transformation and increasing demand for technology-enabled HR solutions. India's HR Technology market, valued at approximately INR 90.1 Billion in 2025, is projected to reach INR 160.4 Billion by 2029, while the broader HR Outsourcing market is expected to grow from INR 2,294 Billion in 2025 to INR 3,971.7 Billion by 2030. These trends reflect the increasing need for comprehensive, technology-led HR solutions across the employee lifecycle.

India's labour market continues to provide a strong foundation for growth, with employment reaching 57.4 Crore persons and workforce participation witnessing steady improvement. With the country's ambition to create more than 2.5 Crore jobs, the demand for staffing, recruitment, skilling, workforce management and HR technology solutions is expected to remain robust.

The global business landscape continues to evolve rapidly through technology adoption, workforce transformation and shifting client expectations. Artificial intelligence is reshaping jobs, creating new skill requirements and transforming the way organisations attract, develop and manage talent. As businesses navigate these changes, the demand for integrated talent, learning, assessment and workforce management solutions is expected to increase significantly.

India continues to remain a resilient growth hub, with manufacturing benefiting from strong government support while sectors such as semiconductors, financial services, healthcare, clean energy, logistics and digital infrastructure present promising opportunities for employment growth and workforce expansion.

The flexi workforce segment is expected to witness strong growth, driven by demand volatility, compliance imperatives and the growing need for workforce agility. Industry estimates indicate that the segment is expected to grow at a CAGR of 17.3%, creating significant opportunities for organised staffing and workforce solutions providers.

The proposed Labour Codes are expected to provide a strong tailwind for the staffing industry. As platform businesses and aggregators navigate evolving requirements relating to social security contributions, workforce compliance, grievance redressal and reporting obligations, the complexity of workforce management is expected to increase. This is likely to accelerate the shift towards organised HR solutions providers capable of delivering compliant workforce governance and workforce management services at scale.

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

The labour market is getting dynamic with migration and reverse migration taking place at the same time. Businesses are facing uncertainties in the supply of skilled people and experiencing cost increases. To deal with these challenges, they are looking at taking on apprentices. We see

the National Apprenticeship Promotion Scheme (NAPS) consistently raising its annual targets and being proactive to improve participation.

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

3. Change in Nature of Business

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

4. Dividend

Your Directors approved a dividend of INR 0.36 per fully paid-up equity share (18%) of INR 2/- each on 4,53,81,101 fully Paid up equity shares as at 12st May, 2026 aggregating to INR 1,63,37,196.36/- (Indian Rupees One Crore Sixty Three Lakhs Thirty Seven Thousand One Hundred and Ninety-Six and Thirty Six paisa only).

5. Employee Stock Options Scheme

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

- 1) CIEL HR Services Limited Employee Stock Option Plan, 2022.
- 2) CIEL Group Employee Stock Option Scheme, 2024.

Details of ESOP as required pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014, for the financial year ended 31st March 2026 is enclosed as Annexure A.

6. Changes in Share Capital and Debentures

As at 31st March 2026, the Share capital structure of your Company was as under:

Particulars	No of Shares	Face Value (in INR)	Total Amount (in INR)
Authorized Share Capital:			
Equity Shares	75,000,000	2/-	150,000,000
Total	75,000,000	2/-	150,000,000
Issued, Subscribed and Paid-Up Capital:			
Equity Shares	45,381,101	2/-	90,762,202
Total	45,381,101	2/-	90,762,202

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

- a. 27,27,272 equity shares having face value of INR 2/- each on have been issued on private placement basis on 1st January, 2026 as Pre IPO Allotment.
- b. 1,41,487 equity shares in total were issued under CIEL HR Services Private Limited Employee Stock Option Plan, 2022 as mentioned below:
 - i. 66,500 equity shares of INR 2/- each have been issued on 18th December 2025.
 - ii. 74,987 equity shares of INR 2/- each have been issued on 30th December 2025.

- c. 8,087 equity shares in total were issued under CIEL HR Services Private Limited Employee Stock Option Plan, 2024 as mentioned below:

- iii. 3,700 equity shares of INR 2/- each have been issued on 18th December 2025.
- iv. 3,762 equity shares of INR 2/- each have been issued on 30th December 2025.
- v. 625 equity shares of INR 2/- each have been issued on 5th March 2026.

7. Transfer to Reserves

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

8. Deposits

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

9. Annual Return

As per Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the annual return of the Company for the financial year ended 31st March 2026, is available at the web address: <https://www.cielhr.com/financial/>

10. Cost Records

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

11. Reporting of Frauds by Auditors

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

12. Board Meetings

During the financial year ended 31st March 2026, 5 Board Meetings were held as follows:

- i. 23rd May, 2025
- ii. 23rd June, 2025
- iii. 16th October, 2025
- iv. 17th November, 2025
- v. 16th January, 2026

13. Subsidiaries, Joint Ventures and Associate Companies

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

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

2. Ciel Technologies Private Limited became a wholly owned subsidiary company during the Financial Year 2021-22

Ciel Technologies Private Limited, incorporated on 23rd November 2011, is a wholly owned subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance

with the applicable accounting standards form part of the Annual Report.

3. Ma Foi Strategic Consultants Private Limited became a wholly owned subsidiary of the Company during the financial year 2024-25

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

4. Ciel Skills and Careers Private Limited became a wholly owned subsidiary of the Company during the financial year 2024-25

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

5. Next Leap Career Solutions Private Limited became a wholly owned subsidiary of the Company during the financial year 2024-25

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

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

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

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

Firstventure Corporation Private Limited, incorporated on 14th March 2012, is a subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies

Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

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

People Metrics Private Limited, incorporated on 17th May 2005 is a subsidiary of the Company.

In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report

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

Thomas Assessments Private Limited incorporated on 7th April 2005 is a subsidiary of the Company.

In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report

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

Vibrant Screen Private Limited, incorporated on 19th April 2007, is a subsidiary of the Company.

In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report

11. CIEL Powertrain Solutions Private Limited was incorporated as a wholly owned subsidiary company during the financial year 2025-26

CIEL Powertrain Solutions Private Limited, incorporated on 9th April 2025, is a wholly owned subsidiary of the Company. In accordance with the provisions of section 129 (3) of the Companies Act 2013, the Consolidated Financial Statements drawn up in accordance with the applicable accounting standards form part of the Annual Report.

Statement containing salient features of the financial statement of the subsidiary, pursuant

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

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

During the financial year under review:

1. The Company has granted an inter-corporate loan of INR 39.01 Million to M/s CIEL Skills and Careers Private Limited under Section 186 of the Companies Act, 2013, and the Rules framed thereunder.
2. The Company has granted an inter-corporate loan of INR 75.99 Million to M/s Ma Foi Strategic Consultants Private Limited under Section 186 of the Companies Act, 2013, and the Rules framed thereunder.
3. The Company has granted an inter-corporate loan of INR 23.47 Million to M/s Integrum Technologies Private Limited under Section 186 of the Companies Act, 2013, and the Rules framed thereunder.
4. The Company has granted an inter-corporate loan of INR 19.38 Million to M/s Aargee Staffing Services Private Limited under Section 186 of the Companies Act, 2013, and the Rules framed thereunder.
5. The Company has granted an inter-corporate loan of INR 10.17 Million to M/s Next Leap Career Solutions Private Limited under Section 186 of the Companies Act, 2013, and the Rules framed thereunder.
6. The Company has granted an inter-corporate loan of INR 17.78 Million to M/s Firstventure Corporation Private Limited under Section 186 of the Companies Act, 2013, and the Rules framed thereunder.
7. The Company has granted an inter-corporate loan of INR 65.33 Million to M/s CIEL Technologies Private Limited under Section 186 of the Companies Act, 2013, and the Rules framed thereunder.
8. The Company has granted an inter-corporate loan of INR 27.77 Million to M/s CIEL Powertrain Solutions Private Limited under Section 186 of the Companies Act, 2013, and the Rules framed thereunder.

9. The Company has made investment in the equity share capital of M/s Integrum Technologie Private Limited, as given below:

S. No.	Date of Investment	No. of shares	Face Value (INR)
1	24 th March 2026	56,626	10

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

S. No.	Date of Investment	No. of shares	Face Value (INR)
1	5 th March 2026	143,254	10

11. The Company has made investment in the equity share capital of M/s People Metrics Private Limited, as given below:

S. No.	Date of Investment	No. of shares	Face Value (INR)
1	1 st January 2026	1,250	10
2	19 th February 2026	1,250	10

12. The Company has made investment in the equity share capital of M/s Thomas Assessments Private Limited, as given below:

S. No.	Date of Investment	No. of shares	Face Value (INR)
1	1 st January 2026	1,250	10
2	19 th February 2026	1,250	10

15. Particulars of Contracts or Arrangements with Related Parties

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

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

16. Material Changes Affecting the Financial Position of the Company

There are no material changes and commitments between 31st March 2026

and the date of this report having an adverse bearing on the financial position of the Company.

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

i. Conservation of Energy & Technology Absorption

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

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

ii. Research & Development (R & D)

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

iii. Foreign Exchange Earnings and Outgo

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

18. Risk Management Policy

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

19. Directors and Key Managerial Personnel

i. Composition of Board

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

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

ii. Changes in the Board

During the year there are no changes in the composition of the Board.

iii. Key Management Personnel

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

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

During the Financial Year, Mr Saurabh Ashok More resigned from the office of Chief Financial Officer.

experience (including proficiency) and high levels of skill and expertise.

iv. Declaration from Independent Directors

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

In the opinion of the Board of Directors, the Independent Directors of your Company satisfy the necessary attributes as to integrity,

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

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

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

There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 in respect of the Company during the financial year ended 31st March 2026 and there was no such application made or any proceeding as at 31st March 2026.

The Company has not entered into any one-time settlement with its lenders during the financial

year ended 31st March 2026 and therefore the requirements of clause (xii) of Rule 8(5) of the Companies (Accounts) Rules, 2014 are not applicable. No application was made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 in respect of the Company during the financial year ended 31st March 2026.

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

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

Your Directors further state that no complaints were received or pending disposal during the financial year ended 31st March 2026 pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

23. Loan from Director

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

24. Whistle Blower Policy & Vigil Mechanism

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

25. Transfer to Investor Education and Protection Fund

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

26. Corporate Social Responsibility

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

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

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

The Company vide the CSR Amendment Rules, January 2021, has formulated an Annual Action Plan for the financial year 2025-2026 and has adopted the CSR Policy as per the amended rules. Annual Report on CSR for the financial year ended 31st March 2026 is attached to this Report as Annexure D.

27. Committees

i. Audit Committee

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

Members of the Audit Committee are:

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

ii. Nomination and Remuneration Committee

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

Members of the Nomination and Remuneration Committee are:

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

iii. Corporate Social Responsibility Committee

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

Members of the Corporate Social Responsibility Committee are:

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

28. Auditors

i. Statutory Auditors:

M/s. MSKA & Associates LLP (Formerly known as MSKA & Associates), Chartered Accountants having FRN No: 105047W were appointed as the statutory auditors of the Company to hold the office upto the conclusion of the 19th AGM to be held in the year 2029. The report of the Auditors to the Shareholders is attached herewith.

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

ii. Internal Auditors:

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

iii. Secretarial Auditors:

M/s S Sandeep & Associates, Practising Company Secretaries, were appointed to conduct the secretarial audit of the Company for the financial year 2025-26, as required under Section 204 of the Companies Act, 2013, and rules made thereunder.

The secretarial audit report for the financial year ended 31st March 2026, forms part of this report as Annexure E and does not contain any qualification, reservation or adverse remarks.

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

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

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

There were no employees (other than Directors) whose particulars are required to be disclosed in accordance with Section 197(12) of Companies Act 2013, read with Rules 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) 2014.

31. Directors' Responsibility Statement

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

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a going concern basis; and
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws, and that such systems were adequate and operating effectively.

Acknowledgement

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

For and on behalf of the board of
CIEL HR SERVICES LIMITED

K. Pandiarajan
Executive Chairman and
Director
DIN: 00116011

Date: 12th May 2026
Place: Chennai

Annexure – A
CIEL HR SERVICES PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN, 2022

Pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014, the details of the CIEL HR Services Limited Employee Stock Option Plan, 2022 (ESOP 2022) during the financial year ended 31st March 2026 are:-

Nature of Disclosures		ESOP 2022
a.	Options approved to be issued as ESOPs	5,50,000
b.	Options Granted as at 31 st March 2026	0
c.	Options vested as at 31 st March 2026	46,797
d.	Options outstanding as on 1 st April 2025	63,187
e.	Options Exercised during FY 2025-26	16,170
f.	The total number of shares arising as a result of exercise of Option	1,41,487 equity shares of INR 2 each
g.	Options Lapsed /Surrendered	220
h.	The exercise price	2
i.	Options outstanding as on 31 st March 2026	46,797
j.	Variation of Terms of Option	The conversion ratio i.e. Option: Shares ratio has been varied from 1:1 to 4:7 and thereafter 4:35 The Exercise price was modified from INR 10 to INR 2 The Exercise period was modified from 2 years to 3 years and further modified from 3 years to 5 years
k.	Total number of options in force	46,797
l.	Money realized by exercise of options during the year 2025-26	2,82,974
m.	Details of options granted to	
	i. key managerial personnel	
	ii. any other employee who received a grant of options in any one year of option amounting to 5 per cent or more of options granted during that year	NA
	iii. Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	

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

Pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014, the details of the CIEL Group Employee Stock Option Scheme, 2024 (ESOP 2024) during the financial year ended 31st March 2026 are:-

Nature of Disclosures	ESOP 2024
a. Options approved to be issued as ESOPs	22,00,000
b. Options Granted as at 31 st March 2026	5,000
c. Options vested as at 31 st March 2026	1,14,211
d. Options outstanding as on 1 st April 2025	5,14,204
e. Options Exercised during FY 2025-26	8,087
f. The total number of shares arising as a result of exercise of Option	8,087
g. Options Lapsed /Surrendered	49,275
h. The exercise price	2
i. Options outstanding as on 31 st March 2026	4,61,842
j. Variation of Terms of Option	NA
k. Total number of options in force	4,61,842
l. Money realized by exercise of options during the year 2025-26	16,174
m. Details of options granted to	
iv. key managerial personnel	
v. any other employee who received a grant of options in any one year of option amounting to 5 per cent or more of options granted during that year	0
vi. Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	

For and on behalf of the board

For **CIEL HR SERVICES LIMITED**

(formerly known as CIEL HR Services Private Limited)

K. Pandiarajan

Executive Chairman and Director

DIN: 00116011

Date: 12th May 2026

Place: Chennai

Annexure – B
FORM AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part “A”: Subsidiaries

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	CIEL Technologies Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	1.00
5.	Reserves & surplus	(36.03)
6.	Total assets	275.14
7.	Total Liabilities	310.17
8.	Investments	Nil
9.	Turnover	1,411.74
10.	Profit/Loss before taxation	15.93
11.	Provision for taxation	3.93
12.	Profit/Loss after taxation	12.00
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Integrum Technologies Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	7.55
5.	Reserves & surplus	1.65
6.	Total assets	91.54
7.	Total Liabilities	82.34
8.	Investments	Nil
9.	Turnover	45.79
10.	Profit/Loss before taxation	3.86
11.	Provision for taxation	0.71
12.	Profit/Loss after taxation	3.15
13.	Proposed Dividend	Nil
14.	% of shareholding	84.00%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	CIEL Skills And Careers Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	20.40
5.	Reserves & surplus	4.63
6.	Total assets	160.81
7.	Total Liabilities	135.78
8.	Investments	Nil
9.	Turnover	73.64
10.	Profit/Loss before taxation	(1.12)
11.	Provision for taxation	0.70
12.	Profit/Loss after taxation	(1.82)
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Ma Foi Strategic Consultants Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	786.50
5.	Reserves & surplus	(888.42)
6.	Total assets	3,122.43
7.	Total Liabilities	3,224.35
8.	Investments	1.81
9.	Turnover	1,547.41
10.	Profit/Loss before taxation	(120.50)
11.	Provision for taxation	15.14
12.	Profit/Loss after taxation	(135.64)
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Next Leap Career Solutions Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	6.16
5.	Reserves & surplus	191.91
6.	Total assets	401.67
7.	Total Liabilities	203.60
8.	Investments	Nil
9.	Turnover	366.73
10.	Profit/Loss before taxation	24.79
11.	Provision for taxation	8.82
12.	Profit/Loss after taxation	15.97
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Aargee Staffing Services Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	60.00
5.	Reserves & surplus	(52.89)
6.	Total assets	95.11
7.	Total Liabilities	88.00
8.	Investments	Nil
9.	Turnover	216.70
10.	Profit/Loss before taxation	62.64
11.	Provision for taxation	18.29
12.	Profit/Loss after taxation	44.35
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Firstventure Corporation Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	6.00
5.	Reserves & surplus	30.59
6.	Total assets	97.29
7.	Total Liabilities	60.69
8.	Investments	Nil
9.	Turnover	47.00
10.	Profit/Loss before taxation	(4.30)
11.	Provision for taxation	1.51
12.	Profit/Loss after taxation	(5.81)
13.	Proposed Dividend	Nil
14.	% of shareholding	75.42%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	People Metrics Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	0.10
5.	Reserves & surplus	22.24
6.	Total assets	38.26
7.	Total Liabilities	15.92
8.	Investments	Nil
9.	Turnover	51.02
10.	Profit/Loss before taxation	11.87
11.	Provision for taxation	2.99
12.	Profit/Loss after taxation	8.88
13.	Proposed Dividend	Nil
14.	% of shareholding	76.00%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Thomas Assessments Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	0.10
5.	Reserves & surplus	51.37
6.	Total assets	99.56
7.	Total Liabilities	48.09
8.	Investments	Nil
9.	Turnover	155.00
10.	Profit/Loss before taxation	14.44
11.	Provision for taxation	3.71
12.	Profit/Loss after taxation	10.73
13.	Proposed Dividend	Nil
14.	% of shareholding	76.00%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Vibrant Screen Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	7.41
5.	Reserves & surplus	204.22
6.	Total assets	259.77
7.	Total Liabilities	48.14
8.	Investments	Nil
9.	Turnover	300.72
10.	Profit/Loss before taxation	30.42
11.	Provision for taxation	7.96
12.	Profit/Loss after taxation	22.46
13.	Proposed Dividend	Nil
14.	% of shareholding	51.00%

(Amount in INR Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	CIEL Powertrain Solutions Private Limited*
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	1.00
5.	Reserves & surplus	34.61
6.	Total assets	156.06
7.	Total Liabilities	120.45
8.	Investments	Nil
9.	Turnover	733.27
10.	Profit/Loss before taxation	46.25
11.	Provision for taxation	11.64
12.	Profit/Loss after taxation	34.61
13.	Proposed Dividend	Nil
14.	% of shareholding	100.00%**

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

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

Part “B”: Associates and Joint Ventures – Not Applicable

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

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

For and on behalf of the board

For **CIEL HR SERVICES LIMITED**

(formerly known as CIEL HR Services Private Limited)

K. Pandiarajan

Executive Chairman and Director

DIN: 00116011

Date: 12th May 2026

Place: Chennai

Annexure – C

FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

There were no contracts or arrangements or transactions entered into during the year ended 31st March 2026, which were not at arm length basis. The Company has laid down policies and processes/ procedures to ensure compliance with the subject section in the Companies Act, 2013 and the corresponding Rules.

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

Particulars	Details
Name(s) of the related party and nature of relationship	Sornammal Educational Trust–Entities over which KMP are able to exercise significant influence
Nature of contracts/arrangements/transactions:	Rental expenditure
Duration of the contracts/arrangements transactions	3 years
Salient terms of the contracts or arrangements or transactions including the value, if any	Parties: Sornammal Educational Trust (Owner) and CIEL HR Services Limited (Tenant) Premises: Ma Foi House, Anna Nagar, Chennai (2300 sq. ft.) Rent: INR 8,250 per cubicle per month (inclusive of electricity and water)Security Termination: 60 days' written notice by either party Usage: For business purposes only; no sub-letting without owner's consent
Date(s) of approval by the Board, if any	-
Amount paid as advances, if any	-

Particulars	Details
Name(s) of the related party and nature of relationship	Karuppasamy Pandiarajan- Key Managerial Personnel
Nature of contracts/arrangements/transactions:	Dividend payment
Duration of the contracts/arrangements/transactions	-
Salient terms of the contracts or arrangements or transactions including the value, if any	Final dividend of INR 0.32 per equity share (face value of INR 2 each) for the financial year 2024-25 aggregating to INR 6.02 Million
Date(s) of approval by the Board, if any	23-05-2025
Amount paid as advances, if any	-

There were no material contracts or arrangements or transactions except as disclosed above, entered into during the financial year ended 31st March 2026 crossing the materiality threshold, being lower of the

- (i) two percent of turnover, as per the last audited consolidated financial statements of the Company;
- (ii) two percent of net worth, as per the last audited consolidated financial statements of the company, except in case the arithmetic value of the net worth is negative;
- (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

The details of contracts or arrangements or transactions at arm's length basis for the year ended 31st March 2026 are detailed in the notes to Financial Statement annexed to the Annual Report for which appropriate approvals have been taken from the Board of Directors and shareholders from time to time.

For and on behalf of the board

For **CIEL HR SERVICES LIMITED**

(formerly known as CIEL HR Services Private Limited)

K. Pandiarajan

Executive Chairman and Director

DIN: 00116011

Date: 12th May 2026

Place: Chennai

ANNUAL REPORT ON CSR ACTIVITIES

Corporate Social Responsibility Policy

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

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

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

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

As per Section 135 of the Companies Act, 2013, threshold for applicability of Corporate Social Responsibility ("CSR") is met for the year ended 31st March 2026 for your company and the company has taken measures to comply with the requirements. CSR spent for the current year is provided below as per the prescribed format.

2. Composition of the CSR Committee

Sl. No	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year	Remarks
1	Ms. Hemalatha Rajan	Executive Director	1	1	Chairperson
2	Adityanarayan Mishra	Managing Director and CEO	1	1	
3	Mr. Doraiswamy Krishnan Rajiv	Executive Director	1	1	
4	Ms. Ipsita Kathuria	Independent Director	1	0	

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

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

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

6. Average net profit of the Company as per section 135(5) of the Companies Act, 2013 -Average net profit: INR 66.03 Million

7.

- Two percent of average net profit of the company as per section 135(5) – **INR 1.32 Million**
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years.–**NIL**
- Amount required to be set off for the financial year, if any – **NIL**
- Total CSR obligation for the financial year (7a+7b-7c) – **INR 1.32 Million**

8.

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

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)
S. No.	Name of the Project	Item from the list of activities In schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Project Duration	Amount allocated for the project (in INR).
				State	District		
1							
2							
3							
(8)	(9)	(10)	(11)				
Amount spent in the current financial Year (in INR).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR).	Mode of Implementation Direct (Yes/No).	Mode of Implementation - Through Implementing Agency				

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No.	Name of the Project	Item from the list of activities In schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the Project (INR in Millions)	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Scholarship for Students	Promoting Education	Yes	Madurai, Chennai	Tamilnadu	1.04	No	The Ma Foi Foundation	CSR00000940
2	Student Engagement Events	Promoting Education	Yes	Madurai, Chennai	Tamilnadu	0.12	No	The Ma Foi Foundation	CSR00000940

d) Amount spent in Administrative Overheads (INR in Millions) – **0.16**e) Amount spent on Impact Assessment, if applicable–**NIL**f) Total amount spent for the Financial Year (8b+8c+8d+8e)–**INR 1.32 Million**g) Excess amount for set off, if any – **NIL**

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

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

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

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

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

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

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

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

K. Pandiarajan

Executive Chairman and Director

Chairman of CSR Committee

Annexure – E

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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

To,

The Members,

CIEL HR SERVICES LIMITED

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

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

CIN: U74140TN2010PLC077095

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. CIEL HR SERVICES LIMITED (CIN: U74140TN2010PLC077095) (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March 2026, generally, has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2026 according to the provisions of:
 - a. Companies Act, 2013 (the Act) and the rules made thereunder;
 - b. Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - c. Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - d. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company does not have any Overseas Direct Investments or External Commercial Borrowings;
 - e. The following regulations and guidelines prescribed under the Securities and Exchange

Board of India Act, 1992 ('SEBI Act'), as amended from time to time:

- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; – Not Applicable for the year under review.
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; – Not Applicable for the year under review.
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; – Not Applicable for the year under review.
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018;
- Securities and Exchange Board of India (Depositories and Participants) Regulations 2018; – Not Applicable for the year under review.
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; – Not Applicable for the year under review.
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable for the year under review. – Not Applicable for the year under review.
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; – Not Applicable for the year under review.
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable for the year under review; – Not Applicable for the year under review.

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

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

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

3. We further report that:

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

- (i) Mr. Karuppasamy Pandiarajan (holding DIN: 00116011) retired by rotation and was re-appointed as Executive Director of the Company at the Annual General Meeting dated 16th June 2025, whose period of office shall be liable to determination by retirement of directors by rotation.
- (ii) Mr. Adityanarayan Mishra (holding DIN: 05303409) retired by rotation and was re-appointed as Managing Director of the Company at the Annual General Meeting dated 16th June 2025, whose period of office shall be liable to determination by retirement of directors by rotation.

- b. Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent in advance and a proper system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

- c. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

- d. The Directors have complied with the disclosure requirements in respect of their eligibility for appointment, their independence, wherever applicable and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

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

5. The Company has obtained all necessary approvals under the various provisions of the Companies Act, 2013 to the extent applicable;

6. There was no prosecution initiated, and no fines or penalties were imposed during the year under review under the Securities Exchange Board of India Act, 1992, The Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996, Foreign Exchange Management Act, 1999 and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

7. We further report that during the period under review, no events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above have taken place except the following:

- The Shareholders vide Ordinary Resolution passed at Annual General meeting held on 16th June 2025, approved the payment of a final dividend of INR 0.32 per equity share of INR 2 each, out of the profits of the Company.
- The Shareholders vide Special Resolution passed at their Extra-Ordinary General meeting held on 28th November 2025, approved Inter corporate borrowing and investment limits under Sections 185 and 186 of the Act read with Companies (Meeting of Board and its Powers) Rules 2014.
- Equity Shares of INR 2/- each at a premium of INR/- were allotted by way of private placement on
- 1,41,487 Equity Shares of INR 2/- each were allotted under the Ciel HR Services Private Limited Employee Stock Option Scheme, 2022, on various dates.
- 7,462 Equity Shares of INR 2/- each were allotted under the Ciel Group Employee Stock Option Scheme, 2024, on various dates
- 13,22,981 Non-Convertible Debentures of INR 10/- each were allotted by way of private placement on 14th January 2026.

For S Sandeep & Associates

Place: Chennai
 Date: 2026
 UDIN:
 PR No.: 6526/2026

S Sandeep
 Managing Partner

To,
The Members,
CIEL HR SERVICES LIMITED
Plot No. 3726, Door No. 41, 'Ma Foi House',
6th Avenue, Q- Block, Anna Nagar, Chennai-600040.
CIN: U74140TN2010PLC077095

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

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

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

For S Sandeep & Associates

Place: Chennai
Date: 2026
UDIN:
PR No.: 6526/2026

S Sandeep
Managing Partner

INDEPENDENT AUDITOR'S REPORT

To the Members of **CIEL HR Services Limited**

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of CIEL HR Services Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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

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

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

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

Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors of the Company are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether

due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid standalone financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid standalone financial statements have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the standalone financial statements.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).
 - (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the

operating effectiveness of such controls, refer to our separate Report in "Annexure C".

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2026.
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 38 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 38 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come

to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 46 to the Standalone financial statements)

- vi. With respect to reporting on audit trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 as amended, on the use of accounting software used by the Company for maintaining its books of accounts, we report as follows:-

Based on examination which included test checks, which included test checks, the Company has used an Accounting software, Tally Prime Edit Log for maintaining its books of account till 30th September 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year(s) has been preserved by the Company as per the statutory requirements for record retention.

The Company has used an accounting software, Oracle NetSuite for maintaining its books of account (managed and maintained by a third-party software service provider) from 1st October 2025 which has a feature of recording audit

trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software except that we are unable to comment on audit trail at database level due to absence adequate coverage in SOC report, as explained in Note 44 to the financial statements.

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

Based on our examination which included test checks, the Company has used an accounting software APPI and ICON for maintaining its books of account, which has a feature of recording audit trail (edit log) facility except that the audit trail feature was not enabled from 1st April 2025 to 9th May 2025 to log any direct data changes for the entire year as explained in Note 44 to the financial statements.

Further, where enabled, audit trail feature has operated throughout the period for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of such accounting software. Additionally, the audit trail of prior year(s) has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years.

3. In our opinion, according to information, explanations given to us, the remuneration paid or provided by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act.

For M S K A & Associates LLP
(Formerly known as M S K A & Associates)
 Chartered Accountants
 ICAI Firm Registration No. 105047W/W101187

Ananthakrishnan Govindan
 Partner
 Membership No.:205226
 UDIN: 26205226JYDNLK3086

Place: Hyderabad
 Date: 12th May 2026

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CIEL HR SERVICES LIMITED

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Director's use of the going concern

basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)

Chartered Accountants

ICAI Firm Registration No. 105047W/W101187

Ananthakrishnan Govindan

Partner

Membership No.:205226

UDIN: 26205226JYDNLK3086

Place: Hyderabad

Date: 12th May 2026

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CIEL HR SERVICES LIMITED FOR THE YEAR ENDED MARCH 31, 2026

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

- i. (a) A The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment, and relevant details of right-of-use assets.
- (a) B The Company has maintained proper records showing full particulars of intangible assets.
- (b) Property, Plant and Equipment and right of use assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) According to the information and explanations given to us, there are no immovable properties, and accordingly, the provisions stated under clause 3(i)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and equipment (including Right of Use assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- ii. (a) The Company is involved in the business of rendering services and does not hold any inventory. Accordingly, the provisions stated under clause 3(ii)(a) of the Order are not applicable to the Company.
- (b) During any point of time of the year, the Company has been sanctioned working capital limits in excess of INR 5 Crores rupees, in aggregate from Banks, on the basis of security of current assets. Based on the records examined by us in the normal course of audit of

the standalone financial statements, quarterly returns / statements filed with such Banks/ financial institutions are in agreement with the books of accounts of the Company.

- iii. (a) According to the information and explanations provided to us, the Company has provided loans, advances in the nature of loans, stood guarantee, and/or provided security(ies) to other entities.

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

Particulars	Loans
Aggregate amount provided during the year - Subsidiaries	INR 289.73 Mn
Balance Outstanding as at balance sheet date in respect of above cases - Subsidiaries	INR 386.03 Mn

- (B) The company has not given any loans, advances, guarantee or security to parties other than subsidiaries.
- (b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made, terms and conditions in relation to grant of all loans and advances in the nature of loans, investments made, guarantees provided and securities given are not prejudicial to the interest of the Company.
- (c) The loans and advances in the nature of loan are repayable on demand. During the year, the Company has not demanded such loans or interest. Accordingly, in our opinion the repayments of principal amounts and receipts of interest are regular (Refer reporting under clause 3(iii)(f) below).
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount remaining outstanding as at the balance sheet date as the loans and advances in the nature of loans are repayable on demand and the Company has not demanded such loans and advances in nature of loan (including receivable in nature of loan)
- (e) According to the information and explanations provided to us, the loans or advances in the nature of loan granted has not been demanded

by the Company during the year. Accordingly, the provisions stated under clause 3(iii)(e) of the Order are not applicable to the Company.

- (f) According to the information and explanations provided to us, the Company has granted loans/advances in the nature of loans repayable on demand or without specifying any terms or period of repayment. The details of the same are as follows:

Particulars	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand (A)	INR 386.03 Mn
Percentage of loans/ advances in nature of loans to the total loans	100%

- iv. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees and security made.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the requirement to report under clause 3(v) of the Order is not applicable to the Company.
- vi. The provisions of sub-Section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company as the Company do not meet the thresholds prescribed therein read with related rules. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities during the year, though there has been a slight delay in a few cases.

There are no undisputed amounts payable in respect of these statutory dues in arrears, which were outstanding, as at 31st March 2026, for a period of more than six months from the date they became payable

- (b) According to the information and explanations given to us and the records examined by

us, there are no dues relating to goods and services tax, provident fund, employees' state insurance, income-tax, cess, and other statutory dues which have not been deposited on account of any dispute.

- viii. According to the information and explanations given to us, there are no transaction which are not recorded in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as stated under clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Accordingly, the requirement to report under Clause 3(ix)(f) of the order is not applicable to the Company.

- x. (a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting requirement under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made private placement of shares during the year and the requirements of Section 42 of the Companies Act, 2013, have been complied with. The amount raised has been used for the purposes for which they were raised.
- xi. (a) Based on our examination of the books and records of the Company and according to the information and explanations given to us, we report that no fraud by the Company or no fraud on the Company has been noticed or reported during the year in the course of our audit.
- (b) During the year no report under Section 143(12) of the Act, has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.
- xv. According to the information and explanations given to us, and based on our examination of the records of the Company, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the requirements to report under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under clause 3 (xvi)(c) of the Order is not applicable to the Company.
- (d) The Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (as part of its group. Accordingly, the requirement to report under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the requirement to report under clause 3(xvii) of the Order is not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 40 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future

viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund as specified in Schedule

VII of the Companies Act, 2013 as disclosed in note 41 to the financial statements.

- (b) There are no ongoing projects and accordingly reporting under Clause 3(xx)(b) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

**For M S K A & Associates LLP
(Formerly known as M S K A & Associates)**

Chartered Accountants

ICAI Firm Registration No. 105047W/W101187

Ananthakrishnan Govindan

Partner

Membership No.:205226

UDIN: 26205226JYDNLK3086

Place: Hyderabad

Date: 12th May 2026

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CIEL HR SERVICES LIMITED

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the Members of CIEL HR Services Limited on the Standalone Financial Statements for the year ended 31st March 2026

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to standalone financial statements of CIEL HR Services Limited ("the Company") as of 31st March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

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

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions

are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For M S K A & Associates LLP (Formerly known as M S K A & Associates)

Chartered Accountants

ICAI Firm Registration No. 105047W/W101187

Ananthakrishnan Govindan

Partner

Membership No.: 205226

UDIN: 26205226JYDNLK3086

Place: Hyderabad

Date: 12th May 2026

STANDALONE BALANCE SHEET

As at 31st March 2026

(Amount in INR Millions, unless otherwise stated)

	Notes	As at 31 st March 2026	As at 31 st March 2025
Assets			
Non-current assets			
Property, plant and equipment	4	5.41	6.34
Right-of- use assets	5	42.12	19.05
Other intangible assets	6	6.22	3.50
Financial assets			
Investments	7	1,281.41	1,072.99
Other financial assets	8	36.71	44.45
Other non-current assets	9	208.34	138.05
Deferred Tax Asset (Net)	30.02	12.82	7.24
Total non-current assets		1,593.03	1,291.62
Current assets			
Financial assets			
Trade receivables	10	2,136.74	1,733.99
Cash and cash equivalents	11	117.64	5.38
Bank balances other than cash and cash equivalent	12	23.78	79.38
Loans	13	386.03	249.03
Other financial assets	8	1.08	-
Other current assets	14	534.39	371.33
Total current assets		3,199.66	2,439.11
Total assets		4,792.69	3,730.73
Equity and Liabilities			
Equity			
Equity share capital	15	90.76	85.01
Other equity	16	1,574.64	1,282.23
Total equity		1,665.40	1,367.24
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	40.08	63.61
Lease Liabilities	32	23.78	10.46
Provisions	18	235.17	154.43
Total non-current liabilities		299.03	228.50
Current liabilities			
Financial liabilities			
Borrowings	19	1,007.89	884.90
Lease Liabilities	32	20.47	10.16
Trade payables	20		
i) total outstanding dues of micro enterprises and small enterprises		85.54	6.71
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		225.61	113.77
Other financial liabilities	21	1,083.55	792.18
Other current liabilities	23	343.92	290.23
Provisions	18	40.78	27.06
Current tax liabilities (net)	22	20.50	9.98
Total current liabilities		2,828.26	2,134.99
Total liabilities		3,127.29	2,363.49
Total equity and liabilities		4,792.69	3,730.73

See accompanying notes are an integral part of the Standalone Ind AS balance sheet

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As per our report of even date

For **M S K A & Associates LLP**

(Formerly known as 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

CIN: U74140TN2010PLC077095

Ananthkrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026

Karuppasamy Pandiarajan

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026

Lalita Pasari

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026

STANDALONE STATEMENT OF PROFIT AND LOSSFor the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

	Notes	Year ended 31 st March 2026	Year ended 31 st March 2025
Income			
Revenue from operations	24	18,581.13	14,240.72
Other income	25	57.03	42.19
Total income		18,638.16	14,282.91
Expenses			
Employee benefits expenses	26	18,028.81	13,848.29
Finance costs	27	111.16	73.43
Depreciation and amortization expenses	28	29.98	18.41
Other expenses	29	320.27	242.68
Total expenses		18,490.22	14,182.81
Profit before exceptional items and tax		147.94	100.10
Exceptional items	29.01	(130.00)	-
Profit before tax		17.94	100.10
Income Tax expense	30		
Current tax		11.94	9.98
Adjustment of tax relating to earlier periods		-	-
Deferred tax credit		(5.08)	(0.79)
Total Income tax expense		6.86	9.19
Profit for the year		11.08	90.91
Other comprehensive income			
Re-measurement gains/ (losses) on defined benefit plans		(1.97)	(0.39)
Income tax effect on these items		0.50	0.10
Other comprehensive income for the year, net of tax		(1.47)	(0.29)
Total comprehensive income for the year, net of tax		9.61	90.62
Earnings per share (face value of INR 2 each)	31		
Basic earnings per share (INR)		0.26	2.17
Diluted earnings per share (INR)		0.25	2.13

See accompanying notes are an integral part of the Standalone Ind AS statement of profit and loss 1-47

As per our report of even date

For **M S K A & Associates LLP**

(Formerly known as 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

CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026**Karuppasamy Pandiarajan**

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026**Aditya Narayan Mishra**

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026**Lalita Pasari**

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026

STANDALONE STATEMENT OF CASH FLOWS

For the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 st March 2026	Year ended 31 st March 2025
Cash flow from operating activities		
Profit before tax	17.94	100.10
Adjustments for:		
Depreciation and amortization expenses	29.98	18.41
Unrealized foreign exchange gain/loss	-	0.56
Provision for gratuity and compensated absences	11.22	6.44
Share based payment expense	28.01	27.55
Interest expense on leases	4.53	1.76
Interest expense on borrowings	97.01	65.42
Other finance costs	9.62	6.25
Interest income	(47.84)	(39.66)
Exceptional Items	130.00	-
Operating profit before working capital changes	280.47	186.83
Changes in working capital		
Increase/ (Decrease) in trade payables	190.67	51.88
Increase/ (Decrease) in other current liabilities	53.69	73.26
Increase / (Decrease) in provisions	81.38	48.02
Increase/ (Decrease) in other financial liabilities	291.37	215.07
Decrease/ (Increase) in trade receivables	(402.75)	(387.99)
Decrease/ (Increase) in other financial assets	6.66	89.11
Decrease/(Increase) in other assets	(284.51)	(148.85)
Cash generated from operations	216.98	127.33
Tax expense	(4.94)	-
Net cash inflows from operating activities (A)	221.92	127.33
Cash flow from investing activities		
Payment for property, plant and equipment and intangible assets	(31.77)	(15.34)
Purchase of Investments	(210.42)	(373.35)
Movement in bank deposits	55.60	(79.38)
Advance or loans made to employees/ other parties	(108.20)	(111.60)
Interest received	4.75	39.66
Net cash used in investing activities (B)	(290.04)	(540.01)
Cash flow from financing activities		
Proceeds from issuance of equity share capital, including share application money and security premium	300.30	68.81
Share issue transaction costs	(26.19)	-
Proceeds from Borrowings	95.78	411.39
Proceed from issue of Debentures or Bonds	28.98	11.10
Repayment of Debentures	(38.70)	(5.00)
Other finance costs	(9.62)	(6.25)
Interest paid	(97.01)	(65.46)
Dividend paid	(13.60)	(11.32)
Principal paid on lease liabilities	(3.59)	(5.33)
Expenses relating to Proposed IPO written off	(55.97)	-
Net cash used in financing activities (C)	180.38	397.94

STANDALONE STATEMENT OF CASH FLOWSFor the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 st March 2026	Year ended 31 st March 2025
Net decrease in cash and cash equivalents (A+B+C)	112.26	(14.74)
Cash and cash equivalents at the beginning of the year	5.38	20.12
Cash and cash equivalents at the end of the year	117.64	5.38
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise (Refer Note 11)		
Balances with banks on current accounts	117.64	5.17
Cash on hand	-	0.21
Total cash and cash equivalents at end of the year	117.64	5.38
Bank balances other than Cash and cash equivalents	23.78	79.38
Total	141.42	84.76

See accompanying notes are an integral part of the Standalone Ind AS statement of cash flows

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As per our report of even date

For **M S K A & Associates LLP**(Formerly known as 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

CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026**Karuppasamy Pandiarajan**

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026**Aditya Narayan Mishra**

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026**Lalita Pasari**

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

(A) Equity share capital

(Refer Note 15)

For the year ended 31 st March 2026	No. of shares	Amount
Balance as at 1st April 2025	42,504,255	85.01
Changes in equity share capital during the year	2,876,846	5.75
Balance as at 31st March 2026	45,381,101	90.76

For the year ended 31 st March 2025	No. of shares	Amount
Balance as at 1st April 2024	8,084,141	80.84
Changes in equity share capital during the year before sub-division	3,937	0.04
	8,088,078	80.88
Balance after Sub -division during the year	40,440,390	80.88
Changes in equity share capital during the year after sub-division	2,063,865	4.13
Balance as at 31st March 2025	42,504,255	85.01

(B) Other equity

For the year ended 31st March 2026 (Refer Note 16)

Particulars	Share application money pending allotment	Reserves and Surplus				Items of Other Comprehensive Income	Total
		Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Re-measurement of the net defined benefit liability/asset	
Balance as at 1 st April 2025	-	1,000.88	10.21	167.10	102.80	1.24	1,282.23
Profit for the year	-	-	-	11.08	-	-	11.08
Other comprehensive income	-	-	-	-	-	(1.47)	(1.47)
Securities premium credited on share issue	-	314.35	-	-	-	-	314.35
Dividend paid during the year	-	-	-	(13.60)	-	-	(13.60)
Money received on account of share application	314.10	-	-	-	-	-	314.10
Changes during the year/utilisation during the year	(314.08)	(26.19)	-	-	8.22	-	(332.05)
Balance as at 31 st March 2026	0.02	1,289.04	10.21	164.58	111.02	(0.23)	1,574.64

STANDALONE STATEMENT OF CHANGES IN EQUITYFor the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

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

Particulars	Share application money pending allotment	Reserves and Surplus				Items of Other Comprehensive Income	Total
		Securities Premium	Debenture redemption reserve	Retained Earnings	Employee Stock options outstanding account	Re-measurement of the net defined benefit liability/asset	
Balance as at 1st April 2024	1.95	578.27	10.21	87.51	81.25	1.53	760.72
Profit for the year	-	-	-	90.91	-	-	90.91
Other comprehensive income	-	-	-	-	-	(0.29)	(0.29)
Securities premium credited on share issue	-	422.73	-	-	-	-	422.73
Dividend paid during the year	-	-	-	(11.32)	-	-	(11.32)
Money received on account of share application	59.27	-	-	-	-	-	59.27
Changes during the year/utilisation during the year	(61.22)	(0.12)	-	-	21.55	-	(39.79)
Balance as at 31st March 2025	-	1,000.88	10.21	167.10	102.80	1.24	1,282.23

See accompanying notes are an integral part of the Standalone Ind AS statement of change in Equity

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As per our report of even date

For **M S K A & Associates LLP**

(Formerly known as 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

CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026**Karuppasamy Pandiarajan**

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026**Aditya Narayan Mishra**

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026**Lalita Pasari**

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

1 Corporate Information

CIEL HR Services Limited (the "Company") (CIN: U74140TN2010PLC077095) is a public limited Company domiciled in India and was incorporated on 23rd August 2010 under the provisions of the Companies Act, 1956 applicable in India.

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

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

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

These Standalone Ind AS Financial statements have been approved by the Board of Directors on 12th May 2026.

The financial statements once approved by the Board of Directors needs to be adopted by the shareholders at the annual general meeting of the Company. The Board of Directors can withdraw and re-issue the financial statements so adopted only in specific cases such as non-compliance with the applicable accounting standards, with the approval of Tribunal, after following the appropriate procedure as per Companies Act, 2013.

2 Material accounting policy information

Material accounting policies adopted by the Company are as under:

2.01 Basis of Preparation

(a) Statement of Compliance

These standalone financial statements have been prepared in accordance with Indian Accounting

Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the act and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

(b) Basis of measurement

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

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

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

(c) Classification between Current and Non-current

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Company 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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

The Company classifies all other liabilities as non-current.

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

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

(d) Use of estimates and judgement

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

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

(e) Rounding off amounts

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

2.02 Summary of material accounting policy information

(A) Property, plant and equipment (PPE)

PPE are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can

be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of profit and loss during the year in which they are incurred.

(B) Depreciation methods, estimated useful lives

The Company, based on technical assessment and management estimate, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Act. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The Company has estimated the following useful lives to provide depreciation on its property, plant and equipment:

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

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

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

(C) 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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

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

(b) Internally generated: Research and development

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

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

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

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

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

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising

upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss. when the asset is derecognised.

(D) Investments in subsidiaries

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.

(E) 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.

(F) Cash flow statement

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

(G) Leases

The Company as a lessee

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

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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

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

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- 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 Company exercising that option

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

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

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

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

(H) Foreign currency transactions

(a) Functional and presentation currency

Items included in the standalone financial statements are measured using the currency of the

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

(b) Transactions and balances

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

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

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

(I) Fair value measurement

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

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

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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

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

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

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

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

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

– Note 35

(J) Provisions and contingent liabilities

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

to settle the present obligation at the Balance sheet date.

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

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

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

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

(K) Revenue from contract with customer

(a) Sale of services

Revenue is recognised to the extent that it is highly probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

Revenue in excess of invoicing are classified as unbilled revenue (contract assets) while collections in excess of revenues are classified as unearned revenue (contract liabilities) / advance from customers.

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

(b) Contract balances

Contract assets

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

Contract liability

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

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).

(L) Employee Benefits

(a) Short-term benefits

Short term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees

render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Other long-term employee benefits

(i) Defined contribution plan

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

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

(ii) Defined benefit plans

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

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to 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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

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

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

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

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

(c) Share-based payments

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

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

Statement of Profit and Loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

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

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

(M) Taxes

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

(a) Current income tax

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

(b) Deferred tax

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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

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

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

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

(N) Impairment of non-financial assets

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

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

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future

cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

(O) 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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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 AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

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

(iii) Impairment of financial assets

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

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL

is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

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

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

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

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

(iv) Derecognition of financial assets

A financial asset is derecognized only when

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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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.

(P) Earnings Per Share (EPS)

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

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

(Q) Exceptional items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance.

Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments in subsidiaries, impairment losses/write down in value of investment in subsidiaries or any other items, significant disposal of property, plant and equipment, investment property etc.

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(R) 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 Company'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 outsources services, professional staffing, alue staffing, payroll and compliance, HR advisor, skilling and Background Verification services
HR Platforms	It operates platforms which provide various functions including talent assessment and development, talent engagement, employee learning, human resource management system, fresher upskilling and statutory compliance management

Further:

- 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 Company as a whole and not allocable to segments are included under unallocable expenditure.
- Income which relates to the Company 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 consolidated profit before tax of the Company.
- 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 Company 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.

(S) Events after the reporting period

If the Company receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its standalone financial statements. The Company will adjust the amounts recognised in its standalone financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its standalone financial statements, but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2.03 New and amended standards adopted by Company

The Ministry of corporate Affairs ("MCA") notified amendments on 7th May 2025 and 13th August 2025 under the Companies (Indian Accounting Standards) Amendment Rules, 2025 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which is effective from annual reporting periods beginning on or after 1st April 2025.

(a) Amendment to Ind AS 7 and Ind AS 107– Supplier Finance Arrangement:

The amendments to Ind AS 7 'Statement of Cash Flows' and Ind AS 107 'Financial Instruments: Disclosures' clarify the characteristics of supplier finance arrangements and require additional disclosures for such arrangements. The disclosure requirements in the amendments are intended to assist users of standalone financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

(b) Amendment to Ind AS 1–Classification of liabilities as current or non-current and non-current liabilities with covenants:

The amendment specifies the requirements for classifying liabilities as current or non-current in the balance sheet, and clarifies the following:

- An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period. The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

b) If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.

c) In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

(c) Amendment to Ind AS 12 – Pillar-Two Tax Reforms

The Company is not within the scope of the OECD Pillar Two Model Rules, as Pillar Two legislation has not yet been enacted in any of the jurisdiction in which the Company operates.

(d) Amendment to Ind AS 21-Lack of exchangeability

The Amendments introduces requirement to assess when a currency is exchangeable into another currency and when it is not. The amendment requires an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. These amendments had no effect on the standalone financial statements of the Company.

The below amendments are notified but not yet effective

Amendment to Ind AS 1 'Presentation of Financial Statements'- Classification of Liabilities as current or non-current and non-current liabilities with covenants:

The amendment includes specific provisions that will take effect for reporting periods beginning on or after 1st April 2026, retrospectively, as outlined below:

- a) Breach of material covenant for long-term loan arrangement on or before end of reporting period with effect that liability becomes payable on demand as on reporting date, then it shall be classified as current liability, if lender agreed after reporting period and before approval of financial statements to not demand payment as a consequence of breach.
- b) Classify as non-current liability, if lender agreed by end of reporting period to provide grace period ending at least 12 months after reporting period within which entity can

rectify the breach provided lender does not demand immediate repayment.

- c) Disclose information about the timing of settlement to understand the impact of the liability on the standalone financial statements.

The Company does not expect this amendment to have an impact on its operations or standalone financial statements.

3 Significant accounting judgments, estimates and assumptions

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

3.1 Estimates and assumptions

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

(a) Taxes

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

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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

(d) Impairment of non-financial assets and goodwill

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

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

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

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

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

The assessment of the correlation between historical observed default rates and ECLs is a significant estimate. The Company's historical credit loss experience may also not be representative of customer's actual default in the future.

(f) Intangible assets under development

The Company capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

(g) Leases

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

(h) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

4 Property, plant and equipment

Particular	Gross Carrying Amount			Depreciation		Net Carrying Amount	
	As at 1 st April 2025	Additions	Disposals	As at 31 st March 2026	As at 1 st April 2025 for the year	As at 31 st March 2026	As at 31 st March 2026
Furniture and fixtures	0.01	-	-	0.01	-	0.01	-
Vehicles	0.66	-	-	0.66	0.14	0.59	0.07
Office equipment	1.17	0.14	-	1.31	0.20	0.70	0.61
Computers and related equipment	14.71	2.43	-	17.14	3.16	12.41	4.73
Total	16.55	2.57	-	19.12	3.50	13.71	5.41

Particular	Gross Carrying Amount			Depreciation		Net Carrying Amount	
	As at 1 st April 2024	Additions	Disposals	As at 31 st March 2025	As at 1 st April 2024 for the year	As at 31 st March 2025	As at 31 st March 2025
Furniture and fixtures	0.01	-	-	0.01	-	0.01	-
Vehicles	0.66	-	-	0.66	0.14	0.45	0.21
Office equipment	0.72	0.45	-	1.17	0.16	0.50	0.67
Computers and related equipment	9.83	4.99	0.11	14.71	2.83	9.25	5.46
Total	11.22	5.44	0.11	16.55	3.13	10.21	6.34

4.01 Revaluation of Assets

The Company has not revalued its property, plant and equipment during the year ending 31st March 2026 and 31st March 2025.

4.02 Change in estimate

There are no changes in estimates for the year ending 31st March 2026 and 31st March 2025.

*The entire fixed assets of the company are subject to a first pari-passu charge by way of hypothecation for securing the borrowings of the Company. Refer Note 19.01(iii) for further details.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

5 Right-of-use assets

Particular	Gross Carrying Amount			Depreciation			Net Carrying Amount	
	As at 1 st April 2025	Additions	Disposals	As at 1 st April 2025	Depreciation for the year	Disposal	As at 31 st March 2026	As at 31 st March 2026
Buildings	55.17	46.60	-	36.12	23.53	-	59.65	42.12
Total	55.17	46.60	-	36.12	23.53	-	59.65	42.12

Particular	Gross Carrying Amount			Depreciation			Net Carrying Amount	
	As at 1 st April 2024	Additions	Disposals	As at 1 st April 2024	Depreciation for the year	Disposal	As at 31 st March 2025	As at 31 st March 2025
Buildings	45.20	9.97	-	23.31	12.81	-	36.12	19.05
Total	45.20	9.97	-	23.31	12.81	-	36.12	19.05

5.01 Leases where company is a lessee

The Company also has certain leases of office space with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases. (recognised in other expenses Refer Note 29)

5.02 Revaluation of assets

The Company has not revalued its right-of-use assets during the year ending 31st March 2026 and 31st March 2025.

5.03 Change in estimate

There are no changes in estimates for the year ending 31st March 2026 and 31st March 2025.

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(Amount in INR Millions, unless otherwise stated)

6 Other intangible assets

Particular	Gross Carrying Amount				Depreciation		Net Carrying Amount	
	As at 1 st April 2025	Additions	Disposals	As at 31 st March 2026	As at 1 st April 2025 for the year	Disposal	As at 31 st March 2026	As at 31 st March 2026
Computer software	0.96	5.67	-	6.63	0.73	0.78	1.51	5.12
Bridge vendor	1.87	-	-	1.87	-	-	1.87	-
APPI payroll	6.43	-	-	6.43	1.09	-	5.89	0.54
Rise HR management	2.57	-	-	2.57	0.43	-	2.35	0.22
HYRE equipment	3.86	-	-	3.86	0.65	-	3.52	0.34
Total	15.69	5.67	-	21.36	2.95	-	15.14	6.22

Particular	Gross Carrying Amount				Depreciation		Net Carrying Amount	
	As at 1 st April 2024	Additions	Disposals	As at 31 st March 2025	As at 1 st April 2024 for the year	Disposal	As at 31 st March 2025	As at 31 st March 2025
Computer software	0.96	-	-	0.96	0.43	0.30	0.73	0.23
Bridge vendor	1.87	-	-	1.87	-	-	1.87	-
APPI payroll	6.43	-	-	6.43	1.09	-	4.80	1.63
Rise HR management	2.57	-	-	2.57	0.43	-	1.92	0.65
HYRE equipment	3.86	-	-	3.86	0.65	-	2.87	0.99
Total	15.69	-	-	15.69	2.47	-	12.19	3.50

6.01 Revaluation of intangible assets

The Company has not revalued its intangible assets during the year ending 31st March 2026 and 31st March 2025.

6.02 Change in estimate

There are no changes in estimates for the year ending ended 31st March 2026 and 31st March 2025.

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(Amount in INR Millions, unless otherwise stated)

7 Financial assets - Investments

Investment in equity unquoted instruments (fully paid-up)	As at 31 st March 2026	As at 31 st March 2025
Investment in subsidiaries at cost		
20,40,000 shares of INR 10 each fully paid up in CIEL Skills and Careers Pvt Ltd	161.78	161.78
78,65,000 shares of INR 10 each fully paid up in Ma Foi Strategic Consultants Pvt Ltd	201.05	201.05
615,746 shares of INR 10 each fully paid up in Next Leap Career Solutions Pvt Ltd	278.73	278.73
634,208 shares of INR 10 each fully paid up in Integrum Technologies Pvt Ltd	30.72	18.72
9,999 shares of INR 10 each fully paid up in CIEL Technologies Pvt Ltd	0.10	0.10
600,000 shares of INR 10 each fully paid up in Aargee Staffing Services Pvt Ltd (Refer Note: 29.01)	-	2.00
452,285 shares of INR 10 each fully paid up in Firstventure Corporation Pvt Ltd (31 st March 2025: 309,031 shares of INR 10 each fully paid)	145.22	91.47
7600 shares of INR 10 each fully paid up in Thomas Assessments Pvt Ltd (w.e.f 4 th October 2024) (31 st March 2025: 5100 shares of INR 10 each fully paid)	147.64	78.92
7600 shares of INR 10 each fully paid up in People Metrics Pvt Ltd (w.e.f 4 th October 2024) (31 st March 2025: 5100 shares of INR 10 each fully paid)	29.60	15.82
37,806 shares of INR 100 each fully paid up in Vibrant Screen Pvt Ltd (w.e.f 27 th March 2025)	286.47	224.40
10,000 shares of INR 10 each fully paid up in CIEL Powertrain Solutions Private Limited (w.e.f 9 th April 2025)	0.10	-
Total (equity instruments)	1,281.41	1,072.99
Non- current	1,281.41	1,072.99
	1,281.41	1,072.99
Aggregate book value of:		
Unquoted investments	1,281.41	1,072.99

8 Other financial assets

Financial instruments at amortised cost	31 st March 2026		31 st March 2025	
	Non Current	Current	Non Current	Current
Security deposits	36.48	0.70	28.12	-
Deposit accounts with maturity for more than 12 months	0.23	-	12.46	-
Interest accrued on fixed deposits with banks	-	0.38	3.87	-
Total	36.71	1.08	44.45	-

9 Other non-current assets

Other non-current assets	31 st March 2026	31 st March 2025
Reimbursement right for Gratuity* (Refer Note 34)	208.34	138.05
Total	208.34	138.05

*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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

10 Trade receivable

	31 st March 2026	31 st March 2025
Unsecured, considered good		
Receivable from contract with customer - billed	1,448.40	1,323.35
Receivable from contract with customer - unbilled*	688.34	410.64
Unsecured, considered doubtful		
Receivable from contract with customer - billed	11.08	1.63
	2,147.82	1,735.62
Less: allowance for expected credit losses	(11.08)	(1.63)
Total	2,136.74	1,733.99

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

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

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

Note - The current assets of the group are subject to a first pari-passu charge by way of hypothecation for securing the borrowings of the Company. Refer Note 19.01(iii) for further details.

The movement in allowances for credit impaired receivables is as follows:

Particulars	31 st March 2026	31 st March 2025
Opening balance	1.63	3.22
Additions / (Reversals)	9.45	(1.59)
Closing Balance	11.08	1.63

10.01 Ageing of Trade receivables

As at 31st March 2026

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	688.34	555.61	863.57	19.18	4.92	3.67	1.45	2,136.74
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	11.08	-	11.08
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Less: Impairment loss on credit impaired trade receivables								(11.08)
Total								2,136.74

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

As at 31st March 2025

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	410.64	1,218.92	80.00	18.15	3.56	2.72	-	1,733.99
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	1.63	-	1.63
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Less: Impairment loss on credit impaired trade receivables								(1.63)
Total								1,733.99

11 Cash and cash equivalents

	31 st March 2026	31 st March 2025
Balances with banks:		
In current accounts	117.64	5.17
Cash on hand	-	0.21
Total	117.64	5.38

12 Bank balances other than cash and cash equivalent

	31 st March 2026	31 st March 2025
Deposits with banks with original maturity of more than three months but less than 12 months	23.78	79.38
Total	23.78	79.38

13 Loans

	31 st March 2026	31 st March 2025
Unsecured, considered good (Refer Note 33)		
Loans to related parties	386.03	249.03
	386.03	249.03

Refer Note 35 for fair value measurements

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

13.1 Details of loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, are as follows:

Name of the subsidiaries	Repayable on demand (Yes / No)	Purpose of Loan	Rate of Interest	31 st March 2026		31 st March 2025	
				Amount outstanding as at balance sheet date	% of Total	Amount outstanding as at balance sheet date	% of Total
CIEL Technologies Private Limited	Yes	Working capital requirements	9.00%	10.17	2.63%	19.77	7.94%
Ma Foi Strategic Consultants Private Limited	Yes	Working capital requirements	9.00%	251.33	65.11%	159.10	63.89%
Integrum Technologies Private Limited	Yes	Working capital requirements	9.00%	67.85	17.58%	57.46	23.07%
CIEL Skills And Careers Private Limited	Yes	Working capital requirements	9.00%	23.30	6.04%	12.25	4.92%
Aargee Staffing Services Private Limited	Yes	Working capital requirements	9.00%	6.25	1.62%	0.45	0.18%
Next Leap Carrer Solutions Private Limited	Yes	Working capital requirements	9.00%	10.17	2.63%	-	0.00%
Firstventure Corporation Private Limited	Yes	Working capital requirements	9.00%	15.00	3.89%	-	0.00%
CIEL Powertrain Solutions Private Limited	Yes	Working capital requirements	9.00%	1.96	0.51%	-	0.00%
Total				386.03		249.03	

14 Other current assets

	31 st March 2026	31 st March 2025
Balance with government authorities	412.07	212.52
Prepaid expenses	62.89	132.83
Advances to vendors	5.81	1.14
Advances to employees	18.43	1.95
Reimbursement right for gratuity*	35.19	22.89
Total	534.39	371.33

*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.

Note - The current assets of the Company are subject to a first pari-passu charge by way of hypothecation for securing the borrowings of the Company. Refer Note 19.01(iii) for further details.

15 Equity share capital

	31 st March 2026	31 st March 2025
Authorized share capital		
75,000,000 Equity Shares of INR 2/- each	150.00	150.00
	150.00	150.00
Issued, subscribed and paid up share capital		
45,381,101 Equity shares of INR 2/- each (31 st March 2025: 42,504,255 Equity shares of INR 2/- each)	90.76	85.01
Total	90.76	85.01

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

Authorized Share Capital	31 st March 2026		31 st March 2025	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year				
Equity shares of INR 2/- each	75,000,000	150.00	11,000,000	110.00
i. Change during the year (Refer Note (i))	-	-	44,000,000	-
ii. Change during the year (Refer Note (ii))	-	-	20,000,000	40.00
Outstanding at the end of the year	75,000,000	150.00	75,000,000	150.00

- (i) On and from the record date of 15th May 2024, the equity shares of the Company have been sub-divided, such that 1 (one) equity having face value of INR 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of INR 2 (two) each, fully paid up, ranking pari-passu in all respects.
- (ii) With effect from 8th October 2024, the Company increased its authorised share capital from INR 110,000,000 (Rupees Eleven Crore), divided into 55,000,000 (Five Crore Fifty Lakh) equity shares of INR 2 each, to INR 150,000,000 (Rupees Fifteen Crore), divided into 75,000,000 (Seven Crore Fifty Lakh) equity shares of INR 2 each.

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

Equity Shares	31 st March 2026		31 st March 2025	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	42,504,255	85.01	8,084,141	80.84
i. Issued during the year - for cash (Refer Note b)	-	-	3,937	0.04
	42,504,255	85.01	8,088,078	80.88
Outstanding after Sub -division during the year (Refer Note a)	-	-	40,440,390	80.88
ii. Issued during the year - for cash (Refer Note c)	2,727,272	5.45	257,267	0.51
iii. Issued during the year - on exercise of employee stock options (Refer Note d)	149,574	0.30	18,575	0.04
iv. Issued during the year - for non cash (Refer Note e, f)	-	-	1,788,023	3.58
Outstanding at the end of the year	45,381,101	90.76	42,504,255	85.01

Notes:

- (a) On and from the record date of 15th May 2024, the equity shares of the Company have been sub-divided, such that 1 (one) equity having face value of INR 10 (ten only) each, fully paid up, stands sub- divided into 5 (five) equity shares having face value of INR 2 (two) each, fully paid up, ranking pari-passu in all respects.
- (b) The Company has made private placement of shares for the year ended 31st March 2025 of 3,937 shares of INR 10/- each.
- (c) The Company has made private placement of shares for the year ended 31st March 2026 of 2,727,272 shares of INR 2/- each and for the year ended 31st March 2025 of 2,57,267 shares of INR 2/- each.
- (d) During the year ended 31st March 2026 company has issued equity shares under Employee Stock Option Plans of 1,49,574 shares of INR 2/- and during the year 31st March 2025, 18,575 shares of INR 2/- each respectively
- (e) During the year 31st March 2025, the Company has issued 13,978 shares to promoters Aditya Narayan Mishra and Santhosh Nair as part of their incentive payouts for FY 23- 24.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(f) During the year ended 31st March 2025, the Company issued 17,74,045 equity shares to non-controlling shareholders of subsidiaries as below, as non-cash consideration for the acquisition of remaining stakes.

1. Ma Foi Strategic Consultants Private Limited: 783,417 shares of INR 2/- each
2. CIEL Skills and Careers Private Limited: 7,37,722 shares of INR 2/- each.
3. Integrum Technologies Private Limited: 68,224 shares of INR 2/- each.
4. Thomas Assessment Private Limited: 184,682 shares of INR 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 INR 2/- per share. Each shareholder is entitled to one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

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

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

Name of the shareholder	31 st March 2026		31 st March 2025	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of INR 2/- each				
Karuppasamy Pandiarajan	18,804,083	41.44%	18,804,083	44.24%
Hemalatha Rajan	6,835,337	15.06%	6,835,337	16.08%
Aditya Narayan Mishra	5,982,241	13.18%	5,982,241	14.07%
Santhosh Nair	4,026,832	8.87%	4,026,832	9.47%

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

Promoter name	31 st March 2026			31 st March 2025		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Karuppasamy Pandiarajan	18,804,083	41.44%	(2.80%)	18,804,083	44.24%	(2.07%)
Hemalatha Rajan	6,835,337	15.06%	(1.02%)	6,835,337	16.08%	(0.89%)
Aditya Narayan Mishra	5,982,241	13.18%	(0.89%)	5,982,241	14.07%	(0.70%)
Santhosh Nair	4,026,832	8.87%	(0.60%)	4,026,832	9.47%	(0.46%)
Doraiswamy Rajiv Krishnan	1,214,330	2.68%	(0.18%)	1,214,330	2.86%	2.54%
Total	36,862,823	81.23%	(5.50%)	36,862,823	86.73%	(1.58%)

16 Other equity

	31 st March 2026	31 st March 2025
Employee stock options outstanding account (Refer Note a)	111.02	102.80
Securities premium (Refer Note b)	1,289.04	1,000.88
Surplus in the statement of profit and Loss (Refer Note c)	164.58	167.10
Debenture redemption reserve (Refer Note d)	10.21	10.21
Equity share application money (Refer Note e)	0.02	-
Other comprehensive income (Refer Note f)	(0.23)	1.24
	1,574.64	1,282.23

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Nature and purpose of items in other equity

The following describes the nature and purpose of each item within other equity:

Particulars	Description and purpose
Securities premium	The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of options. This reserve will be utilised in accordance with provisions of Section 52 of the act.
Surplus/(deficit) in the Statement of Profit and Loss	Retained earnings represents the Company's undistributed earnings after taxes.
Debenture redemption reserve	Debenture redemption reserve represents the amount appropriated out of profits in accordance with statutory requirements, to provide for the redemption of debentures. The reserve is not available for distribution as dividend.
Employee stock option reserve	The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to Employee stock options outstanding account. This will be utilised for allotment of equity shares against outstanding employee stock options.
Equity share application money	Equity share application money represents amounts received from applicants for equity shares pending allotment. The amount is classified as a liability until the shares are allotted or application money is refunded, as applicable
Others comprehensive income	The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of options. This reserve will be utilised in accordance with provisions of Section 52 of the Act.

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

	31 st March 2026	31 st March 2025
Balance at the beginning of the year	102.80	81.25
Add: Employee stock option expense	28.01	27.55
Less: reductions during the year	(19.79)	(6.00)
	111.02	102.80

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

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 37 for details of these plans.

(b) Securities premium

	31 st March 2026	31 st March 2025
Opening balance	1,000.88	578.27
Add : Securities premium credited on share issue	314.35	422.73
Less: Share issue expenses for the year	(26.19)	(0.12)
Closing balance	1,289.04	1,000.88

Note - During the year, Securities premium has been adjusted with related transactions for issue of shares

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(c) Surplus in the Statement of Profit and Loss

	31 st March 2026	31 st March 2025
Opening balance	167.10	87.51
Add: Net profit for the current year	11.08	90.91
Less: Dividend paid	(13.60)	(11.32)
Closing balance	164.58	167.10

(d) Debenture redemption reserve

	31 st March 2026	31 st March 2025
-As at beginning of the year	10.21	10.21
-Transfer from retained earnings	-	-
Closing balance	10.21	10.21

(e) Equity share application money

	31 st March 2026	31 st March 2025
-As at beginning of the year	-	1.95
Equity Share application money received during the year	314.10	59.27
Equity Share application money utilized during the year	(314.08)	(61.22)
Closing balance	0.02	-

(f) Other comprehensive income

	31 st March 2026	31 st March 2025
Opening balance	1.24	1.53
-Re-measurement losses on defined benefit plans (net of tax)	(1.47)	(0.29)
Closing balance	(0.23)	1.24

17 Non-current borrowings

	31 st March 2026	31 st March 2025
Unsecured		
(a) Debentures		
10 % non convertible debentures (refer Note i)	40.08	47.70
9% non convertible debentures (Refer Note i)	-	2.10
(b) From other parties (Note 19.01)	38.35	87.18
Total	78.43	136.98
Less: Current maturities of long term debt	(38.35)	(73.37)
Total	40.08	63.61

- i. 10% Non -convertible debentures and 9% Non convertible debentures are redeemable at par at the end of twenty four months from the date of allotment. The debenture holder would have an option to request for redemption of NCDs before the end of the maturity period by giving a notice of not less than 60 days to the Company or to extend the tenure beyond maturity period with consent of debenture trustee appointed in this behalf.. During the year ended 31st March 2026, the Company redeemed INR 2.10 mn of 9% Non-convertible debentures.
- ii. The primary security for the loans are:
 - 1) First Pari-passu charge by way of hypothecation on entire current assets of the Company (Present & Future) and
 - 2) First Pari-passu charge by way of hypothecation on entire fixed assets of the Company (Present & Future)

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

3) The collateral security for the loan are:

- (i) The loan is secured by personal guarantee of Mr. K.Pandiarajan, Mrs. Hemalatha Rajan, Mr. Aditya Narayan Mishra and Mr. Santhosh Nair.

Movement in borrowings:

Long term borrowings	31 st March 2026	31 st March 2025
Opening balance at the beginning of the year	136.98	92.55
Net Proceeds / (Repayments) from borrowings	(58.55)	44.43
Total	78.43	136.98
Current maturity portion	(38.35)	(73.37)
Closing balance as at the end of the year	44.08	63.61

18 Provisions

	31 st March 2026	31 st March 2025
Non current		
Provision for employee benefits		
Provision for gratuity (unfunded) (Refer Note 34)	227.87	150.65
Provision for compensated absences (unfunded)	7.30	3.78
Total Provisions	235.17	154.43

	31 st March 2026	31 st March 2025
Current		
Provision for employee benefits		
Provision for gratuity (unfunded) (Refer Note 34)	38.90	25.42
Provision for compensated absences (unfunded)	1.88	1.64
Total Provisions	40.78	27.06

19 Current borrowings

	31 st March 2026	31 st March 2025
Secured, from bank, term loan		
- Working capital loans (Refer Note (iii) and (iv) below)	969.54	811.53
Unsecured Loans		
From other parties		
Current maturity of long term debts (Refer Note 17 and Refer Note (i) below)	38.35	73.37
Total current borrowings	1,007.89	884.90

(i) Unsecured loans from other parties - terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at 31 st March 2026	Carrying amount as at 31 st March 2025
Unsecured loans from banks/financial institutions :				
(i) Oxyzo Financial Services Limited	14.50%	Jun-26	3.07	87.18
(i) Oxyzo Financial Services Limited	14.50%	Feb-27	35.28	-
Total			38.35	87.18

(ii) 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.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(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)

(iv) 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.

20 Trade payables

	31 st March 2026	31 st March 2025
Total outstanding dues of micro and small enterprises	85.54	6.71
Total outstanding dues of creditors other than micro and small enterprises	107.10	63.20
Provision for accrued expenses	118.51	50.57
Total	311.15	120.48

- i. Refer Note. 36 for the Company's credit risk management process.
- ii. Refer Note. 33 for Trade payables to related parties.
- iii. Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.
- iv. Trade payables are non-interest bearing and generally on terms of 30 to 90 days

Trade payables ageing schedule

As at 31st March 2026

Particulars	Current					
	Unbilled Dues	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	85.54	-	-	-	85.54
(ii) Disputed dues – MSME	-	-	-	-	-	-
(iii) Others	118.51	107.10	-	-	-	225.61
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	118.51	192.64	-	-	-	311.15

As at 31st March 2025

Particulars	Current					
	Unbilled Dues	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	6.71	-	-	-	6.71
(ii) Disputed dues – MSME	-	-	-	-	-	-
(iii) Others	50.57	63.20	-	-	-	113.77
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	50.57	69.91	-	-	-	120.48

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

Particulars	31 st March 2026	31 st March 2025
(a) Amount remaining unpaid to any supplier at the end of each accounting period:		
Principal	85.54	6.71
Interest	-	-
Total	85.54	6.71
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting period.	-	-
(c) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting period.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

21 Other financial liabilities

	Current	
	31 st March 2026	31 st March 2025
Employee benefits payables	1,080.26	789.52
Interest accrued but not due on loan	2.79	2.66
Application money received for NCDs pending allotment	0.50	-
Total	1,083.55	792.18

22 Current tax liabilities (net)

	31 st March 2026	31 st March 2025
Current tax payable	20.50	9.98
Total	20.50	9.98

23 Other current liabilities

	31 st March 2026	31 st March 2025
Statutory dues payable	266.49	252.98
Advance from customers	43.20	36.94
Other payables	-	0.31
Deferred revenue	34.23	-
Total	343.92	290.23

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

24 Revenue from operations

	31 st March 2026	31 st March 2025
Revenue from contracts with customers		
HR services	18,581.13	14,240.72
Total	18,581.13	14,240.72

The following table discloses the movement in contract assets (unbilled revenue) as disclosed in note 10:

	31 st March 2026	31 st March 2025
Balance at the beginning of the year	410.64	238.02
Add: Revenue recognised during the year	5,380.61	3,715.59
Less: Invoiced during the year	(5,102.91)	(3,542.97)
Balance at the end of the year	688.34	410.64

The following table discloses the movement in contract liabilities (deferred revenue) as disclosed in note 23:

	31 st March 2026	31 st March 2025
Balance at the beginning of the year	-	-
Add: Revenue deferred during the year	59.90	-
Less: Revenue recognised during the year	(25.67)	-
Balance at the end of the year	34.23	-

Disaggregation of revenue

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

Performance obligations and remaining performance obligations

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

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

The aggregate value of performance obligations that are completely or partially unsatisfied, other than those meeting the exclusion criteria mentioned above, as of 31st March 2026 is Nil and as of 31st March 2025 is Nil.

25 Other income

	31 st March 2026	31 st March 2025
Interest income		
- on fixed deposits	4.75	5.81
- on loans to related Parties (Refer Note 33)	28.80	18.01
- on lease deposits	0.38	0.26
- on tax refunds receivable	13.91	15.84
Foreign exchange gain (net)	7.63	2.24
Liabilities written back	1.56	-
Gain on sale of PPE / Intangible assets	-	0.03
Total	57.03	42.19

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

26 Employee benefits expense

	31 st March 2026	31 st March 2025
Salaries, wages, bonus and other allowances	17,016.49	13,026.62
Contribution to provident fund and other funds (Refer Note 34)	969.55	786.34
Gratuity and compensated expenses (Refer Note 34 for gratuity)	11.22	6.44
Employee stock option scheme compensation (Refer Note 37)	28.01	27.55
Staff welfare expenses	3.54	1.34
Total	18,028.81	13,848.29

27 Finance costs

	31 st March 2026	31 st March 2025
Interest expense on borrowing	97.01	65.42
Interest expense on delay in payment of taxes	5.69	2.59
Interest expense on lease liabilities	4.53	1.76
Other borrowing costs	3.93	3.66
Total	111.16	73.43

28 Depreciation and amortization expense

	31 st March 2026	31 st March 2025
Depreciation of property, plant and equipment (refer note 4)	3.50	3.13
Amortization of intangible assets (refer note 6)	2.95	2.47
Depreciation of right-of-use assets (refer note 5)	23.53	12.81
Total	29.98	18.41

29 Other expenses

	31 st March 2026	31 st March 2025
Recruitment and training	3.03	0.42
Rent	23.85	21.99
Travelling, stay and conveyance	10.29	12.64
Postage & courier	1.36	1.49
Printing & stationery	0.05	0.19
Communication and IT	1.59	1.76
Office expenses	1.47	1.63
Corporate and Social Responsibility (CSR) expenditure (Refer Note 42)	1.32	1.12
Legal and professional charges	22.99	24.75
Business partner fee	167.76	120.77
Business promotion & sales expenses	10.50	10.33
Membership and subscription charges	0.73	-
Software licence expenses	58.11	41.05
Provision for credit impaired trade receivables	9.45	-
Bank charges	2.02	-
Rates and taxes	0.52	0.46
Miscellaneous expenses	1.23	0.08
Remuneration to statutory auditors*	4.00	4.00
Total	320.27	242.68

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

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

As auditor:

	31 st March 2026	31 st March 2025
Statutory audit	4.00	4.00
Total	4.00	4.00

29.01 Exceptional items:

	31 st March 2026	31 st March 2025
Impairment loss allowance on:		
Investment in equity instruments of subsidiary - Aargee staffing services Pvt Ltd *	2.00	-
Loans given to subsidiary - Aargee staffing services Pvt Ltd *	5.10	-
Impact of new labour codes **	1.86	-
Expenses relating to proposed IPO written off***	121.04	-
	130.00	-

**On 10th October 2025, voluntary liquidation proceedings were initiated for Aargee Staffing Services Private Limited, a subsidiary of the Company.

Consequent to this development, the Company reassessed the recoverable amount of its investment in the equity shares of the said subsidiary. Based on this assessment, an impairment loss of INR 2.00 Million has been recognised during the year ended 31st March 2026. Additionally, the Company has partially impaired loans amounting to INR 5.10 Million extended to the subsidiary, considering the expected shortfall in its recoverability.

**During the year ended 31st March 2026, the Central Government of India has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes', effective from 21st November 2025 primarily impacting the wage definition to be considered for the purpose of defined benefit obligation relating to gratuity.

Include the following - where material past service cost arises:

The new Labour Codes introduced by the Government of India, inter alia, requires gratuity to be calculated based on wages constituting atleast 50% of total remuneration. This has resulted in an increase in gratuity benefits in respect of services rendered in prior periods, and accordingly, the Company has recognised past service cost amounting to INR 1.86 mn during the year. In accordance with Ind AS 19, the past service cost has been recognised in the Statement of Profit and Loss in the current year in which the plan amendment became effective.

***During the year ended 31st March 2026, the Company has incurred share issue expenses amounting to INR 140.36 mn in connection with its proposed public offer and offer for sale of equity shares. Out of the total expenses incurred, the Company has expensed off INR 121.04 mn in Statement of Profit and Loss as exceptional items during the year, on account of expected delays in Initial Public Offer (IPO) filing. The balance amount of INR 19.32 mn is adjusted to Securities Premium as these were incurred for the purposes of Pre-IPO.

30 Income tax expenses

Income tax expense charged to the statement of profit or loss	31 st March 2026	31 st March 2025
- Current tax	11.94	9.98
- Deferred tax credit	(5.08)	(0.79)
Income tax expense reported in the statement of profit or loss	6.86	9.19

Income tax expense charged to other comprehensive income

	31 st March 2026	31 st March 2025
Net loss on remeasurements of defined benefit plans	0.50	0.10
Income tax charged to other comprehensive income	0.50	0.10
Income tax expense attributable to		
Profit from operations	7.36	9.29
	7.36	9.29

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

30.01 Reconciliation of tax charge and the accounting profit

	31 st March 2026	31 st March 2025
Profit before tax	17.94	100.10
Tax Rate	25.17%	25.17%
Income tax expense at tax rates applicable	4.52	25.19
Tax effects of items that are not deductible/ deductible in determining taxable income:		
Effect of other income considered separately	11.94	9.98
- Expenses/income not deductible/allowed for tax purposes	44.46	6.95
- Deductible expenses	(22.71)	(22.16)
- Income to be excluded and other adjustments	(26.27)	(9.98)
Deferred tax benefit during the year (refere note 30.02)	(5.08)	(0.79)
Income tax expense	6.86	9.19

30.02 Deferred tax assets

Year ended 31 st March 2026	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets				
On property, plant and equipment	0.55	(0.11)	-	0.44
On other intangible assets	0.73	0.16	-	0.89
On lease liabilities	5.19	5.95	-	11.14
On re-measurements gain/(losses) of post-employment benefit obligations	5.17	2.49	0.50	8.16
On provision for doubtful debts	0.39	2.40	-	2.79
On provsion for expenses	-	-	-	-
	12.03	10.89	0.50	23.42
Deferred tax liabilities				
On Right of use assets	(4.79)	(5.81)	-	(10.60)
	(4.79)	(5.81)	-	(10.60)
Deferred tax assets, net	7.24	5.08	0.50	12.82

Year ended 31 st March 2025	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets				
On property, plant and equipment	0.42	0.13	-	0.55
On other intangible assets	0.65	0.08	-	0.73
On lease liabilities	6.09	(0.90)	-	5.19
On re-measurements gain/(losses) of post-employment benefit obligations	2.76	2.31	0.10	5.17
On provision for doubtful debts	0.81	(0.42)	-	0.39
On provsion for expenses	1.13	(1.13)	-	0.00
	11.86	0.07	0.10	12.03
Deferred tax liabilities				
On other intangible assets				
On right of use assets	(5.51)	0.72	-	(4.79)
	(5.51)	0.72	-	(4.79)
Deferred tax assets, net	6.35	0.79	0.10	7.24

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

30.03 Recognition of deferred tax asset

Balance sheet	31 st March 2026	31 st March 2025
Deferred tax asset	23.42	12.03
Deferred tax liabilities	(10.60)	(4.79)
Deferred tax assets/ (liabilities), net	12.82	7.24

31 Earnings per equity share

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

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

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

Particulars	31 st March 2026	31 st March 2025
Basic earnings per equity share (INR)	0.26	2.17
Diluted earnings per equity share (INR)	0.25	2.13
Profit attributable to the equity shareholders		
Profit attributable to the equity shareholders used in calculating basic earnings per equity share	11.08	90.91
Profit attributable to the equity shareholders used in calculating diluted earnings per equity share	11.08	90.91
Weighted average number of shares used as denominator		
Weighted average number of shares used as denominator in calculating basic earning per share	43,216,631	41,815,605
Weighted average number of shares used as denominator in calculating diluted earning per share	44,370,417	42,655,219

Computation of weighted average number of shares

Particulars	31 st March 2026	31 st March 2025
Number of equity shares outstanding at beginning of the year	42,504,255	40,420,705
Add: Weighted average number of equity shares issued during the year	712,376	1,394,900
Weighted average number of shares outstanding at the end of year for computing basic earnings per share	43,216,631	41,815,605
Add: Impact of potentially dilutive equity shares - employee stock options	1,153,786	839,614
Weighted average number of shares outstanding at the end of year for computing diluted earnings per share	44,370,417	42,655,219

32 Leases where Company is a lessee

Changes in the lease liabilities

Particulars	31 st March 2026		31 st March 2025	
	Category of ROU Asset Buildings	Total	Category of ROU Asset Buildings	Total
Balance at beginning of the year	20.62	20.62	24.19	24.19
Recognized during the year	46.60	46.60	9.97	9.97
Unwinding of discount on lease liabilities	4.53	4.53	1.76	1.76
Payments during the year	(27.50)	(27.50)	(15.30)	(15.30)
Balance at end of the year	44.25	44.25	20.62	20.62

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Break-up of current and non-current lease liabilities

Particulars	31 st March 2026	31 st March 2025
Current lease liabilities	20.47	10.16
Non-current lease liabilities	23.78	10.46
Total	44.25	20.62

Maturity analysis of lease liabilities

Particulars	31 st March 2026	31 st March 2025
Less than one year	22.94	11.51
One to five years	26.51	11.09
More than five years	-	-
Total	49.45	22.60

Amounts recognised in Statement of Profit and Loss account

Particulars	31 st March 2026	31 st March 2025
Interest on lease liabilities	4.53	1.76
Short-term leases expensed	23.85	21.99
Total	28.38	23.75

33 Related party disclosures

In accordance with the requirements of Ind AS 24 Related Party Disclosures, names of the related parties, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods are as follows:

(a) Names of related parties and description of relationship as identified by the Company:

Name of the related party	Location	Nature of the relationship
CIEL Skills and Careers Private Limited	India	Subsidiaries
Ma Foi Strategic Consultants Private limited	India	
Integrum Technologies Private Limited	India	
Next Leap Carrer Solutions Private Limited	India	
CIEL Technologies Private Limited	India	
Aargee Staffing Services Private Limited	India	
FirstVenture Corporation Private Limited	India	
People Metrics Private Limited (w.e.f 4 th October 2024)	India	
Thomas Assessments Private Limited (w.e.f 4 th October 2024)	India	
Vibrant Screen Private Limited (w.e.f 27 th March 2025)	India	
CIEL Powertrain Solutions Private Limited (w.e.f 9 th April 2025)	India	
Karuppasamy Pandiarajan	India	
Aditya Narayan Mishra	India	
Santhosh Nair	India	Executive Chairman & Director
Hemalatha Rajan	India	
Doraiswamy Rajiv Krishnan	India	
Saurabh Ashok More	India	
Lalita Pasari	India	
Sheetal Saurabh More	India	
Sornammal Educational Trust	India	
The Ma Foi Foundation	India	
Athera Enterprises Private Limited	India	

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Key management personnel compensation:

Particulars	31 st March 2026	31 st March 2025
Karuppasamy Pandiarajan	9.99	9.53
Hemalatha Rajan	8.26	7.97
Aditya Narayan Mishra	11.18	11.79
Santhosh Nair	7.77	8.11
Doraiswamy Rajiv Krishnan	11.03	11.24
Saurabh Ashok More	8.77	6.73
Lalita Pasari	2.14	1.45
	59.14	56.82

*Managerial remuneration does not include share based expenses, cost of employee benefits such as gratuity and compensated absences as provision for these are based on an actuarial valuation carried out for the Company as a whole.

Transactions with related parties during the year are as follows:

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
Revenue from Operations			
Integrum Technologies Private Limited	Subsidiary	2.75	2.18
FirstVenture Corporation Private Limited	Subsidiary	0.30	0.06
Mafoi Strategic Consultants Pvt Ltd	Subsidiary	1.14	0.28
CIEL Skills and Careers Private Limited	Subsidiary	21.84	1.49
Aargee Staffing Services Private Limited	Subsidiary	0.03	0.31
Next Leap Carrer Solutions Private Limited	Subsidiary	33.39	42.97
People Metrics Private Limited	Subsidiary	15.00	7.50
Thomas assessments Private Limited	Subsidiary	10.65	2.51
CIEL Technologies Private Limited	Subsidiary	-	0.03
Vibrant Screen Private Limited	Subsidiary	39.86	-
Other Income			
CIEL Technologies Private Limited	Subsidiary	0.96	0.96
Integrum Technologies Private Limited	Subsidiary	5.64	3.68
Ma Foi Strategic Consultants Private Limited	Subsidiary	17.46	12.29
CIEL Skills and Careers Private Limited	Subsidiary	2.64	0.53
FirstVenture Corporation Private Limited	Subsidiary	1.02	-
CIEL Powertrain Solutions Private Limited	Subsidiary	0.37	-
Next Leap Carrer Solutions Private Limited	Subsidiary	0.19	-
Aargee Staffing Services Private Limited	Subsidiary	0.52	0.55

Finance costs - Interest on debentures	Nature of the relationship	31 st March 2026	31 st March 2025
Aditya Narayan Mishra	Key management personnel	0.14	0.14
Santhosh Nair	Key management personnel	0.12	0.12
Hemalatha Rajan	Key management personnel	-	0.29
Sheetal Saurabh More	Relative of Key Managerial Personnel	0.10	0.10

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
Other expenses			
CIEL Skills and Careers Private Limited	Subsidiary	19.79	5.07
Ma Foi Strategic Consultants Private limited	Subsidiary	0.60	0.54
Integrum Technologies Private Limited	Subsidiary	29.23	19.49
Next Leap Career Solutions Private Limited	Subsidiary	1.94	0.72
Firstventure Corporation Private Limited	Subsidiary	1.83	1.03
Thomas assessments Private Limited	Subsidiary	0.05	0.01
Vibrant Screen Private Limited	Subsidiary	0.19	-
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	1.32	1.12
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	6.79	5.40

Dividend Payment

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
Karuppasamy Pandiarajan	Key managerial personnel	6.02	5.24
Aditya Narayan Mishra	Key managerial personnel	1.91	1.67
Santhosh Nair	Key managerial personnel	1.29	1.12
Hemalatha Rajan	Key managerial personnel	2.19	1.92
Doraiswamy Rajiv Krishnan	Key managerial personnel	0.39	0.04

Amount due to/from related party :

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
Trade receivables			
Mafoi Strategic Consultants Pvt Ltd	Subsidiary	0.70	0.02
CIEL Skills and Careers Private Limited	Subsidiary	30.57	1.52
Integrum Technologies Private Limited	Subsidiary	0.84	-
Next Leap Career Solutions Private Limited	Subsidiary	122.31	88.87
Firstventure Corporation Private Limited	Subsidiary	-	0.07
People Metrics Private Limited	Subsidiary	10.00	-
Thomas assessments Private Limited	Subsidiary	5.67	0.01
Vibrant Screen Private Limited	Subsidiary	5.05	-
Loans and advances given			
CIEL Skills and Careers Private Limited	Subsidiary	23.30	12.25
Ma Foi Strategic Consultants Private Limited	Subsidiary	251.33	159.10
Integrum Technologies Private Limited	Subsidiary	67.85	57.46
CIEL Technologies Private Limited	Subsidiary	10.17	19.77
Aargee Staffing Services Private Limited	Subsidiary	6.25	0.45
Next Leap Career Solutions Private Limited	Subsidiary	10.17	-
Firstventure Corporation Private Limited	Subsidiary	15.00	-
CIEL Powertrain Solutions Private Limited	Subsidiary	1.96	-
Other financial asset- security deposit			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.60	2.60

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
Advance paid to vendors			
CIEL Skills and Careers Private Limited	Subsidiary	0.43	-
Firstventure Corporation Private Limited	Subsidiary	3.60	-
Other current liabilities			
Vibrant Screen Private Limited	Subsidiary	34.23	-
Trade payables			
CIEL Skills and Careers Private Limited	Subsidiary	26.03	-
Ma Foi Strategic Consultants Private limited	Subsidiary	0.50	0.02
Next Leap Career Solutions Private Limited	Subsidiary	1.75	-
Integrum Technologies Private Limited	Subsidiary	0.65	-
Vibrant Screen Private Limited	Subsidiary	0.03	-
Firstventure Corporation Private Limited	Subsidiary	-	0.12

Non current borrowings - debentures

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
Aditya Narayan Mishra	Key managerial personnel	-	1.35
Santhosh Nair	Key managerial personnel	-	1.20
Sheetal Saurabh More	Relative of Key Managerial Personnel	-	1.00

During the year movement for balance sheet items:

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
Loans given to related parties during the year			
CIEL Technologies Private Limited	Subsidiary	65.33	49.13
Integrum Technologies Private Limited	Subsidiary	23.47	36.42
Ma Foi Strategic Consultants Private limited	Subsidiary	75.99	56.70
CIEL Skills and Careers Private Limited	Subsidiary	39.01	7.13
Firstventure Corporation Private Limited	Subsidiary	17.78	-
Aargee Staffing Services Private Limited	Subsidiary	19.38	47.96
CIEL Powertrain Solutions Private Limited	Subsidiary	27.77	-
Next Leap Career Solutions Private Limited	Subsidiary	10.17	-
Loans given repaid by related parties during the year			
CIEL Technologies Private Limited	Subsidiary	75.88	32.13
Aargee Staffing Services Private Limited	Subsidiary	8.72	53.45
CIEL Skills and Careers Private Limited	Subsidiary	28.33	0.07
Ma Foi Strategic Consultants Private limited	Subsidiary	0.87	-
Firstventure Corporation Private Limited	Subsidiary	3.80	-
Integrum Technologies Private Limited	Subsidiary	18.72	3.76
CIEL Powertrain Solutions Private Limited	Subsidiary	28.45	-
Loans given written off during the year			
Aargee Staffing Services Private Limited	Subsidiary	5.10	-
Non Current Borrowings - Debentures repayment			
Aditya Narayan Mishra	Key managerial personnel	1.35	-
Santhosh Nair	Key managerial personnel	1.20	-
Hemalatha Rajan	Key managerial personnel	-	5.00
Sheetal Saurabh More	Relative of Key Managerial Personnel	1.00	-

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

34 Employee benefits

(A) Defined contribution plans

Contribution towards employee provident fund and others, which is a defined contribution plan for the year ending 31st March 2026 aggregated to INR 969.55 Mn and for the year ending 31st March 2025 aggregated to INR 786.34 mn

A Defined benefit plans (for core employees)

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

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

i) Amount recognised in balance sheet

Particulars	31 st March 2026	31 st March 2025
Present value of obligation as at the end of the year	23.24	15.13
Fair value of plan assets at the end of the year	-	-
Net (asset)/ liability recognized in Balance Sheet	23.24	(15.13)
Current liability	3.71	2.53
Non-current liability	19.53	12.60
Total	23.24	15.13

ii) Changes in the present value of benefit obligation

Particulars	31 st March 2026	31 st March 2025
Present value of obligation at the beginning of the year	15.13	10.97
Included in profit or loss		
Current service cost	5.26	3.63
Plan amendment's past service cost	1.17	-
Interest cost	0.96	0.76
	7.39	4.39
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in financial assumptions	(0.38)	0.51
Experience adjustment	2.35	(0.12)
	1.97	0.39
Other		
Benefits paid	(1.26)	(0.62)
Present value of obligation at the end of the year	23.24	15.13

iii) Changes in the fair value of plan assets

The Company does not have any plan assets.

iv) Reconciliation of balance sheet amount

Particulars	31 st March 2026	31 st March 2025
Opening net (asset)/liability	15.13	10.97
Expense/(income) recognised in profit and loss	7.39	4.39
Expense/(income) recognised in other comprehensive income	1.97	0.39
Benefits Paid directly be employer	(1.26)	(0.62)
Balance sheet (Asset)/Liability at the end of the year	23.24	15.13

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

v) Expense recognized in the statement of profit and loss

Particulars	31 st March 2026	31 st March 2025
Current service cost	5.26	3.63
Past service cost	1.17	-
- Interest expense on DBO	0.96	0.76
Total expenses recognized in the statement of profit and loss	7.39	4.39

vi) Expense recognized in other comprehensive income

Particulars	31 st March 2026	31 st March 2025
Actuarial (gains)/ losses arising from:		
- Experience	2.35	(0.12)
- Assumptions changes	(0.38)	0.51
Net actuarial (gains) / losses recognised in OCI	1.97	0.39

vii) Actuarial assumptions

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

	31 st March 2026	31 st March 2025
Gratuity plan		
Discount rate	6.94%	6.62%
Future salary growth	7.00%	7.00%
Attrition rate	40%	40%

viii) Maturity analysis

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

	31 st March 2026	31 st March 2025
Within one year	4.63	2.65
Between one and two years	3.22	1.59
Between two and five years	6.04	2.84
Later than five years	19.21	16.69
	33.10	23.77

ix) Sensitivity analysis

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

Particulars	31 st March 2026	31 st March 2025
Change in discount rate*		
Delta effect +0.5%/ + 1%	(0.58)	(0.80)
Delta effect -0.5%/ - 1%	0.62	0.89
Change in rate of salary increase*		
Delta effect +0.5%/ + 1%	0.39	0.62
Delta effect -0.5%/ - 1%	(0.38)	(0.58)
Change in withdrawal rate*		

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Particulars	31 st March 2026	31 st March 2025
Delta effect +0.5%/ + 1%	(0.03)	(0.10)
Delta effect -0.5%/ - 1%	0.03	0.10
Change in mortality rate*		
Delta effect +10%	-	-
Delta effect -10%	-	-

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.

*Delta effect at the rate of 0.5% are considered for the year ending 31st March 2026 and delta effect at the rate of 1% are considered for the year ending 31st March 2025.

B Defined benefit plans (for depute employeees)

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

The Company has recognised gratuity liability and reimbursement rights in respect of depute employeees in accordance with Ind AS 19.

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

i) Amount recognised in balance sheet

Particulars	31 st March 2026	31 st March 2025
Present value of obligation as at the end of the year	243.53	160.94
Fair value of plan assets at the end of the year	-	-
Net (asset) / liability recognized in Balance Sheet	243.53	160.94
Current liability	35.19	22.89
Non-current liability	208.34	138.05
Total	243.53	160.94

ii) Changes in the present value of benefit obligation

Particulars	31 st March 2026	31 st March 2025
Present value of obligation at the beginning of the year	160.94	111.58
Included in profit or loss		
Current service cost	107.09	75.40
Plan amendment's past service cost	10.32	-
Interest cost	10.43	7.94
	127.84	83.34
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in financial assumptions	(4.67)	4.89
Experience adjustment	(34.34)	(37.26)
	(39.01)	(32.37)
Others		
Benefits paid	(6.24)	(1.61)
Present value of obligation at the end of the year	243.53	160.94

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

iii) Changes in the fair value of plan assets

The Company does not have any plan assets.

iv) Reconciliation of balance sheet amount

Particulars	31 st March 2026	31 st March 2025
Opening net (asset)/liability	160.94	111.58
Expense/(income) recognised in profit and loss	127.84	83.34
Expense/(income) recognised in other comprehensive income	(39.01)	(32.37)
Benefits paid	(6.24)	(1.61)
Balance sheet liability at the end of the year	243.53	160.94

v) Expense recognized in the statement of profit and loss

Particulars	31 st March 2026	31 st March 2025
Current service cost	107.09	75.40
Plan amendment's past service cost	10.32	-
Net Interest cost		
- Interest expense on DBO	10.43	7.94
Total expenses recognized in the statement of profit and loss	127.84	83.34

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

vi) Expense recognized in other comprehensive income

Particulars	31 st March 2026	31 st March 2025
Actuarial (gains)/ losses arising from:		
-Experience	(34.34)	(37.26)
- Assumptions changes	(4.67)	4.89
Net actuarial (gains) / losses recognised in OCI	(39.01)	(32.37)

vii) Actuarial Assumptions

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

Particulars	31 st March 2026	31 st March 2025
Gratuity plan		
Discount rate	7.00%	6.61%
Future salary growth	7.00%	7.00%
Attrition rate	50.00%	50.00%

viii) Maturity analysis

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

Particulars	31 st March 2026	31 st March 2025
Within one year	38.38	23.92
Between one and two years	19.06	14.08
Between two and five years	32.96	22.43
Later than five years	303.23	181.80
	393.63	242.23

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

ix) Sensitivity analysis

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

Particulars	31 st March 2026	31 st March 2025
Change in discount rate		
Delta effect + 1%	(11.91)	(7.88)
Delta effect - 1%	13.20	8.73
Change in rate of salary increase		
Delta effect + 1%	12.00	7.91
Delta effect - 1%	(12.24)	(7.25)
Change in withdrawal rate		
Delta effect + 1%	(3.35)	(3.18)
Delta effect - 1%	0.77	(7.65)
Change in mortality rate		
Delta effect + 1%	(1.31)	(10.60)

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 & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

4) Legislative risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

35 Fair values of financial assets and financial liabilities

Particulars	Fair value hierarchy	31 st March 2026		31 st March 2025	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets					
Financial assets valued at amortized cost					
Non Current					
Investments	Level 3	1,281.41	1,281.41	1,072.99	1,072.99
Other financial assets	Level 2	36.71	36.71	44.45	44.45
Current					
Trade receivable	Level 2	2,136.74	2,136.74	1,733.99	1,733.99
Bank balances other than cash and cash equivalent	Level 2	23.78	23.78	79.38	79.38
Loans	Level 2	386.03	386.03	249.03	249.03
Cash and cash equivalents	Level 2	117.64	117.64	5.38	5.38
Other financial assets	Level 2	1.08	1.08	-	-
Total financial assets		3,983.39	3,983.39	3,185.22	3,185.22
Financial liabilities					
Financial Liabilities valued at amortized cost					
Non Current					
Borrowings	Level 2	40.08	40.08	63.61	63.61
Lease liabilities	Level 2	23.78	23.78	10.46	10.46
Current					
Borrowings	Level 2	1,007.89	1,007.89	884.90	884.90
Trade payables	Level 2	311.15	311.15	120.48	120.48
Lease liability	Level 2	20.47	20.47	10.16	10.16
Other financial liabilities	Level 2	1,083.55	1,083.55	792.18	792.18
Total financial liabilities		2,486.92	2,486.92	1,881.79	1,881.79

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

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

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

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The Company does not have any financial assets or financial liabilities fair valued through Profit or Loss or fair value through OCI. Accordingly, disclosure of financial instruments by valuation technique is not provided.

36 Financial risk management objectives and policies

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

(A) Market risk

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

(i) Interest rate risk

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

Interest rate sensitivity: The Company do not have any exposure to borrowings with fluctuating interest rates during the year ending 31st March 2026 and 31st March 2025.

(ii) Price risk

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

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

The Company is not significantly exposed to currency risk as the Company's functional currency in INR and revenues and costs are primarily denominated in INR and therefore disclosures required under "Ind AS 107 - Financial Instruments: Disclosures" have not been given.

(B) Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of

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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.

The Company determines concentrations of credit risk by monitoring the creditworthiness rating of existing customers and through a periodic review of the trade receivables' ageing analysis. In monitoring the customers' credit risk, customers are grouped according to their credit characteristics. Customers that are graded as "high risk" are placed on a restricted customer list, and future credit sales are made only with the approval of senior management, otherwise payment in advance is required.

The Company does not hold any collateral as security. The Company has also evaluated the concentration of risk with respect to trade receivables as low, as its customers operate in largely independent markets.

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

31 st March 2026	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	1,007.89	20.25	987.64	-	-	1,007.89
Long-term borrowings	40.08	-	-	40.08	-	40.08
Lease liability	44.25	6.79	10.95	26.51	-	44.25
Trade payables	311.15	186.69	124.46	-	-	311.15
Other financial liability	1,083.55	1,083.55	-	-	-	1,083.55
	2,486.92	1,297.28	1,123.05	66.59	-	2,486.92

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

37 Employee stock option scheme (ESOP)

- (i) The board vide its resolution dated 12th January 2022 and members in the extra ordinary general meeting held on 27th January 2022, approved the "CIEL HR Services Private Limited Employee Stock Option Plan, 2022 – for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 02 years.

Further the Nomination and Remuneration committee of the Company vide its resolution dated 19th March 2025 and 24th March 2026, approved the extension of the exercise period by further 3 year, consequently the exercise period stands modified to 5 years.

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

Particulars	31 st March 2026		31 st March 2025	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	63,187	10	68,110	10
Add:				
Options granted during the year	-	-	-	-
Less:				
Options exercised during the year	16,170	10	2,123	10
Options forfeited during the year	220	10	2,800	10
Options outstanding at the end of the year	46,797	10	63,187	10
Option exercisable at the end of the year	46,797		61,887	

The options outstanding at the year ended on 31st March 2026 with exercise price of INR 10 are 46,797 options and the weighted average remaining contractual life of all options are 2.50 years. The options outstanding at the year ended on 31st March 2025 with exercise price of INR 10 are 63,187 options and the weighted average remaining contractual life of all options are 1.50 years.

The fair value of Employee stock options has been measured using Black Scholes Model of pricing. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 st March 2026	31 st March 2025
Weighted average fair value of the options at the grant dates (INR)	1193.26	1193.26
Dividend yield (%)	0%	0%
Risk free interest rate (%)	4.97% to 5.67%	4.97% to 5.67%
Expected life of share options (years)	2 to 3 years	2 to 3 years
Expected volatility (%)	39.07% to 44.26%	39.07% to 44.26%
Weighted average share price (INR)	1193.26	1193.26

Refer Note 26 for total expenses arising from Employee stock option scheme (ESOP) recognised in statement of profit or loss.

- (ii) The board vide its resolution dated 3rd May 2024 and members in the extra ordinary general meeting held on 10th June 2024, approved the "Group Employee Stock Option Plan, 2024 (CSOP 2024) – for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the prices specified in the grant. Once vested, the options remain exercisable for a period of 02 years.

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

Particulars	31 st March 2026		31 st March 2025	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	514,204	2	-	2
Add:				
Options granted during the year	5,000		532,404	
Less:				
Options exercised during the year	8,087	2	-	2
Options forfeited during the year	49,275	2	18,200	2
Options outstanding at the end of the year	461,842	2	514,204	2
Option exercisable at the end of the year	108,145		-	

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The options outstanding at the year ending 31st March 2026 with exercise price of INR 2 are 4,61,842 options and the weighted average remaining contractual life of all options are 3.04 years and for the year ending on 31st March 2025 with exercise price of INR 2 are 5,14,204 options and the weighted average remaining contractual life of all options are 4.01 years.

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 st March 2026	31 st March 2025
Weighted average fair value of the options at the grant dates (INR)	205.20	205.20
Dividend yield (%)	0%	0%
Risk free interest rate (%)	6.64% to 6.69%	6.64% to 6.69%
Expected life of share options (years)	1.5 to 3 years	1.5 to 3 years
Expected volatility (%)	31.50% to 34.20%	31.50% to 34.20%
Weighted average share price (INR)	205.20	205.20

Refer Note 26 for total expenses arising from Employee stock option scheme (ESOP) recognised in statement of profit or loss.

38 Utilisation of Borrowed funds and share premium:

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

Particulars	Funding Party	Date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary as follows (Amount in INR Million)	Date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries as follows (Amount in INR Million)	Whether relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and	Whether the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).
Ma foi Foundation (Ultimate Beneficiary)	CIEL HR Services Limited	Ma Foi Strategic Consultanats Private limited (Intermediary) Revolving Loan Outstanding as on 31 st March 2026- INR 251.33 31 st March 2025- INR 159.10 31 st March 2024- INR 102.40 31 st March 2023- INR 39.69	Revolving Loan outstanding as on 31 st March 2026- INR 14.68 31 st March 2025- INR 12.69 31 st March 2024- INR 4.10 31 st March 2023- INR 0.84	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
CIEL Skills and Careers Private Limited (Ultimate Beneficiary)	CIEL HR Services Limited		Revolving Loan outstanding as on 31 st March 2026- INR 47.75 31 st March 2025- INR 5.87 31 st March 2024- INR 3.82 31 st March 2023- INR 1.54	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

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Particulars	Funding Party	Date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary as follows (Amount in INR Million)	Date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries as follows (Amount in INR Million)	Whether relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and	Whether the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).
Ma foi Foundation (Ultimate Beneficiary)	CIEL HR Services Limited	CIEL Skills and Careers Private Limited (Intermediary) Revolving Loan Outstanding as on 31 st March 2026- INR 23.30 31 st March 2025- INR 12.25 31 st March 2024- INR 5.20 31 st March 2023- INR 2.66	Revolving Loan outstanding as on 31 st March 2026- INR 11.78 31 st March 2025- INR 9.58 31 st March 2024- INR 8.08 31 st March 2023- INR 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries,

39 Other Statutory Information

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the act read with the Companies (Restriction on number of Layers) Rules, 2017.
- The Company has not entered into any scheme of arrangement which has an accounting impact on current year or previous financial year.
- The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (and previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such borrowings were taken.
- There are no contingent liabilities of the Company as on 31st March 2026 and 31st March 2025.

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40 Ratios

S Ratio No.	Formula	31 st March 2026		31 st March 2025		Ratio as on 31 st March 2026		Variation	Reason (If variation is more than 25%)
		Numerator	Denominator	Numerator	Denominator	31 st March 2026	31 st March 2025		
(a) Current Ratio	Current Assets(i) / Current Liabilities(ii)	3,199.66	2,828.26	2,439.11	2,134.99	1.13	1.14	(1%)	-
(b) Debt-Equity Ratio	Total Debt(iii) / Shareholder's Equity	1,047.97	1,665.40	948.51	1,367.24	0.63	0.69	(9%)	-
(c) Debt Service Coverage Ratio	Earning available for debt Service(iv) / Debt Service(v)	152.22	1,159.13	182.75	1,021.94	0.13	0.18	(27%)	The variance is on account of increased debt obligations during the year.
(d) Return on Equity Ratio	Profit after tax less pref. Dividend x 100 / Average Shareholder's Equity	11.08	1,516.32	90.91	1,104.40	0.01	0.08	(91%)	The primary reason for high variance is due to exceptional items written off during the year predominantly on account of write off of proposed IPO expenses and impairment of investments
(f) Trade Receivables Turnover Ratio	Net Credit Sales / Average Trade Receivables	18,581.13	1,935.37	14,240.72	1,540.28	9.60	9.25	4%	-
(g) Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	320.27	215.82	242.68	94.54	1.48	2.57	(42%)	This variance, indicating a longer payment cycle to suppliers during the year. This is primarily due to extended credit terms
(h) Net Capital Turnover Ratio	Net Sales / Working Capital	18,581.13	371.40	14,240.72	304.12	50.03	46.83	7%	The rise in the ratio is on account of more efficient use of net working capital driven by higher revenues.
(i) Net Profit Ratio	Net Profit / Net Sales	11.08	18,581.13	90.91	14,240.72	0.00	0.01	(91%)	The primary reason for high variance is due to exceptional items written off during the year predominantly on account of write off of proposed IPO expenses and impairment of investments

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S. No.	Ratio	Formula	31 st March 2026		31 st March 2025		Ratio as on		Variation	Reason (If variation is more than 25%)
			Numerator	Denominator	Numerator	Denominator	31 st March 2026	31 st March 2025		
(j)	Return on Capital Employed	EBIT / Capital Employed(vi)	259.10	2,713.37	173.53	2,315.75	0.10	0.07	27%	The reason for increase in return on capital employed is due to increase in corporate management fees charged from the subsidiaries by INR 42.34 Mn
(k)	Return on Investment	Time Weighted Rate of Return (TWRR)(vii)	11.08	1,665.40	90.91	1,367.24	0.01	0.07	(90%)	The primary reason for high variance is due to exceptional items written off during the year predominantly on account of write off of proposed IPO expenses and impairment of investments

Footnote:

- (i) Current Assets= Inventories + Current Investment + Trade Receivable + Cash & Cash Equivalents + Other Current Assets + Contract Assets + Assets held for Sale
- (ii) Current Liability= Short term borrowings + Trade Payables + Other financial Liability+ Current tax (Liabilities) + Contract Liabilities+ Provisions + Other Current Liability
- (iii) Debt= long term borrowing and current maturities of long-term borrowings and redeemable preference shares treated as financial liability
- (iv) Earning for Debt Service =Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.
- (v) Debt Service = Interest & Lease Payments + Principal Repayments
- (vi) Capital Employed= Tangible Net Worth + Total Debt + Deferred Tax Liability or Total assets - current liability
- (vii) $\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}$
 $\{MV(T0) + \text{Sum } [W(t) * C(t)]\}$
 $\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}$
 $\{MV(T0) + \text{Sum } [W(t) * C(t)]\}$
 TI = End of time period
 TO = Beginning of time period
 t = Specific date falling between T1 and T0
 MV(T1) = Market Value at T1
 MV (T0) = Market Value at T0
 C(t) = Cash inflow, cash outflow on specific date
 W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as $[T1 - t] / T1$.

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41 The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (and previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

42 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, the Company, meets the applicability threshold for the year ended 31st March 2026 and 31st March 2025 and hence company is required to spend funds on Corporate Social Responsibility ("CSR") activities. The Corporate Social Responsibility ("CSR") committee has been formed by the Company as per the Act. The areas for CSR activities are skill development, environment protection and sustainability and health and safety. The funds required to be spent and funds spent during the year are explained below:

42.01 Particulars	31st March 2026	31st March 2025
Gross amount required to be spent as per Section 135 of the act	1.32	1.12
Add: Amount unspent from previous periods	-	-
Total gross amount required to be spent during the year	1.32	1.12

42.02 Particulars	31st March 2026	31st March 2025
Amount approved by the CSR committee/ Board to be spent during the year	1.32	1.12

42.03 Amount spent during the year

Particulars	31st March 2026	31st March 2025
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	1.32	1.12
Total amount spent during the year	1.32	1.12
Amount remaining unspent at the end of the year	-	-

42.04 Contribution to related parties/ CSR expenditure incurred with Related Parties

Name	Nature of Relationship	31st March 2026	31st March 2025
Contribution to The MA FOI Foundation	Entities over which KMP are able to exercise significant influence	1.32	1.12

43 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has distributed dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing which represents term loans from banks and financial institutions and debentures (both Non-convertible debentures and compulsorily convertible debentures) and current borrowing in the form of cash credits and overdraft facilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

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		31 st March 2026	31 st March 2025
Equity		1,665.40	1,367.24
Total equity	(i)	1,665.40	1,367.24
Borrowings other than convertible preference shares		1,047.97	948.51
Less: cash and cash equivalents		(117.64)	(5.38)
Total debt	(ii)	930.33	943.13
Overall financing	(iii) = (i) + (ii)	2,595.73	2,310.37
Gearing ratio	(ii) / (iii)	36%	41%

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2026 and 31st March 2025.

44 Material events during the year

- On 9th 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 has undertaken the business of HR services.
- The Board of Directors at their meeting held on 23rd May, 2025 declared final dividend of INR 0.32 per equity share (face value of INR 2 each) for the financial year 2024-25 aggregating to INR 13.60 mn, approved by shareholders in the annual general meeting held on 16th June 2025 and further paid on 4th July 2025.
- One of the subsidiary entities of the Company, Aargee Staffing Services Private Limited, at its board meeting held on 10th October 2025, further approved by its shareholders at their meeting held on 24th October 2025, resolved commencement of voluntary liquidation of the said subsidiary pursuant to Section 59 of the Insolvency and Bankruptcy Code 2016 (including any statutory modifications thereto or reenactment there of). Further, the subsidiary has appointed an insolvency professional as a liquidator as per the provisions of section 59 read with section 35 to 53 of chapter III and chapter VII of the Insolvency and Bankruptcy code, 2016 (including any statutory modifications thereto or reenactment there of).

45 Audit Trail and Server backup

The Company maintains its books of account in electronic mode in accordance with the requirements of the Companies Act, 2013. The Company has implemented appropriate systems to ensure that books of account and other relevant records are properly maintained, and daily backups are regularly performed. The backup of books of account and other books and papers is maintained on servers physically located in India on a daily basis, and the Company's practices are considered adequate and effective in safeguarding financial data. The Company has used accounting softwares APPI and ICON for maintaining its books of account, which has a feature of recording audit trail (edit log) facility except that the audit trail feature at the application level was not enabled and database level from 1st April 2025 to 9th May 2025.

The Company has used Tally prime (edit log) from 1st April 2025 to 30th September 2025 and migrated to Oracle Netsuite from 1st October 2025 till the end of the reporting periods for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, we did not come across any instance of audit trail feature being tampered with at application level. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention for application level.

However, with respect to the database level of the Oracle netsuite which has been managed and maintained by a third-party service provider. In the absence of sufficient and appropriate audit evidence adequate coverage in SOC report we are unable to assess whether the database of the software to log any direct changes has a feature of recording audit trail (edit log) facility and whether the same has been enabled and operated throughout the year for all relevant transaction recorded or whether there is any instance of audit trail feature being tampered with. However, We did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail feature of prior year(s) has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in previous and respective years.

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46 Events after the reporting period

The Board of Directors at their meeting held on 12th May, 2026 declared final dividend of INR 0.36 per equity share (face value of INR 2 each) for the financial year 2025-26 aggregating to INR 16.34 Mn, subject to its approval by the shareholders, in the ensuing Annual General Meeting of the Company.

47 The Code on Social Security 2020

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received presidential assent on 28th September 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on 13th November 2020. The Labour Codes, amongst other things introduces changes, including a uniform definition of wages and enhanced benefits relating to leave. The Company has assessed the financial implications of these changes which has resulted in increase in gratuity liability arising out of past service cost and increase in leave liability by INR 1.86 Mn. Considering the impact arising out of an enactment of the new legislation is an event of non recurring nature, the Company has presented this incremental amount as "Impact of Labour Codes" under "Exceptional Item" in the Standalone Statement of Profit and Loss for the year ended March 31, 2026. The Company continues to monitor the developments pertaining to Labour Codes and will evaluate impact if any on the measurement of the employee benefits liability.

As per our report of even date

For **M S K A & Associates LLP**

(Formerly known as 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

CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026

Karuppasamy Pandiarajan

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026

Lalita Pasari

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of **CIEL HR Services Limited**

Report on the Audit of the Consolidated Financial Statements Opinion

We have audited the accompanying consolidated financial statements of CIEL HR Services Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements of subsidiaries, and on the other financial information of subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at 31st March 2026, of consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India, and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of

their reports referred to in the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report and Director's report, but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group, in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the

design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

Other Matters:

We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets of INR 260.23 Million as at 31st March 2026, total revenues of INR 348.02 Million, net profit (including other comprehensive income) of INR 18.22 Million and net cash inflows amounting to INR 48.41 Million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms

of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, referred to in the Other Matters section above, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law 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 for the matters stated in the paragraph 1(h)(vi) below on the reporting under rule 11(g).
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, are disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 1(b) above on reporting under Section 143(3)(b) and paragraph 1(h)(vi) below on reporting under Rule 11(g).[1]

- (g) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group, and the operating effectiveness of such controls, refer to our separate report in “Annexure B”.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigations which would impact the consolidated financial position of the Group.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies during the year ended 31st March 2026.
 - iv.
 - a. The respective Managements of the Holding Company and its subsidiaries whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, respectively that, to the best of their knowledge and belief, as disclosed in the note 42 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act

have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 42 to consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors’ notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- (v) Based on our examination and based on the other auditor’s reports of subsidiary companies incorporated in India whose financial statements have been audited under the Act, we report that the final dividend paid by the Holding Company, incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
- (vi) With respect to reporting on audit trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 as amended, on the use of accounting software used by the Company for maintaining its books of accounts, we report as follows:-

Based on our examination which included test checks, and based on the other auditor’s reports of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, the holding Company, and

its subsidiary Companies incorporated in India have used accounting software(s) for maintaining their respective books of account for the year ended 31st March 2026, 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, and further, during the course of audit we and the other auditors of above referred subsidiaries did not come across any instance of audit trail feature being tampered with except 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 operated throughout the year for all relevant transactions recorded in the software except for the following:

- A. The accounting software, Tally prime gold from 1st April 2025 to 30th September 2025 did not have a feature of recording audit trail (edit log) facility compliant with MCA requirements as explained in Note 48 to the financial statements. Accordingly, in respect of such periods we are unable to comment on the statutory requirements as prescribed under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 for the below mentioned subsidiaries:
 - i. Next Leap Career Solutions Private Limited
 - ii. Vibrant Screen Private Limited
- B. The Subsidiary, CIEL Powertrain Private Limited, has used an accounting software, Tally Prime (edit log) from 9th April 2025 to 30th September 2025 for maintaining its books of account, as explained in Note 48 to the financial statements. However, in the absence of sufficient and appropriate audit evidence, we are unable to comment whether the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, or whether the audit trail feature has been operated throughout the period for all relevant transaction recorded in the software or whether there is any instance of audit trail feature being tampered with has been preserved by the Company as per the statutory requirements for

record retention prescribed under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- C. The accounting software, Oracle NetSuite use by the holding Company, and its subsidiary Companies for maintaining its books of account (managed and maintained by a third-party software service provider) from 1st October 2025 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software except that we are unable to comment on audit trail at database level due to absence adequate coverage in SOC report, as explained in Note 48 to the financial statements.
- D. The Holding company has used an accounting software for maintaining its books of account, APPI & ICON which has a feature of recording audit trail (edit log) facility except that the audit trail feature was not enabled from 1st April 2025 to 9th May 2025 to log any direct data changes for the entire year as explained in note 48 to the financial statements.

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

2. In our opinion, according to information, explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters section above, the remuneration paid or provided by the Holding Company and its subsidiary companies, to its respective Directors is in accordance with the provisions of this section 197 read with Schedule V to the Act.
3. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, to be included in the Auditor's report, according to the information and explanations given to us, based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements, as provided to us by the Management of the Holding company, we report that there are no qualifications or adverse remarks by the respective

auditors in the CARO reports of the said companies included in the consolidated financial statements except for the following:

Sr. No	Name of the Company	CIN	Type of Company (Holding /Subsidiary/ Associate/ Joint venture(s))	Clause number of the CARO Report which is qualified or Adverse
1.	CIEL HR Services Limited	U74140TN2010PLC077095	Holding	Clause vii(a)
2.	CIEL Skills & Careers Private Limited	U80301TN2011PTC083816	Subsidiary	Clause vii(a)
3.	Ma Foi Strategic Consultants Private Limited	U74140TN2011PTC078708	Subsidiary	Clause vii(a)
4.	Next Leap Career Solutions Private Limited	U74999PN2010PTC151116	Subsidiary	Clause vii(a)
5.	CIEL Technologies Private Limited	U72900TN2011PTC083252	Subsidiary	Clause vii(a)
6.	Integrum Technologies Private Limited	U72900TN2018PTC124094	Subsidiary	Clause vii(a)

For M S K A & Associates LLP
(Formerly known as M S K A & Associates)
 Chartered Accountants
 ICAI Firm Registration No. 105047W/W101187

Ananthakrishnan Govindan

Partner
 Membership No.:205226
 UDIN: 26205226BYKAXP7215

Place: Hyderabad
 Date: 12th May 2026

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CIEL HR SERVICES LIMITED

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate,

to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)

Chartered Accountants

ICAI Firm Registration No. 105047W/W101187

Ananthakrishnan Govindan

Partner

Membership No.:205226

UDIN: 26205226BYKAXP7215

Place: Hyderabad

Date: 12th May 2026

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CIEL HR SERVICES LIMITED

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the Members of CIEL HR Services limited on the Consolidated Financial Statements for the year ended 31st March 2026]

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of the CIEL HR Services Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31st March 2026, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements referred to in the Other Matters section below, the Group which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31st March 2026, based on the internal financial controls with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

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

The respective Management and the Board of Directors of the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated financial statements

criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal

financial controls with reference to consolidated financial statements of the Group, which are companies incorporated in India.

Meaning of Internal Financial Controls with Reference to Financial Statements

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

company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to five subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)

Chartered Accountants

ICAI Firm Registration No. 105047W/W101187

Ananthakrishnan Govindan

Partner

Membership No.:205226

UDIN: 26205226BYKAXP7215

Place: Hyderabad

Date: 12th May 2026

CONSOLIDATED BALANCE SHEET

As at 31st March 2026

(Amount in INR Millions, unless otherwise stated)

	Notes	As at 31 st March 2026	As at 31 st March 2025
I ASSETS			
Non-current assets			
Property, plant and equipment	4	25.24	33.31
Right-of-use assets	5	54.36	40.07
Goodwill	7	655.89	829.34
Other intangible assets	6 (a)	611.40	328.91
Intangible assets under development	6 (b)	36.09	33.64
Financial assets			
(i) Investments	8	0.18	0.18
(ii) Other financial assets	10	132.32	163.99
Other non-current assets	11	212.16	138.62
Deferred tax asset (net)	32.04	44.74	39.14
Total non-current assets		1,772.38	1,607.20
Current assets			
Financial assets			
(i) Trade receivables	12	2,432.80	2,026.08
(ii) Cash and cash equivalents	13	238.04	79.39
(iii) Bank balances other than cash and cash equivalents	14	25.56	83.08
(iv) Loans	9	26.46	22.29
(v) Other financial assets	10	1.08	0.36
Other current assets	15	679.06	531.75
Total current assets		3,403.00	2,742.95
Total assets		5,175.38	4,350.15
II EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	90.76	85.01
Other equity	17	1,283.94	971.32
Equity attributable to owners of the parent		1,374.70	1,056.33
Non-controlling interests		-	-
Total equity		1,374.70	1,056.33
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	18	44.08	70.30
(ii) Lease liabilities	34	27.70	22.70
(iii) Other financial liabilities	19	95.81	424.91
Provisions	20	291.38	192.37
Total non-current liabilities		458.97	710.28
Current liabilities			
Financial liabilities			
(i) Borrowings	21	1,018.64	910.46
(ii) Lease liabilities	34	30.06	20.49
(iii) Trade payables	22		
- total outstanding dues of micro enterprises and small enterprises		88.55	11.03
- total outstanding dues of creditors other than micro enterprises and small enterprises		316.96	182.63
(iv) Other financial liabilities	23	1,413.97	1,008.19
Other current liabilities	24	376.48	355.22
Provisions	20	45.94	29.70
Current tax liabilities (net)	25	51.11	65.82
Total current liabilities		3,341.71	2,583.54
Total liabilities		3,800.68	3,293.82
Total equity and liabilities		5,175.38	4,350.15

The accompanying notes are an integral part of the consolidated balance sheet 1-50

As per our report of even date

For **M S K A & Associates LLP**

(Formerly known as 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

CIN: U74140TN2010PLC077095

Ananthkrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026

Karuppasamy Pandiarajan

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026

Lalita Pasari

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSSFor the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

	Notes	Year ended 31 st March 2026	Year ended 31 st March 2025
I Income			
Revenue from operations	26	19,845.73	15,044.63
Other income	27	63.92	34.08
Total income (I)		19,909.65	15,078.71
II Expenses			
Employee benefits expense	28	18,657.00	14,240.84
Finance costs	29	132.53	98.66
Depreciation and amortization expense	30	150.53	86.60
Other expenses	31	762.48	486.23
Total expenses (II)		19,702.54	14,912.33
III Profit before exceptional items and tax (I-II)		207.11	166.38
Exceptional items	31.1	(135.99)	-
IV Profit before tax (I-II-III)		71.12	166.38
V Tax expense			
Current tax	32	39.59	30.57
Adjustments in respect of current income tax of previous year	32	3.33	2.14
Deferred tax	32	(4.64)	(13.00)
Total tax expense (V)		38.28	19.71
VI Profit for the year (IV-V)		32.84	146.67
VII Other comprehensive income			
Items not to be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit plans		(3.81)	(1.63)
Income tax effect on these items		0.96	0.27
Other comprehensive income/(loss) for the year, net of tax		(2.85)	(1.36)
VIII Total comprehensive income/(loss) for the year, net of tax (VI + VII)		29.99	145.31
Profit for the year attributable to			
Owners of the parent		32.84	147.26
Non-controlling interests		-	(0.59)
		32.84	146.67
Other comprehensive income for the year attributable to			
Owners of the parent		(2.85)	(1.48)
Non-controlling interests		-	0.12
		(2.85)	(1.36)
Total comprehensive income for the year attributable to			
Owners of the parent		29.99	145.78
Non-controlling interests		-	(0.47)
		29.99	145.31
Earnings per share (face value of INR 2 each)	33		
- Basic (INR)		0.76	3.52
- Diluted (INR)		0.74	3.45

The accompanying notes are an integral part of the consolidated statement of profit and loss

As per our report of even date

For **M S K A & Associates LLP**

(Formerly known as 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

CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026**Karuppasamy Pandiarajan**

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026**Lalita Pasari**

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026**Aditya Narayan Mishra**

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 st March 2026	Year ended 31 st March 2025
Cash flow from operating activities		
Profit before tax	71.12	166.38
Profit before income tax	71.12	166.38
Adjustments for:		
Depreciation and amortization expenses	150.53	86.60
Unrealized foreign exchange gain	(2.01)	0.93
Employee stock option scheme compensation	28.57	28.47
Interest expense on borrowings	97.01	69.05
Interest expense on leases	5.91	3.00
Other finance costs	4.43	4.26
Interest income	(26.67)	(28.29)
Interest expense on financial liabilities	18.07	19.74
Provision for Gratuity & Compensated Absences	23.88	14.73
Gain on sale of Property, plant and equipment	-	(2.38)
Provision for credit impaired receivables	15.72	3.92
Bad debts written off	34.00	6.49
Amortised cost adjustments for financial instruments	(0.52)	(0.34)
Liabilities written back	(26.25)	(2.38)
Exceptional Items	135.99	
Operating profit before working capital changes	529.78	370.18
Changes in working capital		
Increase/ (Decrease) in trade payables	220.63	60.49
Increase/ (Decrease) in other current liabilities	21.26	64.47
Increase / (Decrease) in provisions	78.32	48.55
Increase/ (Decrease) in other financial liabilities	277.50	250.80
Decrease/ (Increase) in trade receivables	(454.43)	(437.56)
Decrease/ (Increase) in other financial assets	31.47	97.56
Decrease/(Increase) in other assets	(296.85)	(177.22)
Cash generated from operations	407.68	277.27
Tax expense	(15.67)	(1.15)
Net cash flows in operating activities (A)	392.01	276.12
Cash flow from investing activities		
Payment for property, plant and equipment, intangible assets and intangibles under development	(258.70)	(234.20)
Proceeds from sale/ disposal of Property, plant and equipment	-	2.38
Advance or loans made to employees/ other parties	(18.08)	(3.58)
Loan to related parties	(4.17)	(10.11)
Payments for acquisition of subsidiaries, net of assets acquired	(201.42)	(373.35)
Loan to others	-	10.51
Movement in bank deposits	57.52	(28.54)
Interest income received	12.76	28.29
Net cash used in investing activities (B)	(412.09)	(608.61)

CONSOLIDATED STATEMENT OF CASH FLOWSFor the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

	Year ended 31 st March 2026	Year ended 31 st March 2025
Cash flow from financing activities		
Proceeds from issuance of equity share capital including share application money	300.30	45.28
Share issue transaction costs	(26.19)	(0.12)
Proceed from issue of debentures or bonds	28.98	11.10
Proceeds from borrowings, net	91.68	387.70
Repayment of debentures	(38.70)	(5.00)
Dividend paid	(13.60)	(11.32)
Interest paid	(97.01)	(69.05)
Principal paid on lease liabilities	(5.63)	5.49
Other finance costs	(5.13)	(4.26)
Expenses relating to Proposed IPO written off	(55.97)	-
Net cash flows from financing activities (C)	178.74	359.82
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	158.66	27.33
Cash and cash equivalents at the beginning of the year	79.39	52.06
Cash and cash equivalents at the end of the year	238.05	79.39
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise (Refer Note 13)		
Balances with banks:		
On current accounts	237.08	78.24
Cash on hand	0.96	1.15
Total cash and cash equivalents at end of the year	238.04	79.39

The accompanying notes are an integral part of the consolidated statement of cash flows

As per our report of even date

For **M S K A & Associates LLP**

(Formerly known as 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

CIN: U74140TN2010PLC077095

Ananthakrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026**Karuppasamy Pandiarajan**

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026**Aditya Narayan Mishra**

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026**Lalita Pasari**

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

(A) Equity share capital

(Refer Note 16)

For the year ended 31 st March 2026	No. of shares	Amount
Balance as at 1st April 2025	42,504,255	85.01
Changes in equity share capital during the current year	2,876,846	5.75
Balance as at 31st March 2026	45,381,101	90.76

For the year ended 31 st March 2025	No. of shares	Amount
Balance as at 1st April 2024	8,084,141	80.84
Changes in equity share capital during the year before sub-division	3,937	0.04
Balance as at 31st March 2025	8,088,078	80.88
Outstanding after Sub-division during the year	40,440,390	80.88
Changes in equity share capital during the year after sub-division	2,063,865	4.13
Balance as at 31st March 2025	42,504,255	85.01

(B) Other equity

For the year ended 31st March 2026 (Refer Note 17)

Particulars	Share application money pending allotment	Reserve and Surplus				Items of Other Comprehensive Income			Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debt redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations	Income			
Balance as at 1st April 2025	-	(298.76)	1,021.36	10.96	134.34	103.60	(0.18)	971.32	971.32	-	971.32
Profit for the year	-	-	-	-	32.84	-	-	32.84	32.84	-	32.84
Other comprehensive income	-	-	-	-	-	-	(2.85)	(2.85)	(2.85)	-	(2.85)
Securities premium credited on share issue	-	-	314.35	-	-	-	-	314.35	314.35	-	314.35
Share application money received	314.10	-	-	-	-	-	-	314.10	314.10	-	314.10
changes/utilisation during the year	(314.08)	-	(26.19)	-	-	8.05	-	(332.22)	(332.22)	-	(332.22)
Employee stock option scheme compensation	-	-	-	-	-	-	-	-	-	-	-
Dividends (Refer Note 47)	-	-	-	-	(13.60)	-	-	(13.60)	(13.60)	-	(13.60)
Balance as at 31st March 2026	0.02	(298.76)	1,309.52	10.96	153.58	111.65	(3.03)	1,283.94	1,283.94	-	1,283.94

Consolidated Statement of
Changes in Equity

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2026

(Amount in INR Millions, unless otherwise stated)

For the year ended 31st March 2025 (Refer Note 17)

Particulars	Share application money pending allotment	Reserve and Surplus					Items of Other Comprehensive Income		Attributable to owner of the Parent	Non-controlling interest	Total
		Capital Reserve	Securities Premium	Debt redemption reserve	Retained Earnings	Employee Stock options outstanding account	Remeasurement of defined benefit obligations				
Balance as at 1 st April 2024	1.95	0.18	598.51	10.96	(1.60)	81.37	1.30	692.67	54.13	746.80	
Profit for the year	-	-	-	-	147.26	-	-	147.26	(0.59)	146.67	
Other comprehensive income	-	-	-	-	-	-	(1.48)	(1.48)	0.12	(1.36)	
Securities premium credited on share issue	-	-	422.97	-	-	-	-	422.97	-	422.97	
Share application money received	59.27	-	-	-	-	-	-	59.27	-	59.27	
changes/utilisation during the year	(61.22)	(298.94)	(0.12)	-	-	22.23	-	(338.05)	(53.66)	(391.71)	
Dividends (Refer Note 47)	-	-	-	-	(11.32)	-	-	(11.32)	-	(11.32)	
Balance as at 31 st March 2025	0.00	(298.76)	1,021.36	10.96	134.34	103.60	(0.18)	971.32	-	971.32	

The accompanying notes are an integral part of the consolidated statement of changes in equity

As per our report of even date

For **M S K A & Associates LLP**
(Formerly known as M S K A & Associates)
Chartered Accountants
Firm Registration No.:105047W

Ananthakrishnan Govindan

Partner
Membership No: 205226

Place: Hyderabad, India
Date: 12th May 2026

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

Karuppasamy Pandiarajan

Chairman and Executive Director
DIN: 00116011

Place: Chennai, India
Date: 12th May 2026

Lalita Pasari

Company Secretary and Compliance Officer

Place: Bangalore, India
Date: 12th May 2026

Aditya Narayan Mishra

Managing Director and CEO
DIN: 05303409

Place: Bangalore, India
Date: 12th May 2026

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

1 Corporate Information

CIEL HR SERVICES LIMITED ("the Company" or "the Parent") (CIN: U74140TN2010PLC077095), together with its subsidiaries, collectively referred to as the "Group", is a public limited Company domiciled in India and was incorporated on 23rd August 2010 under the provisions of the Companies Act, 1956 applicable in India.

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

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

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

These Consolidated Ind AS Financial statements have been approved by the Board of Directors on 12th May 2026.

The financial statements once approved by the Board of Directors needs to be adopted by the shareholders at the annual general meeting of the Company. The Board of Directors can withdraw and re-issue the financial statements so adopted only in specific cases such as non-compliance with the applicable accounting standards, with the approval of Tribunal, after following the appropriate procedure as per Companies Act, 2013.

2 Material accounting policy information

Material accounting policies adopted by the Group are as under:

2.01 Basis of Preparation

(a) Statement of Compliance

These consolidated financial statements of the Group have been prepared in accordance with

Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the act and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements.

(b) Basis of measurement

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

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

The Group has prepared the consolidated financial information on the basis that it will continue to operate as a going concern.

(c) Basis of consolidation:

The consolidated financial information incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) as disclosed in Note 40.

Control exists when the parent has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases. The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain/ loss from such transactions are eliminated upon consolidation. The financial statements are prepared by applying uniform policies in use at the Group. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., period ended 31st March 2026.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Principles of consolidation

(i) 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 consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

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 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 consolidated financial information to ensure conformity with the Group's accounting policies.

(ii) 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 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 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.

(iii) 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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

- (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.

Non-controlling interest:

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

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

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

(d) Classification between Current and Non-current

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

Assets

An asset is treated as current when it is:

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

All other assets are classified as non-current.

Liabilities

A liability is current when:

- i. It is expected to be settled in normal operating cycle
- ii. It is due to be settled within twelve months after the reporting period, or
- iii. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

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

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

(e) Use of estimates and judgement

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

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

(f) Rounding off amounts

All amounts disclosed in Consolidated Ind AS Financial Statements are reported in nearest

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Millions of Indian Rupees as per the requirement of Schedule III to the Act and have been rounded off to the nearest Millions, except per share data and unless stated otherwise.

2.02 Summary of material accounting policy information

(A) Property, plant and equipment (PPE)

PPE are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

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

(B) Depreciation methods, estimated useful lives

The Group, based on technical assessment and management estimate, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Act. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The Group has estimated the following useful lives to provide depreciation on its property, plant and equipment:

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

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/disposal from property plant and equipment is provided up to the date preceding the date of sale/disposal as

the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Consolidated 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.

(C) Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired. Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued, plus the amount of any non-controlling interests in the acquiree plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquire. Contingent consideration is included in cost at its acquisition date fair value and, in the case of contingent consideration classified as a financial liability, remeasured subsequently through profit or loss.

Goodwill is capitalised as an intangible asset with any impairment in carrying value being charged to the profit and loss. Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is credited in full to the other comprehensive income and accumulated in equity as capital reserve on the acquisition date.

(D) Other Intangible Assets

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

(a) Computer software

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

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

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

(b) Internally generated: Research and development

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the 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.

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

Intangible assets	Useful life
Computer software	03 years
HR platforms	05 years
Brand	10 years
Non-compete	04 years

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

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

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

(c) Intangible assets

The Group capitalises intangible asset under development for a project in accordance with

the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

(E) Foreign currency transactions

(a) Functional and presentation currency

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

(b) Transactions and balances

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

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

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

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(F) 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

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

- Note 35

(G) 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 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 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.

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- (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 1st April 2022 i.e. the transition date. Business combinations occurred prior to the transition date have not been restated

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).

(H) Revenue from contract with customer

(a) Sale of services

Revenue is recognised to the extent that it is highly probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

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

Revenue in excess of invoicing are classified as unbilled revenue (contract assets) while collections

in excess of revenues are classified as unearned revenue (contract liabilities) / advance from customers.

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

Revenue from skilling, advisory services, HRMS platform and assessment platform are recognised over time based on satisfaction of specific performance criteria included in contractual arrangements with customers. Subscription revenues from learning management platform is recognised over time through the period of subscription.

(b) 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).

(I) 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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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(J) Taxes

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

(a) Current income tax

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

(b) Deferred tax

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the group has a legally enforceable right

to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

(K) 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

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

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

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

Lease liability and Right-of-use asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

(L) Impairment of non-financial assets

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

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

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

into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

(M) Provisions and contingent liabilities

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

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

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

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

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

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(N) 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.

(O) 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.

(P) 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 group's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows

represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

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

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

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

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

Equity instruments included within the FVTPL category are measured at fair value with all changes

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recognized in the consolidated statement of profit and loss.

(iii) Impairment of financial assets

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

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 group reverts to recognizing impairment loss allowance based on 12 month ECL.

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

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

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

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the

net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(iv) Derecognition of financial assets

A financial asset is derecognized only when

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

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

(b) Financial liabilities

(i) Initial recognition and measurement

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

(ii) Subsequent measurement

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

Financial liabilities at fair value through profit or loss:

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

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Borrowings:

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

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

(iii) Derecognition

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

(Q) 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 consolidated statement of profit and loss.

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

(ii) Defined benefit plans

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

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

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

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

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

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

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

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

(c) Share-based payments

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

(R) Earnings per share (EPS)

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

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

(S) Exceptional items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Group's financial performance.

Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments in subsidiaries, impairment losses/write down in value of investment in subsidiaries or any other items, significant disposal of property, plant and equipment, investment property etc.

(T) 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

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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 outsources services, Professional staffing, Value staffing, Payroll and compliance, HR advisor, Skilling and Background Verification services

HR Platforms It operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management

Further:

- i. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter-segment revenue. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.
- ii. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.
- iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
- iv. Segment results includes margins on inter-segment sales which are reduced in arriving at the consolidated profit before tax of the Group.
- v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.
- vi. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.

2.03 New and amended standards adopted by Group

The Ministry of corporate Affairs ("MCA") notified amendments on 7th May 2025 and 13th August

2025 under the Companies (Indian Accounting Standards) Amendment Rules, 2025 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which is effective from annual reporting periods beginning on or after 1st April 2025.

(a) Amendment to Ind AS 7 and Ind AS 107– Supplier Finance Arrangement:

The amendments to Ind AS 7 'Statement of Cash Flows' and Ind AS 107 'Financial Instruments: Disclosures' clarify the characteristics of supplier finance arrangements and require additional disclosures for such arrangements. The disclosure requirements in the amendments are intended to assist users of consolidated financial statements in understanding the effects of supplier finance arrangements on group's liabilities, cash flows and exposure to liquidity risk.

(b) Amendment to Ind AS 1–Classification of liabilities as current or non-current and non-current liabilities with covenants:

The amendment specifies the requirements for classifying liabilities as current or non-current in the balance sheet, and clarifies the following:

- a) An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period. The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.
- b) If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.
- c) In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

(c) Amendment to Ind AS 12 – Pillar-Two Tax Reforms

The Group is not within the scope of the OECD Pillar Two Model Rules, as Pillar Two legislation has not

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yet been enacted in any of the jurisdiction in which the Group operates.

(d) Amendment to Ind AS 21-Lack of exchangeability

The Amendments introduces requirement to assess when a currency is exchangeable into another currency and when it is not. The amendment requires an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. These amendments had no effect on the consolidated financial statements of the Group.

The below amendments are notified but not yet effective

Amendment to Ind AS 1 'Presentation of Financial Statements'- Classification of Liabilities as current or non-current and non-current liabilities with covenants:

The amendment includes specific provisions that will take effect for reporting periods beginning on or after 1st April 2026, retrospectively, as outlined below:

- a) Breach of material covenant for long-term loan arrangement on or before end of reporting period with effect that liability becomes payable on demand as on reporting date, then it shall be classified as current liability, if lender agreed after reporting period and before approval of financial statements to not demand payment as a consequence of breach.
- b) Classify as non-current liability, if lender agreed by end of reporting period to provide grace period ending at least 12 months after reporting period within which entity can rectify the breach provided lender does not demand immediate repayment.
- c) Disclose information about the timing of settlement to understand the impact of the liability on the consolidated financial statements.

The Group does not expect this amendment to have an impact on its operations or consolidated financial statements.

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

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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.

(g) Intangible assets under development

The Group capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

(h) Leases

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

(i) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

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(Amount in INR Millions, unless otherwise stated)

4 Property, plant and equipment

Particular	Gross Carrying Amount				Depreciation				Net Carrying Amount		
	As at 1 st April 2025	Additions	Acquisition through Business Combination*	Disposals	As at 31 st March 2026	As at 1 st April 2025	Acquisition through Business Combination*	Depreciation for the year	Disposal	As at 31 st March 2026	As at 31 st March 2026
Furniture and Fixtures	19.81	0.23	-	0.18	19.86	15.99	-	0.95	0.11	16.83	3.03
Vehicles	24.32	-	-	-	24.32	12.62	-	1.96	-	14.58	9.74
Office Equipment	11.27	0.40	-	-	11.67	9.89	-	0.59	-	10.48	1.19
Computers and related equipment	63.56	4.13	-	-	67.69	48.30	-	9.11	-	57.41	10.28
Leasehold Improvements	6.69	-	-	-	6.69	5.54	-	0.15	-	5.69	1.00
Total	125.65	4.76	-	0.18	130.23	92.34	-	12.76	0.11	104.99	25.24

Particular	Gross Carrying Amount					Depreciation			Net Carrying Amount		
	As at 1 st April 2024	Additions	Acquisition through Business Combination*	Disposals	As at 31 st March 2025	As at 1 st April 2024	Acquisition through Business Combination*	Depreciation for the year	Disposal	As at 31 st March 2025	As at 31 st March 2025
Furniture and Fixtures	0.37	0.08	19.36	-	19.81	0.29	15.37	0.33	-	15.99	3.82
Vehicles	8.97	-	15.35	-	24.32	1.69	9.52	1.41	-	12.62	11.70
Office Equipment	0.92	0.47	9.88	-	11.27	0.43	9.17	0.29	-	9.89	1.38
Computers and related equipment	16.72	8.19	38.76	0.11	63.56	9.66	33.28	5.40	0.04	48.30	15.26
Leasehold Improvements	-	-	6.69	-	6.69	-	5.54	-	-	5.54	1.15
Total	26.98	8.74	90.04	0.11	125.65	12.07	72.88	7.43	0.04	92.34	33.31

* Refer Note 7.02 for further details.

4.01 Change in estimate

There are no changes in estimates for the year ended 31st March 2026 and 31st March 2025.

4.02 Revaluation of Assets

The Group has not revalued its Property, plant and equipment during the year ended 31st March 2026 and 31st March 2025.

4.03 The entire fixed assets of the parent are subject to a first pari-passu charge by way of hypothecation for securing the borrowings of the Company. Refer Note 18.01(ii) for further details.

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(Amount in INR Millions, unless otherwise stated)

5 Right-of-use assets

Particular	Gross Carrying Amount				Depreciation		Net Carrying Amount	
	As at 1 st April 2025	Additions	Acquisition through Business Combination*	Disposals	As at 31 st March 2026	As at 31 st March 2026	As at 31 st March 2026	As at 31 st March 2026
Buildings	104.49	54.44	-	6.03	152.90	-	98.55	54.36
Total	104.49	54.44	-	6.03	152.90	-	98.55	54.36

Particular	Gross Carrying Amount				Depreciation		Net Carrying Amount	
	As at 1 st April 2024	Additions	Acquisition through Business Combination*	Disposals	As at 31 st March 2025	As at 31 st March 2025	As at 31 st March 2025	As at 31 st March 2025
Buildings	45.20	27.18	32.11	-	104.49	22.50	64.42	40.07
Total	45.20	27.18	32.11	-	104.49	22.50	64.42	40.07

5.01 Leases where company 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.

Revaluation of assets

The Group has not revalued its Right of use assets during the year ended 31st March 2026 and 31st March 2025.

*Refer Note 7.02 for further details.

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6(a) Other intangible assets

Particulars	Gross Carrying Amount				Amortisation			Net Carrying Amount		
	As at 1 st April 2025	Additions – being internally developed	Acquisition through Business Combination*	Disposals	As at 31 st March 2026	Acquisition through Business Combination*	Amortisation for the year	Disposals	As at 31 st March 2026	As at 31 st March 2026
Software										
Bridge Vendor	1.87	-	-	-	1.87	1.87	-	-	1.87	0.00
Computer Software	2.91	-	6.63	-	9.54	1.39	1.36	-	2.75	6.79
APPI Payroll	6.43	-	-	-	6.43	4.80	1.09	-	5.89	0.54
Rise HR Management	2.57	-	-	-	2.57	1.92	0.43	-	2.35	0.22
HYRE Equipment	3.86	-	-	-	3.86	2.87	0.65	-	3.52	0.34
Website	0.13	-	-	-	0.13	0.11	0.01	-	0.12	0.01
Platforms										
Prosculpt	5.54	26.42	-	-	31.96	2.22	1.12	-	3.34	28.62
H Factor - Software	63.92	34.40	-	-	98.32	10.97	15.95	-	26.92	71.40
CIEL Job Platform	5.46	-	-	-	5.46	2.18	1.07	-	3.25	2.21
Jombay Platform Software	205.25	80.49	-	-	285.74	34.17	41.11	-	75.28	210.46
Courseplay - Platform software	98.57	31.56	-	-	130.13	53.43	12.21	-	65.64	64.49
Product Ezycomp	13.51	27.88	-	-	41.39	3.82	2.67	-	6.49	34.90
Product - Ezy Conseil	6.16	8.05	-	-	14.21	0.93	1.24	-	2.17	12.04
Product - Helevate	4.17	-	-	-	4.17	0.63	0.83	-	1.46	2.71
Product - MaFoi Cloud	0.14	-	-	-	0.14	0.02	0.03	-	0.05	0.09
Others										
Brand -Jombay	34.47	-	-	-	34.47	7.69	3.45	-	11.14	23.33
Non-Compete	4.00	-	-	12.44	16.44	1.93	3.61	-	5.54	10.90
Customer relationship	1.01	-	-	113.00	113.00	0.11	8.07	0.12	8.06	104.94
Right to TKH	-	-	-	41.79	41.79	-	6.27	-	6.27	35.52
Brand Vibrant Screen	-	-	-	2.36	2.36	-	0.47	-	0.47	1.89
Total	459.97	208.80	6.63	169.59	1.01	843.98	131.06	101.64	232.58	611.40

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Particulars	Gross Carrying Amount				Amortisation			Net Carrying Amount
	As at 1 st April 2024	Additions – being internally developed	Additions	Acquisition through Business Combination*	Disposals	31 st March 2025	As at 1 st April 2024	
Software								
Bridge Vendor	1.87	-	-	-	-	1.87	1.87	0.00
Computer Software	0.97	-	-	1.94	-	2.91	0.45	1.52
APPI Payroll	6.43	-	-	-	-	6.43	3.71	1.63
Rise HR Management	2.57	-	-	-	-	2.57	1.49	0.65
HYRE Equipment	3.86	-	-	-	-	3.86	2.22	0.99
Website	0.13	-	-	-	-	0.13	0.09	0.02
Platforms								
Proscript	5.54	-	-	-	-	5.54	1.11	3.32
H Factor - Software	26.32	37.60	-	-	-	63.92	2.22	52.95
CIEL Job Platform	5.46	-	-	-	-	5.46	1.09	3.28
Jombay Platform Software	81.50	123.75	-	-	-	205.25	10.52	171.08
Courseplay - Platform software	71.91	26.48	-	0.18	-	98.57	38.79	45.14
Product Ezycomp	13.51	-	-	-	-	13.51	1.12	9.69
Product - Ezy Conseil	-	6.16	-	-	-	6.16	-	5.23
Product - Helevate	-	4.17	-	-	-	4.17	-	3.54
Product - MaFoi Cloud	-	0.14	-	-	-	0.14	-	0.12
Others								
Brand -Jombay	34.47	-	-	-	-	34.47	4.24	26.78
Non-Compete	3.00	-	-	1.00	-	4.00	0.92	2.07
Customer relationship	-	-	-	1.01	-	1.01	-	0.90
Total	257.54	198.30	-	4.13	-	459.97	69.84	328.91

* Refer Note 7.02 for further details.

6.01 Revaluation of Intangible Assets

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

6.02 Change in estimate

There are no changes in estimates for the year ending 31st March 2026 and 31st March 2025 .

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6(b) Intangible asset under development

Particulars	As at 1 st April 2025	Expenditure during the year	Capitalized during the year	Closing as at 31 st March 2026
Platforms	33.64	64.62	62.17	36.09

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

6(b).01 Ageing Schedule as at 31st March 2026

Intangible asset under development	Amount in Intangible Asset under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Platforms	36.09	-	-	-	36.09
Total	36.09	-	-	-	36.09

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

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

7 Goodwill

	Amount
Cost	
As at April 2024	343.06
Additions	545.91
Disposals/Adjustments	(59.63)
As at 1st April 2025	829.34
Additions (Refer Note a)	-
Changes on account of final purchase price allocation (Refer Note 7.02)	(169.59)
As at 31st March 2026	659.75
Impairment	
As at 1st April 2025	
Impairment loss recognised	3.86
As at 31st March 2026	3.86
Net book value	
As at 31st March 2026	655.89
As at 31st March 2025	829.34

7.01 Impairment test for goodwill

Goodwill is tested for impairment annually on 31st December every year or more frequently based on an impairment indicator. For the purpose of annual impairment testing, goodwill is allocated to the operating segments expected to benefit from the synergies of the business combinations in which the goodwill arises. The Group performed its annual impairment test of goodwill in the month of December 2025 and recognized an impairment loss of INR 3.86 Million on goodwill, based on impairment indicators identified during the year (Refer Note no. 31.1).

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7.02 Business Combinations

a. Acquisition of Vibrant Screen Private Limited

On 12th 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 INR 224.40 mn and surplus cash payment of INR 62.07 mn during the year ended 31st March 2025 and thus VSPL has become the subsidiary of the Holding Company. The Company has a contractual commitment to acquire the non-controlling interest in tranches. The 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	15.64	-	15.64
Intangible asset- Brand		2.36	2.36
Intangible asset- Noncompete		11.14	11.14
Intangible asset- Customer relationship		106.60	106.60
Intangible asset- Software	1.30	-	1.30
Other non current assets	119.09	-	119.09
Current assets	103.71	-	103.71
Liabilities	(48.34)	-	(48.34)
Total	191.40	120.10	311.50
Goodwill			204.44
Non-controlling interests			-
Purchase consideration			515.94
<i>Satisfied by:</i>			
Cash			286.47
Fair value of equity shares issued			-
Fair value of financial liability (call option rights)			229.47
Total purchase consideration			515.94
Goodwill as on 1st April 2025			324.54
Changes due to final purchase price allocation			(120.10)
Goodwill as on 31st March 2026			204.44

b. Acquisition of Thomas Assessments Private Limited

On 4th October 2024, the Company entered into a share purchase agreement ('SPA') and shareholders agreement ('SHA') to acquire 100% stake in Thomas Assessments Private Limited ('TAPL'). In accordance with the SPA and SHA, the Holding company acquired 51% stake in TAPL for a purchase consideration of INR 78.92 mn during the year ended 31st March 2025 and thus TAPL has become the subsidiary of the Holding Company. The Company has a contractual commitment to acquire the non-controlling interest in tranches. The 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	1.09	-	1.09
Intangible asset - Right to technical know how	-	41.79	41.79
Other non current assets	8.65	-	8.65
Current assets	46.88	-	46.88
Liabilities	(28.67)	-	(28.67)
Total	27.95	41.79	69.74
Goodwill			148.57
Non-controlling interests			-
Purchase consideration			218.31
<i>Satisfied by:</i>			
Cash			41.02
Fair value of equity shares issued (Refer Note-16(ii))			37.90
Fair value of financial liability (call option rights)			139.39
Total purchase consideration			218.31
Goodwill as on 1st April 2025			190.36
Changes due to final purchase price allocation			(41.79)
Goodwill as on 31st March 2026			148.57

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c. Acquisition of People Metrics Private Limited

On 4th 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 31st March 2025 and thus PMPL has become the subsidiary of the Holding Company. The Company has a contractual commitment to acquire the non-controlling interest in tranches. The 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	0.29	-	0.29
Intangible asset - Customer relationship	-	6.40	6.40
Intangible asset - Non compete	-	1.30	1.30
Other non-current assets	0.11	-	0.11
Current assets	15.56	-	15.56
Liabilities	(3.20)	-	(3.20)
Total	12.76	7.70	20.46
Goodwill			23.31
Non-controlling interests			-
Purchase consideration			43.77
<i>Satisfied by:</i>			
Cash			15.82
Fair value of financial liability (call option rights)			27.95
Total purchase consideration			43.77
Goodwill as on 1st April 2025			31.01
Changes due to final purchase price allocation			(7.70)
Goodwill as on 31st March 2026			23.31

8 Financial Assets- Investments

Investment in equity instruments (fully paid-up)	As at 31 st March 2026	As at 31 st March 2025
Unquoted equity shares		
17,500 Equity shares of INR 10 each fully paid-up in Oviya Medsafe Private Limited	0.18	0.18
600 Compulsorily convertible preference shares of INR 10 each fully paid-up in Ceyon Naturaa Private Limited (invested on 22 nd August 2024)	-	-
Total (equity instruments)	0.18	0.18
Non- Current	0.18	0.18
Current		
Total	0.18	0.18
Aggregate book value of:		
Quoted investments	-	-
Unquoted investments	0.18	0.18
Aggregate amount of impairment in value of Investments	-	-

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9 Loans

	Current	
	31 st March 2026	31 st March 2025
Unsecured, considered good (Refer Note 37(f)(iv))		
Loans to related parties	26.46	22.29
Total	26.46	22.29

Refer Note 35 for fair value measurements

9.1 Details of loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, are as follows:

Type of Borrower [Related parties]	Loans/Advances granted Individually or Jointly with other. (Individually / Jointly)	Repayable on demand (Yes / No)	Terms/Period of repayment is specified (Yes / No)	% of Total	Amount outstanding as on 31 st March 2026
The Ma Foi Foundation	Individually	Yes	No	100%	26.46
Total of Loan and Advances in the nature of Loan					26.46

Type of Borrower [Related parties]	Loans/Advances granted Individually or Jointly with other. (Individually / Jointly)	Repayable on demand (Yes / No)	Terms/Period of repayment is specified (Yes / No)	% of Total	Amount outstanding as on 31 st March 2025
The Ma Foi Foundation	Individually	Yes	No	100%	22.29
Total of Loan and Advances in the nature of Loan					22.29

10 Other financial assets

Financial instruments at amortised cost	31 st March 2026		31 st March 2025	
	Non Current	Current	Non Current	Current
Security deposits	41.65	0.70	33.25	0.01
Prepaid expenses	-	-	0.10	0.35
Deposit accounts with maturity for more than 12 months	82.94	-	120.78	-
Interest accrued on fixed deposits with banks	7.73	0.38	9.86	-
Total	132.32	1.08	163.99	0.36

11 Other non-current assets

Other non-current assets	31 st March 2026	31 st March 2025
Reimbursement right for Gratuity*	212.16	138.62
Total	212.16	138.62

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

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12 Trade receivable

	31 st March 2026	31 st March 2025
Unsecured, considered good		
Receivable from contract with customer - billed	1,670.37	1,565.93
Receivable from contract with customer - unbilled*	762.43	460.15
Unsecured, considered doubtful		
Receivable from contract with customer - billed	27.14	11.42
	2,459.94	2,037.50
Less: Allowance for expected credit losses	27.14	11.42
Total	2,432.80	2,026.08

*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 receivables from related parties, Refer Note 37(f)(i)

For the group's credit risk management process, Refer Note 36

Note - The current assets of the group are subject to a first pari-passu charge by way of hypothecation for securing the borrowings of the Company. Refer Note 18.01(ii) for further details.

The movement in allowances for credit impaired receivables is as follows:

Particulars	31 st March 2026	31 st March 2025
Opening balance	11.42	5.26
Additions	49.72	10.41
Credit impaired trade receivables written off during the year	(34.00)	(6.49)
Closing Balance	27.14	9.18

12.01 Ageing of Trade receivables

As at 31st March 2026

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables – considered good	762.43	552.48	1,057.10	12.47	33.90	11.62	2.80	2,432.80
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	19.82	7.32	-	27.14
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Sub total	762.43	552.48	1,057.10	12.47	53.72	18.94	2.80	2,459.94
Less: Impairment loss on credit impaired trade receivables	-	-	-	-	-	-	-	27.14
Total								2,432.80

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

As at 31st March 2025

Particulars	Current							
	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	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	-	11.42
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Sub total	460.15	1,255.11	216.88	46.43	39.23	18.92	0.78	2,037.50
Less: Impairment loss on credit impaired trade receivables	-	-	-	-	-	-	-	11.42
Total								2,026.08

13 Cash and cash equivalents

	31 st March 2026	31 st March 2025
Balances with banks:		
in current accounts	187.08	78.24
Cash on hand	0.96	1.15
Deposits with maturity of less than 3 months	50.00	-
Total	238.04	79.39

14 Bank balances other than Cash and cash equivalents

	31 st March 2026	31 st March 2025
Deposits with banks with original maturity of more than three months but less than 12 months	25.56	83.08
Total	25.56	83.08

15 Other current assets

	31 st March 2026	31 st March 2025
Prepaid expenses	72.68	156.38
Balance with government authorities	534.20	343.91
Staff advances	9.58	5.81
Advances to paid to vendors	11.24	1.78
Advance to employees	15.27	0.96
Reimbursement right for Gratuity*	35.19	22.89
Other receivables	0.90	-
Total	679.06	531.75

*The group 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.

Note - The current assets of the group are subject to a first pari-passu charge by way of hypothecation for securing the borrowings of the Company. Refer Note 18.01(ii) for further details.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

16 Equity share capital

	31 st March 2026	31 st March 2025
Authorized share capital		
75,000,000 Equity Shares of INR 2/- each	150.00	150.00
	150.00	150.00
Issued, subscribed and paid up share capital		
45,381,101 Equity shares of INR 2/- each (31 st March 2025: 42,504,255 Equity shares of INR 2/- each)	90.76	85.01
Total	90.76	85.01

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

Authorized Share Capital	31 st March 2026		31 st March 2025	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year				
Equity shares of INR 2/- each	75,000,000	150.00	11,000,000	110.00
Add:				
Change during the year (Refer Note (i))	-	-	44,000,000	-
Change during the year (Refer Note (ii))	-	-	20,000,000	40.00
Outstanding at the end of the year	75,000,000	150.00	75,000,000	150.00

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

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

	31 st March 2026		31 st March 2025	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	42,504,255	85.01	8,084,141	80.84
Issued during the year (Refer Note b)	-	-	3,937	0.04
	42,504,255	85.01	8,088,078	80.88
Outstanding after Sub -division during the year (Refer Note a)			40,440,390	80.88
i. Issued during the year - for cash (Refer Note c)	2,727,272	5.45	257,267	0.51
ii. Issued during the year - on exercise of employee stock options (Refer Note d)	149,574	0.30	18,575	0.04
iii. Issued during the year - for non cash (Refer Note e, f)	-	-	1,788,023	3.58
Outstanding at the end of the year	45,381,101	90.76	42,504,255	85.01

Notes:

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

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

- b) The Company has made private placement of shares for the year ended 31st March 2025 of 3,937 shares of INR 10/- each.
- c) The Company has made private placement of shares for the year ended 31st March 2026 of 27,27,272 shares of INR 2/- each and for the year ended 31st March 2025 of 2,57,267 shares of INR 2/- each.
- d) During the year ended 31st March 2026 company has issued equity shares under Employee Stock Option Plans of 1,49,574 shares of INR 2/- and during the year 31st March 2025 18,575 shares of INR 2/- each respectively
- e) During the year 31st March 2025, the Company has issued 13,978 shares to promoters Aditya Narayan Mishra and Santhosh Nair as part of their incentive payouts for FY 23- 24.
- f) During the year ended 31st March 2025, the Company issued 17,74,045 equity shares to selling shareholders of subsidiaries as below, as non-cash consideration for the acquisition of remaining stakes.
 1. Ma Foi Strategic Consultants Private Limited: 7,83,417 shares of INR 2/- each
 2. CIEL Skills and Careers Private Limited: 7,37,722 shares of INR 2/- each.
 3. Integrum Technologies Private Limited: 68,224 shares of INR 2/- each.
 4. Thomas Assessment Private Limited: 1,84,682 shares of INR 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 INR 2/- per share. Each shareholder is entitled to one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

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

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

Name of the shareholder	31 st March 2026		31 st March 2025	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of INR 2/- each				
Karuppasamy Pandiarajan	18,804,083	41.44%	18,804,083	44.24%
Hemalatha Rajan	6,835,337	15.06%	6,835,337	16.08%
Aditya Narayan Mishra	5,982,241	13.18%	5,982,241	14.07%
Santhosh Nair	4,026,832	8.87%	4,026,832	9.47%

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

Promoter name	31 st March 2026			31 st March 2025		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Karuppasamy Pandiarajan	18,804,083	41.44%	(2.80%)	18,804,083	44.24%	(2.07%)
Hemalatha Rajan	6,835,337	15.06%	(1.02%)	6,835,337	16.08%	(0.89%)
Aditya Narayan Mishra	5,982,241	13.18%	(0.89%)	5,982,241	14.07%	(0.70%)
Santhosh Nair	4,026,832	8.87%	(0.60%)	4,026,832	9.47%	(0.46%)
Doraiswamy Rajiv	1,214,330	2.68%	(0.18%)	1,214,330	2.86%	2.54%
Total	36,862,823	81.23%	(5.50%)	36,862,823	86.73%	(1.58%)

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

17 Other equity

	31 st March 2026	31 st March 2025
Capital Reserve (Refer Note A)	(298.76)	(298.76)
Securities premium (Refer Note B)	1,309.52	1,021.36
Surplus/(deficit) in the Statement of profit and loss (Refer Note C)	153.58	134.34
Debenture redemption reserve (Refer Note D)	10.96	10.96
Employee Stock Option Reserve (Refer Note E)	111.65	103.60
Equity Share Application Money (Refer Note F)	0.02	-
Others Comprehensive income (Refer Note G)	(3.03)	(0.18)
	1,283.94	971.32

Nature and purpose of items in other equity

The following describes the nature and purpose of each item within other equity:

Particulars	Description and purpose
Capital Reserve	The consideration paid in excess of the carrying value of the non-controlling interests has been recognized as capital reserve.
Securities premium	The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of options. This reserve will be utilised in accordance with provisions of Section 52 of the act.
Surplus/(deficit) in the Statement of Profit and Loss	Retained earnings represents the Group's undistributed earnings after taxes.
Debenture redemption reserve	Debenture Redemption Reserve represents the amount appropriated out of profits in accordance with statutory requirements, to provide for the redemption of debentures. The reserve is not available for distribution as dividend.
Employee Stock Option Reserve	The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to Employee stock options outstanding account. This will be utilised for allotment of equity shares against outstanding employee stock options.
Equity Share Application Money	Equity Share Application Money represents amounts received from applicants for equity shares pending allotment. The amount is classified as a liability until the shares are allotted or application money is refunded, as applicable
Others Comprehensive income	The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of options. This reserve will be utilised in accordance with provisions of Section 52 of the Act.

(A) Capital Reserve

	31 st March 2026	31 st March 2025
Opening balance	(298.76)	0.18
Changes during the year (Refer Note (i), (ii), (iii) below)	-	(298.94)
Closing balance	(298.76)	(298.76)

- (i) On 10th July 2024, the Company acquired the remaining 48.99% stake in its subsidiary, Ma Foi Strategic Consultants Private Limited for a total consideration of INR 160.76 Million, thus making it a wholly owned subsidiary. The consideration paid in excess of the carrying value of the non-controlling interests amounting to INR 117.07 Million has been recognized as capital reserve during the year ended 31st March 2025

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

(B) Securities premium

	31 st March 2026	31 st March 2025
Opening balance	1,021.36	598.51
Add : Securities premium credited on share issue	314.35	422.97
Less: Bonus shares issue during the year	-	-
Less : Share issue expenses for the year	(26.19)	(0.12)
Closing balance	1,309.52	1,021.36

Note - During the year Securities premium has been adjusted with related transactions for issue of shares

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

	31 st March 2026	31 st March 2025
Opening balance	134.34	(1.60)
Add: Net profit for the year	32.84	147.26
Less: Dividend paid	(13.60)	(11.32)
Closing balance	153.58	134.34

(D) Debenture redemption reserve

	31 st March 2026	31 st March 2025
Opening balance	10.96	10.96
-Transfer from retained earnings	-	-
Closing balance	10.96	10.96

(E) Employee Stock Option Reserve

	31 st March 2026	31 st March 2025
Opening balance	103.60	81.37
Add: Employee stock option expense	28.57	28.47
Less: Reductions during the year (Refer Note below)	(20.52)	(6.24)
Closing balance	111.65	103.60

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

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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(F) Equity Share Application Money

	31 st March 2026	31 st March 2025
Opening balance	-	1.95
Equity Share Application Money received during the year	314.10	59.27
Equity Share Application Money utilized during the year	(314.08)	(61.22)
Closing balance	0.02	-

(G) Other Comprehensive income

	31 st March 2026	31 st March 2025
Opening balance	(0.18)	1.30
-Re-measurement losses on defined benefit plans (net of tax)	(2.85)	(1.48)
Closing balance	(3.03)	(0.18)

18 Non-current borrowings

	31 st March 2026	31 st March 2025
Secured		
(a) Term Loan		
From Banks/Financial Institutions (Refer Note ii)	3.90	5.19
Unsecured		
(a) Debentures		
10% Non convertible debentures (Refer Note i)	40.08	47.70
9% Non convertible debentures (Refer Note i)	-	2.10
13% Non convertible debentures (Refer Note i)	1.50	1.50
(b) From other parties(Refer Note 21(ii))	38.35	87.18
	83.83	143.67
Less: Current maturities of long term debt	(39.75)	(73.37)
Total	44.08	70.30

18.01 Notes

Terms of repayment:

- i. 10%Non-ConvertibleDebenturesand9%Nonconvertibledebenturesareredeemableatparattheendoftwenty 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 60 days to the Company or to extend the tenure beyond maturity period with consent of Debenture trustee appointed in this behalf.. During the year ended 31st March 2026, the Company redeemed INR 2.10 Mn of 9% Non-Convertible Debentures. 13 % Non -Convertible Debentures payable quarterly are redeemable at par at the end of twenty four months from the date of allotment or to extend the tenure beyond maturity period with consent of Debenture trustee appointed in this behalf.
- ii. **The Primary Security for the loans are:**
 - 1) First Pari-passu charge by way of hypothecation on entire current assets of the company (Present & Future) and
 - 2) First Pari-passu charge by way of hypothecation on entire fixed assets of the company (Present & Future)
 - 3) The collateral Security for the loan are :
 - (i) The loan is secured by Personal guarantee of Mr. K.Pandiarajan, Mrs. Hemalatha Rajan, Mr. Aditya Narayan Mishra and Mr. Santhosh Nair.
 - 4) The Vehicle loans from bank are secured against hypothecation of respective vehicle against which loan is taken.
 - 5) The Group has used the borrowings for the purposes for which it was taken. There are no unutilized amount which require special disclosure.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Terms and repayment schedule:

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at	
			31 st March 2026	31 st March 2025
(a) Secured term loan from Banks/ Financial Institutions:				
(i) Canara Vehicle loan	8.80%	2028	1.10	1.47
(ii) HDFC Vehicle loan	7.50%	2028	2.80	3.72
Total			3.90	5.19

Movement in borrowings:

Long term borrowings	31 st March 2026	31 st March 2025
Opening balance at the beginning of the period/year	143.67	105.45
Net Proceeds (Repayments) from borrowings	(59.84)	38.22
Total	83.83	143.67
Current maturity portion	(39.75)	(73.37)
Closing balance as at the end of the period/year	44.08	70.30

19 Other financial liabilities

	31 st March 2026	31 st March 2025
Security deposit	0.23	0.23
Financial Liability payable to non controlling shareholders	95.58	424.68
Total	95.81	424.91

20 Provisions

Non-Current		
	31 st March 2026	31 st March 2025
Provision for employee benefits		
Provision for gratuity (refer Note 39)	279.41	184.49
Provision for compensated absences	11.97	7.88
Total	291.38	192.37

Current		
	31 st March 2026	31 st March 2025
Provision for employee benefits		
Provision for gratuity (refer Note 39)	43.46	27.43
Provision for compensated absences	2.48	2.27
Total	45.94	29.70

21 Current borrowings

	31 st March 2026	31 st March 2025
Secured, Loans		
- Overdraft facilities/Working capital loans (Refer Note iii)	969.54	829.56
- Current maturity of long term debts (Refer Note 18 and Refer Note (iii) below)	1.40	-
Unsecured, Loans		
- Loans from related parties (Refer Note ii)	9.35	7.53
- Current maturity of long term debts (Refer Note 18 and Refer Note (i) below)	38.35	73.37
Total	1,018.64	910.46

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

Particulars	Coupon/ Interest rate	Year of maturity	Carrying amount as at 31 st March 2026	Carrying amount as at 31 st March 2025
Unsecured Loans from Financial Institutions :				
(i) Oxyzo Financial Services Limited	14.50%	Jun-26	3.07	87.18
(ii) Oxyzo Financial Services Limited	14.50%	Feb-27	35.28	
Total			38.35	87.18

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

Party Name	Relationship	Interest	Repayment	Carrying amount as at 31 st March 2026	Carrying amount as at 31 st March 2025
Athera Enterprises Pvt Ltd	Entity in which KMP have significant control	-	On Demand	0.20	0.20
Loan from Directors	(ii) Loan from Directors-Subsidiaries	9%	On Demand	9.15	7.33
				9.35	7.53

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

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

The Primary Security for the loans are:

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

The collateral Security for the loan are :

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

22 Trade payables

	31 st March 2026	31 st March 2025
Total outstanding dues of micro and small enterprises	88.55	11.03
Total outstanding dues of creditors other than micro and small enterprises	156.96	100.21
Provision for accrued expenses	160.00	82.42
Total	405.51	193.66

- Refer Note 36 for Group's liquidity risk management process.
- Refer Note 37 for Related party payables.
- Based on the information available with the Group 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.
- Trade payables are non-interest bearing and generally on terms of 30 to 90 days

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

Particulars	31 st March 2026	31 st March 2025
(a) Amount remaining unpaid to any supplier at the end of accounting year:		
Principal	88.55	11.03
Interest	-	-
Total	88.55	11.03
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

22.02 Trade Payables ageing schedule

As at 31st March 2026

Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	88.55	-	-	-	88.55
(ii) Disputed dues - MSME	-	-	-	-	-	-	-
(iii) Others	160.00	-	154.44	1.68	0.61	0.23	316.96
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	160.00	-	242.99	1.68	0.61	0.23	405.51

As at 31st March 2025

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

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

23 Other financial liabilities

	Current	
	31 st March 2026	31 st March 2025
Employee benefit payable	1,113.77	826.95
Interest accrued but not due on loan	2.79	3.27
Credit Card payables	0.01	-
Security deposits	4.06	4.50
Application money received for NCDs pending allotment	0.50	
Financial Liability payable to non controlling shareholders*	292.84	173.47
Total	1,413.97	1,008.19

*During the year ended 31st March 2024 and 31st March 2025, the Company had acquired stakes in Integrum Technologies Private Limited, FirstVenture Corporation Private Limited, Thomas Assessments Private Limited, People Metrics Private Limited and Vibrant Screen Private Limited pursuant to their respective transaction agreements including share purchase agreement, shareholder's agreement and share subscription and shareholder's agreement.

As per the transaction agreement between the Company and promoters of these subsidiaries, the Company has an contractual obligation to purchase the remaining shares held by the promoters of these subsidiaries based on agreed methodology per the share purchase agreement. Accordingly, the Company had recognised a liability payable to promoters of acquired subsidiary for the present value of such future obligation based on a best estimate available with the management.

During the year ended 31st March 2026, the Company has reassessed the liability payable to non controlling shareholders of these subsidiaries based on the actual results available (applying the agreed methodology) and accordingly reversed an amount of INR 46.55 Mn as the same is no longer required to be paid and credited the statement of profit and loss.

24 Other current liabilities

	31 st March 2026	31 st March 2025
Statutory dues payable	300.72	279.36
Advance from customers	63.19	56.68
Other payables	3.31	1.47
Audit fees payable	0.32	0.03
Deferred revenue	8.94	17.68
Total	376.48	355.22

25 Current tax liabilities (net)

	31 st March 2026	31 st March 2025
Current tax payable	51.11	65.82
Total	51.11	65.82

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

26 Revenue from operations

	31 st March 2026	31 st March 2025
Revenue from contracts with customers		
- Sale of services		
HR Services	19,154.51	14,521.56
HR Platforms	691.22	523.07
Total	19,845.73	15,044.63

Notes

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

	31 st March 2026	31 st March 2025
Balance as at the beginning of the year	460.15	266.80
Add: Revenue recognised during the year	5,578.64	3,884.20
Less: Invoiced during the year	(5,276.36)	(3,690.85)
Balance at the end of the year	762.43	460.15

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

	31 st March 2026	31 st March 2025
Balance as at the beginning of the year	17.68	22.76
Add: Revenue deferred during the year	355.49	261.12
Less: Revenue recognised during the year	(364.23)	(266.20)
Balance at the end of the year	8.94	17.68

- (iii) Disaggregate revenue information

Timing of Revenue Recognition	31 st March 2026	31 st March 2025
Products and services transferred at a point in time	19,154.51	14,521.56
Products and services transferred over time	691.22	523.07
Total	19,845.73	15,044.63

The above break up presents disaggregated revenues from contracts with customers by each of the business segments. The group 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 Group has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the group's performance completed to date which are typically contracts of time and material in nature

The aggregate value of performance obligations that are completely or partially unsatisfied, other than those meeting the exclusion criteria mentioned above, as of 31st March 2026 and 31st March 2025 is Nil.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

27 Other income

	31 st March 2026	31 st March 2025
Interest income		
- on fixed deposits designated as amortized cost	7.95	9.71
- on tax refunds receivable	17.58	17.01
- on loans to related parties	1.14	1.57
- amortised cost adjustments for financial instruments	0.52	0.34
Liabilities written back	26.25	2.38
Foreign exchange gain (net)	9.86	2.93
Miscellaneous income	0.62	0.11
Total	63.92	34.08

28 Employee benefits expense

	31 st March 2026	31 st March 2025
Salaries, wages, bonus and other allowances	17,608.03	13,392.92
Contribution to provident fund and other funds	984.43	798.26
Gratuity and compensated absences (Refer Note 39 for gratuity)	23.88	14.73
Employee stock option scheme compensation (Refer Note 44)	28.57	28.47
Staff welfare expenses	12.09	6.46
Total	18,657.00	14,240.84

29 Finance costs

	31 st March 2026	31 st March 2025
Interest expense on borrowing	97.01	66.84
Interest expense on delay in payment of taxes	5.69	2.61
Interest expense on lease liabilities	5.91	3.00
Interest Expense on financial liabilities	18.07	19.74
Interest on loan from related party	1.42	2.21
Other borrowing costs	4.43	4.26
Total	132.53	98.66

30 Depreciation and amortization expense

	31 st March 2026	31 st March 2025
Depreciation of property, plant and equipment (Refer Note 4)	12.76	7.43
Amortization of intangible assets (Refer Note 6)	101.64	60.56
Depreciation of Right-of-use assets (Refer Note 5)	36.13	18.61
Total	150.53	86.60

31 Other expenses

	31 st March 2026	31 st March 2025
Recruitment and training	3.09	0.42
Repairs and maintenance	1.42	0.61
Rent	44.32	39.89
Background verification expenses	63.65	-
Travelling, stay and conveyance	33.92	30.00
Postage & courier, printing & stationery	7.85	7.53
Communication, IT and office expenses	36.50	23.14

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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	31 st March 2026	31 st March 2025
Corporate and Social Responsibility (CSR) expenditure (Refer Note 41)	3.39	1.69
Legal and professional charges	159.34	93.11
Business partner fee	177.53	122.54
Business promotion & sales expenses	16.65	30.94
Software licence expenses	20.10	32.13
Skilling project cost	9.06	7.38
Provision for credit impaired trade receivables	15.72	3.92
Bank charges	2.38	0.16
Rates and taxes	2.66	1.62
Bad debts written off	34.00	6.49
Partner's consultant fees	46.83	52.82
Subscription charges	31.40	-
Royalty	31.59	19.03
Miscellaneous expenses	14.87	7.22
Remuneration to statutory auditors*	6.21	5.59
Total	762.48	486.23

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

As auditor:

	31 st March 2026	31 st March 2025
Statutory audit	6.21	5.59
Total	6.21	5.59

31.1 Exceptional items

	31 st March 2026	31 st March 2025
Impairment allowance on *		
Goodwill	3.86	-
Intangibles	0.89	-
Impact of new labour codes **	10.20	-
Expenses relating to proposed IPO written off***	121.04	-
	135.99	-

* In view of the commencement of voluntary liquidation proceedings of the subsidiary entity, Aargee Staffing Services Private Limited (Refer Note no.47 (iii)) during the year ending 31st March 2026, the assets and liabilities of the said entity are recorded on a net realisable value basis.

Consequent to the above impairment indicator, the company has impaired the carrying value of goodwill amounting to INR 3.86 Mn and customer relationship related intangible asset from acquisition of the subsidiary entity amounting to INR 0.89 Mn during the year ending 31st March 2026.

** During the year ended 31st March 2026, the Central Government of India has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes', effective from 21st November 2025 primarily impacting the wage definition to be considered for the purpose of defined benefit obligation relating to gratuity. Include the following - where material past service cost arises:

The new Labour Codes introduced by the Government of India, inter alia, requires gratuity to be calculated based on wages constituting at least 50% of total remuneration. This has resulted in an increase in gratuity benefits in respect of services rendered in prior periods, and accordingly, the Group has recognised past service cost amounting to INR 10.20 Mn during the year. In accordance with Ind AS 19, the past service cost has been recognised in the statement of profit and loss in the current year in which the plan amendment became effective.

*** During the year ended 31st March 2026, the Company has incurred share issue expenses amounting to INR 140.36 Mn in connection with its proposed public offer and offer for sale of equity shares. Out of the total expenses incurred, the Company has expensed off INR 121.04 Mn in statement of profit and loss as exceptional items during the year, on account of expected delays in Initial Public Offer (IPO) filing. The balance amount of INR 19.32 Mn is adjusted to Securities Premium as these were incurred for the purposes of Pre-IPO.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

32 Income tax expenses

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

	31 st March 2026	31 st March 2025
- Current tax	39.59	30.57
- Adjustments in respect of current income tax of previous year	3.33	2.14
- Deferred tax credit	(4.64)	(13.00)
Income tax expense reported in the statement of profit or loss	38.28	19.71

32.02 Income tax expense charged to OCI

	31 st March 2026	31 st March 2025
Net gain on remeasurements of defined benefit plans	(0.96)	(0.27)
Income tax charged to OCI	(0.96)	(0.27)
Income tax expense attributable to		
Profit from operations	37.32	19.44
	37.32	19.44

32.03 Reconciliation of tax charge

	31 st March 2026	31 st March 2025
Profit before tax	71.12	166.38
Tax Rate	25.17%	25.17%
Income tax expense at tax rates applicable	17.90	41.87
Tax effects of items that are not deductible in determining taxable income:		
- Expenses/income not deductible/allowed for tax purposes		
- Deduction under section 80 JJAA	77.59	(3.37)
- Adjustments in respect of Current income tax of Previous year	(59.53)	(20.93)
- Set off of carried forward losses	3.33	2.14
Income tax expense	39.29	19.71

32.04 Deferred tax assets

31 st March 2026	Opening Balance	On account of business combination and others	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets					
On property, plant and equipment	4.12	-	0.45	-	4.57
On lease liabilities	11.02	-	3.50	-	14.52
On re-measurements gain/(losses) of / post-employment benefit obligations	15.48	-	4.70	0.96	21.14
On carried forward losses	24.04	-	(2.18)	-	21.86
Provision for expected credit loss on financial assets	2.31	-	4.49	-	6.80
Other assets	0.02	-	(0.01)	-	0.01
	56.99	-	10.95	0.96	68.90
Deferred tax liabilities					
On other intangible assets	(7.50)	-	(2.92)	-	(10.42)
On Right-of-Use assets	(10.35)	-	(3.39)	-	(13.74)
	(17.85)	-	(6.31)	-	(24.16)
Deferred tax assets/ (liabilities), net	39.14	-	4.64	0.96	44.74

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

31 st March 2025	Opening Balance	On account of business combination and others	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	Closing balance
Deferred tax assets					
On property, plant and equipment	1.28	2.92	(0.08)	-	4.12
On lease liabilities	6.08	2.99	1.95	-	11.02
On 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
Provision for expected credit loss on financial assets	1.37	-	0.94	-	2.31
On provision for expenses	1.13	-	(1.13)	-	-
Other assets	-	0.02	-	-	0.02
	30.46	8.85	17.41	0.27	56.99
Deferred tax liabilities					
On other intangible assets	(4.05)	(0.04)	(3.41)	-	(7.50)
On Right-of-Use assets	(6.63)	(2.72)	(1.00)	-	(10.35)
	(10.68)	(2.76)	(4.41)	-	(17.85)
Deferred tax assets/ (liabilities), net	19.78	6.09	13.00	0.27	39.14

32.05 Recognition of deferred tax asset

Balance sheet	31 st March 2026	31 st March 2025
Deferred tax asset	68.90	56.99
Deferred tax liabilities	(24.16)	(17.85)
Deferred tax assets/ (liabilities), net	44.74	39.14

33 Earnings per share (EPS)

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

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

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

Particulars	31 st March 2026	31 st March 2025
(a) Profit attributable to equity holders	32.84	147.26
(b) Weighted average number of shares used as denominator		
Weighted average number of shares used as denominator in calculating basic earning per share	43,216,631	41,815,605
Weighted average number of shares used as denominator in calculating diluted earning per share	44,370,417	42,655,219
Basic Earning per share (INR)	0.76	3.52
Diluted Earning per share (INR)	0.74	3.45

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Computation of weighted average number of shares

Particulars	Year ended 31 st March 2026	Year ended 31 st March 2025
Number of equity shares outstanding at beginning of the year	42,504,255	40,420,705
Add: Weighted average number of equity shares issued during the year	712,376	1,394,900
Weighted average number of shares outstanding at the end of the year for computing basic earnings per share	43,216,631	41,815,605
Add: Impact of potentially dilutive equity shares - employee stock options	1,153,786	839,614
Weighted average number of shares outstanding at the end of the year for computing diluted earnings per share	44,370,417	42,655,219

34 Leases where group is a lessee

34.01 Changes in the Lease liabilities :-

Particulars	Category of Right-of-use assets Buildings	Total
Balance as at 31st March 2024	24.18	24.18
Recognized during the year	12.04	12.04
Additions through acquisitions	10.52	10.52
Unwinding of discount on lease liabilities	3.00	3.00
Payments during the year	(6.55)	(6.55)
Balance as at 31st March 2025	43.19	43.19
Recognized during the year	54.44	54.44
Additions through acquisitions	-	-
Unwinding of discount on lease liabilities	5.91	5.91
Payments during the year	(45.78)	(45.78)
Balance as at 31st March 2026	57.76	57.76

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

Particulars	31 st March 2026	31 st March 2025
Current Lease Liabilities	30.06	20.49
Non-current Lease Liabilities	27.70	22.70
Total	57.76	43.19

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.

34.03 Maturity analysis of lease liabilities

Particulars	31 st March 2026	31 st March 2025
Less than one year	28.63	23.60
One to five years	36.07	24.54
More than five years	-	-
Total	64.70	48.14

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

34.04 Amounts recognised in statement of Profit and Loss account

Particulars	31 st March 2026	31 st March 2025
Interest on Lease Liabilities	5.91	3.00
Short-term leases expensed	44.32	39.89
Total	50.23	42.89

35 Fair values of financial assets and financial liabilities

Particulars	Fair value hierarchy	31 st March 2026		31 st March 2025	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets					
Financial assets valued at amortized cost					
Non Current					
Investments	Level 3	0.18	0.18	0.18	0.18
Other financial assets	Level 2	132.32	132.32	163.99	163.99
Current					
Trade receivable	Level 2	2,432.80	2,432.80	2,026.08	2,026.08
Loans	Level 2	26.46	26.46	22.29	22.29
Cash and cash equivalents	Level 2	238.04	238.04	79.39	79.39
Bank balances other than cash and cash equivalents	Level 2	25.56	25.56	83.08	83.08
Other financial Assets	Level 2	1.08	1.08	0.36	0.36
Total financial assets		2,856.44	2,856.44	2,375.37	2,375.37

Financial liabilities	Fair value hierarchy	31 st March 2026		31 st March 2025	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities valued at amortized cost					
Borrowings	Level 2	1,062.72	1,062.72	980.76	980.76
Trade payables	Level 2	405.51	405.51	193.66	193.66
Lease Liability	Level 2	57.76	57.76	43.19	43.19
Other financial Liabilities	Level 2	1,509.78	1,509.78	1,433.10	1,433.10
Total financial liabilities		3,035.77	3,035.77	2,650.71	2,650.71

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.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

36 Financial risk management objectives and policies

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group 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 Group exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity: The Group do not have any exposure to borrowings with fluctuating interest rates during the period/year ended 31st March 2026, 31st March 2025

Exposure to Interest rate risk

Particulars	31 st March 2026	31 st March 2025
Fixed rate borrowings	1,062.72	980.76

(ii) Price risk

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

(iii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency).

The Group is not significantly exposed to currency risk as the Group's functional currency in INR and revenues and costs are primarily denominated in INR and therefore disclosures required under "Ind AS 107–Financial Instruments: Disclosures" have not been given.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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(B) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Group'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 Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Group 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 Group 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 Group 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 Group does not foresee any credit risks on deposits with regulatory authorities.

The Group determines concentrations of credit risk by monitoring the creditworthiness rating of existing customers and through a periodic review of the trade receivables' ageing analysis. In monitoring the customers' credit risk, customers are grouped according to their credit characteristics. Customers that are graded as "highrisk" are placed on a restricted customer list, and future credit sales are made only with the approval of Senior management, otherwise payment in advance is required.

The Group does not hold any collateral as security. The Group has also evaluated the concentration of risk with respect to trade receivables as low, as its customers operate in largely independent markets.

(C) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group 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 Group's financial liabilities based on contractual undiscounted payments:

31 st March 2026	Carrying Amount	Up to 3 Months	3 to 12 months	1 to 5 years	More than 5 years	Total
Short term borrowings	1,018.64	611.18	407.46	-	-	1,018.64
Long term borrowings	44.08	-	-	44.08	-	44.08
Lease Liability	57.76	6.79	17.42	33.55	-	57.76
Trade payables	405.51	243.31	162.20	-	-	405.51
Other financial liability	1,509.78	1,121.13	292.84	95.81	-	1,509.78
	3,035.77	1,982.41	879.92	173.44	-	3,035.77

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

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37 Interest in other Entities

(a) Subsidiaries

The group's subsidiaries at 31st March 2026 and 31st March 2025 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.

Name of entity	Ownership interest held by the group	Ownership interest held by non-controlling interests	Ownership interest held by the group	Ownership interest held by non-controlling interests
	31 st March 2026	31 st March 2026	31 st March 2025	31 st March 2025
Next Leap Career Solutions Private Limited	100.00%	-	100.00%	-
Ma Foi Strategic Consultants Private limited	100.00%	-	100.00%	-
CIEL Skills and Careers Private Limited	100.00%	-	100.00%	-
Integrum Technologies Private Limited	84.00%	16.00%	76.50%	23.50%
CIEL Technologies Private Limited	100.00%	-	100.00%	-
Aargee Staffing Services Private Limited	100.00%	-	100.00%	-
Firstventure Corporation Private Limited	75.42%	24.58%	51.71%	48.29%
Thomas assessments Private Limited (w.e.f 4 th October 2025)	76.00%	24.00%	51.00%	49.00%
People Metrics Private Limited (w.e.f 4 th October 2025)	76.00%	24.00%	51.00%	49.00%
Vibrant Screen Private Limited (w.e.f 27 th Mar 2025)	51.00%	49.00%	51.00%	49.00%
CIEL Powertrain Solutions Private Limited (w.e.f 9 th April 2025)	100.00%	-	-	-

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

Sornammal Educational Trust

The Ma Foi Foundation

Athera Enterprises Private Limited

(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 (Upto 26 th March 2026)
Lalita Pasari	Company Secretary and Compliance Officer (w.e.f. 27 th June 2024)

(c(i)) Relatives of Key Management Personnel

Sheetal Saurabh More

(d) Key management personnel compensation: (Refer Note below)

Name of the Key Management Personnel	31 st March 2026	31 st March 2025
Karuppasamy Pandiarajan	9.99	9.53
Hemalatha Rajan	8.26	7.97
Aditya Narayan Mishra	11.18	11.79
Santhosh Nair	7.77	8.11
Doraiswamy Rajiv Krishnan	11.03	12.25
Saurabh Ashok More	8.77	6.73
Lalita Pasari	2.14	1.45
	59.14	57.83

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

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

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
(i) Revenue from Operations:			
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	3.64	8.94
(ii) Interest Income			
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	1.13	1.55
(iii) Finance Costs			
Interest on Debentures			
Aditya Narayan Mishra	Key Managerial Personnel	0.14	0.14
Santhosh Nair	Key Managerial Personnel	0.12	0.12
Hemalatha Rajan	Key Managerial Personnel	-	0.29
Sheetal Saurabh More	Relative of Key Managerial Personnel	0.10	0.10
Interest on loan			
Doraiswamy Rajiv Krishnan	Borrowings from Directors	-	0.25
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	0.03
(iv) Other expenses			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	7.72	11.68
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	2.31	1.69
(v) Dividend Payment			
Karuppasamy Pandiarajan	Key Managerial Personnel	6.02	5.24
Aditya Narayan Mishra	Key Managerial Personnel	1.91	1.67
Santhosh Nair	Key Managerial Personnel	1.29	1.12
Hemalatha Rajan	Key Managerial Personnel	2.19	1.92
Doraiswamy Rajiv	Key Managerial Personnel	0.39	0.04
(vi) Loans given to related party entities during the year			
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	3.47	13.10
(vii) Loans given to related party entities, repaid during the year			
The Ma Foi foundation	Entities over which KMP are able to exercise significant influence	0.42	4.29
(viii) Borrowings made during the year			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	-	0.58
(ix) Borrowings repaid during the year			
Loan from Directors	Key Managerial Personnel	-	4.50
Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	-	2.14
(x) Non Current Borrowings - Debentures repaid during the year			
Aditya Narayan Mishra	Key Managerial Personnel	1.35	-
Santhosh Nair	Key Managerial Personnel	1.20	-
Hemalatha Rajan	Key Managerial Personnel	-	5.00
Sheetal Saurabh More	Relative of Key Managerial Personnel	1.00	-

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

(f) Amount due to/from related party :

Name of the related party	Nature of the relationship	31 st March 2026	31 st March 2025
(i) Trade receivables			
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	33.71	33.85
Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	0.36	0.36
(ii) Other financial assets			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	2.60	2.60
(iii) Trade Payables			
Sornammal Educational Trust	Entities over which KMP are able to exercise significant influence	4.99	5.95
(iv) Loans			
The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	26.46	22.29
(v) Non Current Borrowings - Debentures			
Aditya Narayan Mishra	Key Managerial Personnel	-	1.35
Santhosh Nair	Key Managerial Personnel	-	1.20
Sheetal Saurabh More	Relative of Key Managerial Personnel	-	1.00
(vi) Current Borrowings			
Athera Enterprises Private Limited	Entities over which KMP are able to exercise significant influence	0.20	0.20

38 Segment reporting

38.01 The group generates its revenue from sale of human resource solutions. The group's operations predominantly relate to 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 outsources services, Professional staffing, Value staffing, Payroll and compliance, HR advisor, Skilling and Background Verification services
HR Platforms	It operates platforms which provide various functions including Talent assessment and development, Talent engagement, Employee learning, Human resource management system, Fresher upskilling and Statutory compliance management.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

38.02 Summary of the Segment Information for the year ended and as on 31st March 2026 and 31st March 2025 is as follows:

	31 st March 2026			
	HR Services	HR Platforms	Unallocated	Total
Revenue				
External customers	19,154.51	691.22	-	19,845.73
Inter-segment	118.21	50.62	-	168.83
Total revenue	19,272.72	741.84	-	20,014.56
Expenses				
Employee benefits expenses	18,280.04	272.74	104.22	18,657.00
Depreciation and amortisation	19.58	82.06	48.89	150.53
Other Expenses	530.78	231.70	-	762.48
Total Expenses	18,830.40	586.50	153.11	19,570.01
Segment profit	442.32	155.34	(153.11)	444.55
Other income				63.92
Other finance costs				(132.53)
Inter-segment sales (elimination)				(168.83)
Exceptional Items				(135.99)
Profit before tax				71.12
Segment assets	2,762.27	699.42	1,713.69	5,175.38
Segment liabilities	2,082.06	172.60	1,546.02	3,800.68

	31 st March 2025			
	HR Services	HR Platforms	Unallocated	Total
Revenue				
External customers	14,521.56	523.07	-	15,044.63
Inter-segment	110.67	41.68	-	152.35
Total revenue	14,632.23	564.75	-	15,196.98
Expenses				
Employee benefits expenses	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
Total Expenses	14,277.25	421.63	114.79	14,813.67
Segment profit	354.98	143.12	(114.79)	383.31
Finance income				34.08
Other finance costs				(98.66)
Inter-segment sales (elimination)				(152.35)
Profit before tax				166.38
Segment assets	2,175.58	536.48	1,638.09	4,350.15
Segment liabilities	1,462.31	108.42	1,723.09	3,293.82

38.03 Geographic information

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

Revenue from external customers	31 st March 2026	31 st March 2025
India	19,642.98	14,870.32
Outside India	202.75	174.31
Total	19,845.73	15,044.63

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

38.04 Information about major customers

No single customer has accounted for more than 10% of the group's revenue for the year ended 31st March 2026 and 31st March 2025

39 Employee benefits

(A) Defined contribution plans

Contribution towards employee provident fund and others, which is a defined contribution plan for the year ended 31st March 2026 aggregated to INR 984.43 Mn and for the year ended 31st March 2025 aggregated to INR 798.26 Mn.

A Defined benefit plans (for Core employees)

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

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

i) Amount recognised in balance sheet

Particulars	31 st March 2026	31 st March 2025
Present value of obligation as at the end of the year	75.52	47.77
Fair Value of plan assets at the end of the year	-	-
Net liability recognized in Balance Sheet	75.52	47.77
Current liability	8.26	4.44
Non-current liability	67.26	43.33
Total	75.52	47.77

ii) Changes in the present value of benefit obligation

Particulars	31 st March 2026	31 st March 2025
Present value of obligation at the beginning of the year	47.77	27.09
additions due to acquisition through business combinations	-	8.98
Included in profit or loss		
Current service cost	14.03	8.90
Plan amendment's Past service cost	9.53	-
Past service cost	(0.49)	-
Interest cost	3.15	2.15
	26.22	11.05
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in demographic Assumptions	(5.64)	0.51
Changes in financial assumptions	(2.72)	2.24
Experience adjustment	12.17	(1.12)
	3.81	1.63
Other		
Employer contributions		
Benefits paid	(2.28)	(0.98)
Present value of obligation at the end of the year	75.52	47.77

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

iii) Changes in the fair value of plan assets

The Group does not have any plan assets.

iv) Reconciliation of balance sheet amount

Particulars	31 st March 2026	31 st March 2025
Opening net liability	47.77	27.09
additions due to acquisition through business combinations	-	8.98
Expense/(income) recognised in profit and loss	26.22	11.05
Expense/(income) recognised in other comprehensive income	3.81	1.63
Benefits Paid directly be employer	(2.28)	(0.98)
Balance sheet Liability at the end of the year	75.52	47.77

v) Expense recognized in the statement of profit and loss

Particulars	31 st March 2026	31 st March 2025
Current service cost	14.03	8.90
Net Interest cost	-	-
Plan amendment's Past service cost	9.53	-
Past service cost	(0.49)	-
- Interest expense on Defined Benefit Obligation	3.15	2.15
Total expenses recognized in the statement of profit and loss	26.22	11.05

vi) Expense recognized in other comprehensive income

Particulars	31 st March 2026	31 st March 2025
Actuarial (gains)/ losses arising from:		
- Experience	12.17	(1.12)
- Assumptions changes	(8.36)	2.75
Net actuarial (gains) / losses recognised in Other Comprehensive Income	3.81	1.63

vii) Actuarial assumptions

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

	31 st March 2026	31 st March 2025
Gratuity plan		
Discount rate	6.94% to 8.15%	6.84% to 7.07%
Future Salary growth	7% to 11%	7% to 11%
Attrition rate	5% to 40%	5% to 40%

viii) Maturity analysis

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

	31 st March 2026	31 st March 2025
Within one year	11.52	4.10
Between one and two years	8.63	2.63
Between two and five years	18.56	6.12
Later than five years	99.18	46.82
	137.89	59.67

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

ix) Sensitivity analysis

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

Particulars	31 st March 2026	31 st March 2025
Change in Discount rate		
Delta effect + 1%	(6.43)	(4.06)
Delta effect - 1%	14.13	4.73
Change in rate of salary increase		
Delta effect + 1%	8.84	2.17
Delta effect - 1%	(2.25)	(1.74)
Change in withdrawal rate		
Delta effect + 1%	3.22	0.22
Delta effect - 1%	3.06	(0.30)
Change in Mortality rate		
Delta effect + 10%	0.00	0.00
Delta effect -10%	-	-

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 depute employeees)

The Group 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 group has a contractual right to receive the reimbursement of the gratuity benefits provided to its deputees.

The Group has recognised gratuity liability and reimbursement rights in respect of depute employeees in accordance with Ind AS 19.

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

i) Amount recognised in balance sheet

Particulars	31 st March 2026	31 st March 2025
Present value of obligation as at the end of the year	247.35	164.15
Fair Value of plan assets at the end of the year	-	-
Net asset / (liability) recognized in Balance Sheet	(247.35)	(164.15)
Current liability	35.19	22.99
Non-current liability	212.16	141.16
Total	247.35	164.15

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

ii) Changes in the present value of benefit obligation

Particulars	31 st March 2026	31 st March 2025
Present value of obligation at the beginning of the year	164.15	114.64
Included in profit or loss		
Current service cost	107.63	76.40
Plan amendment's past service cost	10.64	-
Interest cost	10.47	8.16
	128.74	84.56
Included in OCI		
Actuarial (gain)/ loss arising from:		
Changes in financial assumptions	(4.67)	4.99
Experience adjustment	(34.63)	(38.43)
	(39.30)	(33.44)
Other		
Employer contributions		
Benefits paid	(6.24)	(1.61)
Present value of obligation at the end of the year	247.35	164.15

iii) Changes in the fair value of plan assets

The Group does not have any plan assets.

iv) Reconciliation of balance sheet amount

Particulars	31 st March 2026	31 st March 2025
Opening net (asset)/liability	164.15	114.64
Expense/(income) recognised in profit and loss	128.74	84.56
Expense/(income) recognised in other comprehensive income	(39.30)	(33.44)
Benefits paid	(6.24)	(1.61)
Balance sheet (Asset)/Liability at the end of the year	247.35	164.15

v) Expense recognized in the statement of profit and loss

Particulars	31 st March 2026	31 st March 2025
Current service cost	107.63	76.40
Net Interest cost	0.06	0.06
Plan amendment's past service cost	10.64	-
-Interest expense on DBO	10.41	8.10
Total expenses recognized in the statement of profit and loss	128.74	84.56

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

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

vi) Expense recognized in other comprehensive income

Particulars	31 st March 2026	31 st March 2025
Actuarial (gains)/ losses arising from:		
- Experience	(34.63)	(38.43)
- Assumptions changes	(4.67)	4.99
Net actuarial (gains) / losses recognised in OCI	(39.30)	(33.44)

vii) Actuarial Assumptions

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

Particulars	31 st March 2026	31 st March 2025
Gratuity plan		
Discount rate	7.00%to 8.28%	6.61%to 7.14%
Future Salary growth	7% to 10%	7% to 10%
Attrition rate	10% to 50%	10% to 50%

viii) Maturity analysis

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

Particulars	31 st March 2026	31 st March 2025
Within one year	38.38	24.03
Between one and two years	19.06	14.19
Between two and five years	32.96	22.79
Later than five years	304.97	189.38
	395.37	250.39

ix) Sensitivity analysis

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

Particulars	31 st March 2026	31 st March 2025
Change in Discount rate		
Delta effect + 1%	(12.81)	(8.27)
Delta effect - 1%	14.20	9.21
Change in rate of salary increase		
Delta effect + 1%	12.92	8.37
Delta effect - 1%	(13.08)	(7.63)
Change in withdrawal rate		
Delta effect + 1%	(3.61)	(3.25)
Delta effect - 1%	0.06	(7.57)
Change in Mortality rate		
Delta effect + 10%	(2.37)	-

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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 group 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 group 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 & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

4) Legislative risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

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

Particulars	Net Assets, i.e., total assets minus total liabilities				Share in profit and loss	
	31 st March 2026		31 st March 2025		31 st March 2025	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount
Parent						
CIEL HR Services Limited	75.35%	1,665.40	73.37%	1,367.24	18.47%	11.08
Subsidiaries						
Next Leap Career Solutions Private Limited	8.96%	198.07	9.77%	182.14	26.63%	15.97
Ma Foi Strategic Consultants Private limited	(0.46%)	(10.21)	0.18%	3.32	(22.64%)	(13.58)
CIEL Skills and Careers Private Limited	1.13%	24.92	1.42%	26.53	(3.22%)	(1.93)
Integrum Technologies Private Limited	0.42%	9.21	0.33%	6.15	5.25%	3.15
CIEL Technologies Private Limited	(0.16%)	(3.52)	(0.25%)	(4.75)	1.98%	1.19
Aargee Staffing Services Private Limited	0.03%	0.69	(0.22%)	(4.01)	7.35%	4.41
Firstventure Corporation Private Limited	1.65%	36.56	2.22%	41.39	(9.70%)	(5.82)
Thomas Assessments Private Limited	2.33%	51.45	2.18%	40.58	17.84%	10.70
People Metrics Private Limited	1.01%	22.35	0.72%	13.45	14.82%	8.89
Vibrant Screen Private Limited	9.58%	211.62	10.27%	191.40	37.45%	22.46
CIEL Powertrain Solutions Private Limited	0.16%	3.56	0.00%	-	5.77%	3.46
Sub total	100.00%	2,210.10	100.00%	1,863.44	100.00%	59.98
Adjustments arising out of Consolidation		(835.40)		(807.11)		(27.14)
Non-controlling interests in all subsidiaries		-		-		-
Total		1,374.70		1,056.33		32.84
					100.00%	172.93
						(25.08)
						(0.59)
						147.26

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

Particulars	Share in Other Comprehensive Income			Share in Total Comprehensive Income		
	31 st March 2026	As % of consolidated other comprehensive income	Amount	31 st March 2025	As % of consolidated total comprehensive income	Amount
Parent						
CIEL HR Services Limited	51.58%	(1.47)	(0.29)	16.82%	52.67%	90.62
Subsidiaries						
Next Leap Career Solutions Private Limited	1.75%	(0.05)	(0.50)	27.87%	29.04%	49.97
Ma Foi Strategic Consultants Private limited	(1.75%)	0.05	0.40	(23.68%)	2.36%	4.05
CIEL Skills and Careers Private Limited	(11.93%)	0.34	0.04	(2.78%)	9.14%	15.73
Integrum Technologies Private Limited	3.51%	(0.10)	(0.19)	5.34%	0.48%	0.82
CIEL Technologies Private Limited	(0.35%)	0.01	(0.01)	2.10%	(2.28%)	(3.93)
Aargee Staffing Services Private Limited	0.35%	(0.01)	(0.15)	7.70%	(0.69%)	(1.19)
Firstventure Corporation Private Limited	(15.09%)	0.43	-	(9.43%)	1.63%	2.81
Thomas Assessments Private Limited	(6.32%)	0.18	(0.17)	19.04%	0.07	12.51
People Metrics Private Limited	0.00%	-	-	15.56%	0.00	0.67
Vibrant Screen Private Limited	78.25%	(2.23)	-	35.41%	-	-
CIEL Powertrain Solutions Private Limited	0.00%	-	-	6.06%	-	-
Sub total	100.00%	(2.85)	(0.87)	100.00%	100.00%	172.06
Adjustments arising out of Consolidation	-	-	(0.49)	-	(27.14)	(25.57)
Non-controlling interests in all subsidiaries	-	-	(0.12)	-	-	(0.71)
Total		(2.85)	(1.48)			145.78

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

41 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, the Company and its Subsidiaries Next Leap Career Solutions Private Limited and Vibrant Screen Private Limited, meets the applicability threshold For the year ended 31st March 2026 and 31st March 2025 and hence the Company and its subsidiaries is required to spend funds on Corporate Social Responsibility ("CSR") activities. The Corporate Social Responsibility ("CSR") committee has been formed by the Company as per the Act. The areas for CSR activities are skill development, environment protection and sustainability and health and safety. The funds required to be spent and funds spent during the year are explained below:

41.01 Particulars	31 st March 2026	31 st March 2025
Gross Amount required to be spent as per Section 135 of the Act	3.39	1.69
Add: Amount Unspent from previous years	-	-
Total Gross amount required to be spent during the year	3.39	1.69

41.02 Particulars	31 st March 2026	31 st March 2025
Amount approved by the CSR committee/ Board to be spent during the year	3.39	1.69

41.03 Amount spent during the year

Particulars	31 st March 2026	31 st March 2025
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	2.31	1.69
Total amount spent during the year	2.31	1.69
Amount remaining unspent at the end of the year *	1.08	-

The unspent amount of INR 1.08 Million has been transferred to a Special account within 30 days from the year ending 31st March 2026, as this amount is being spent on ongoing project, in compliance with section 135(6) of companies act, 2013.

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

Name	Nature of Relationship	31 st March 2026	31 st March 2025
Contribution to The Ma Foi Foundation	Entities over which KMP are able to exercise significant influence	2.31	1.69

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

(Amount in INR Millions, unless otherwise stated)

42 Utilisation of Borrowed funds and share premium:

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

Particulars	Funding Party	Date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each intermediary as follows (Amount in INR Million)	Date and amount of fund further advanced or loaned or invested by such Intermediaries to other Intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries as follows (Amount in INR Million)	Whether relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and	Whether the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).
Ma Foi Foundation (Ultimate Beneficiary)	CIEL HR Services Limited	Ma Foi Strategic Consultants Private limited (Intermediary) Revolving Loan outstanding as on 31 st March 2026- INR 14.68 31 st March 2025- INR 12.69 31 st March 2024- INR 4.10 31 st March 2023- INR 0.84	Revolving Loan outstanding as on 31 st March 2026- INR 14.68 31 st March 2025- INR 12.69 31 st March 2024- INR 4.10 31 st March 2023- INR 0.84	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
CIEL Skills and Careers Private Limited (Ultimate Beneficiary)	CIEL HR Services Limited	31 st March 2024- INR 102.40 31 st March 2023- INR 39.69	Revolving Loan outstanding as on 31 st March 2026- INR 47.75 31 st March 2025- INR 5.87 31 st March 2024- INR 3.82 31 st March 2023- INR 1.54	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
Ma Foi Foundation (Ultimate Beneficiary)	CIEL HR Services Limited	CIEL Skills and Careers Private Limited (Intermediary) Revolving Loan outstanding as on 31 st March 2026- INR 23.30 31 st March 2025- INR 12.25 31 st March 2024- INR 5.20 31 st March 2023- INR 2.66	Revolving Loan outstanding as on 31 st March 2026- INR 11.78 31 st March 2025- INR 9.58 31 st March 2024- INR 8.08 31 st March 2023- INR 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

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

Particulars	Intermediary	Date and amount of fund received from Funding parties with complete details of each Funding party as on 31 st March 2026 (Amount in INR Million)	Date and amount of fund further advanced or loaned or invested by such Intermediaries to other Intermediaries or Ultimate Beneficiaries along with complete details of the ultimate beneficiaries as on 31 st March 2026 (Amount in INR Million)	Whether relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and	Whether the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).
Ma Foi Foundation (Ultimate Beneficiary)	Ma Foi Strategic Consultants Private limited	CIEL HR Limited (Funding) Revolving Loan outstanding as on 31 st March 2026- INR 251.33 31 st March 2025- INR 159.10 31 st March 2024- INR 102.40 31 st March 2023- INR 39.69	Revolving Loan outstanding as on 31 st March 2026- INR 14.68 31 st March 2025- INR 12.69 31 st March 2024- INR 4.10 31 st March 2023- INR 0.84	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
CIEL Skills and Careers Private Limited (Ultimate Beneficiary)	Ma Foi Strategic Consultants Private limited	31 st March 2023- INR 39.69	Revolving Loan outstanding as on 31 st March 2026- INR 47.75 31 st March 2025- INR 5.87 31 st March 2024- INR 3.82 31 st March 2023- INR 1.54	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied
Ma Foi Foundation (Ultimate Beneficiary)	CIEL Skills and Careers Private Limited	CIEL HR Limited (Funding) Revolving Loan outstanding as on 31 st March 2026- INR 23.30 31 st March 2025- INR 12.25 31 st March 2024- INR 5.20 31 st March 2023- INR 2.66	Revolving Loan outstanding as on 31 st March 2026- INR 11.78 31 st March 2025- INR 9.58 31 st March 2024- INR 8.08 31 st March 2023- INR 4.83	Foreign Exchange Management Act, 1999 (42 of 1999) - Not Applicable and Companies Act - Complied	Complied

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(Amount in INR Millions, unless otherwise stated)

43 ADDITIONAL REGULATORY INFORMATION

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (iii) The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,
- (iv) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (v) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (vi) The Group has not entered into any scheme of arrangement which has an accounting impact on current period.
- (vii) 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.
- (ix) The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such borrowings were taken

44 Employee Stock Option Scheme (ESOP)

- (a) The board vide its resolution dated 3rd May 2024 and members in the extra ordinary general meeting held on 10th June 2024, approved the "Group Employee Stock Option Plan, 2024 (CSOP 2024) – for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 02 years.

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

Particulars	31 st March 2026		31 st March 2025	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	514,204	-	-	-
Add:				
Options granted during the year	5,000	2	532,404	2
Less:				
Options exercised during the year	8,087	-	-	-
Options forfeited during the year	49,275	2	18,200	2
Options outstanding at the end of the year	461,842	2	514,204	2
Option exercisable at the end of the year	108,145		-	

The options outstanding at the year ending 31st March 2026 with exercise price of INR 2 are 4,61,842 options and the weighted average remaining contractual life of all options are 3.04 years and for the year ending

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(Amount in INR Millions, unless otherwise stated)

on 31st March 2025 with exercise price of INR 2 are 5,14,204 options and the weighted average remaining contractual life of all options are 4.01 years.

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 st March 2026	31 st March 2025
Weighted average fair value of the options at the grant dates (INR)	205.20	205.20
Dividend yield (%)	0%	0%
Risk free interest rate (%)	6.64% to 6.69%	6.64% to 6.69%
Expected life of share options (years)	1.5 to 3 years	1.5 to 3 years
Expected volatility (%)	31.50% to 34.20%	31.50% to 34.20%
Weighted average share price (INR)	205.20	205.20

Refer Note 26 for total expenses arising from Employee stock option scheme (ESOP) recognised in statement of profit or loss.

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

The board vide its resolution dated 12th January 2022 and members in the extra ordinary general meeting held on 27th January 2022, approved the "CIEL HR Services Private Limited Employee Stock Option Plan, 2022 – for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

Once vested, the options remain exercisable for a period of 02 years.

Further the Nomination and Remuneration committee of the company vide its resolution dated 19th March 2025 and 24th March 2026, approved the extension of the exercise period by further 3 year, consequently the exercise period stands modified to 5 years.

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

Particulars	31 st March 2026		31 st March 2025	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	63,187	10	68,110	10
Add:				
Options granted during the year	-	-	-	-
Less:				
Options exercised during the year	16,170	10	2,123	10
Options forfeited during the year	220	10	2,800	10
Options outstanding at the end of the year	46,797	10	63,187	10
Option exercisable at the end of the year	46,797		61,187	

The options outstanding at the year ended on 31st March 2026 with exercise price of INR 10 are 46,797 options and the weighted average remaining contractual life of all options are 2.50 years. The options outstanding at the year ended on 31st March 2025 with exercise price of INR 10 are 63187 options and the weighted average remaining contractual life of all options are 1.50 years.

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(Amount in INR Millions, unless otherwise stated)

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 st March 2026	31 st March 2025
Weighted average fair value of the options at the grant dates (INR)	1193.26	1193.26
Dividend yield (%)	0%	0%
Risk free interest rate (%)	4.97% to 5.67%	4.97% to 5.67%
Expected life of share options (years)	2 to 3 years	2 to 3 years
Expected volatility (%)	39.07% to 44.26%	39.07% to 44.26%
Weighted average share price (INR)	1193.26	1193.26

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

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

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

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

Particulars	31 st March 2026		31 st March 2025	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	-	-	45,511	10
Add:				
Options granted during the year	-	-	-	10
Less:				
Options exercised during the year	-	-	44,654	-
Options forfeited during the year	-	-	857	-
Options outstanding at the end of the year	-	-	-	10
Option exercisable at the end of the year	Nil		Nil	

The options outstanding at the year ended 31st March 2026 and 31st March 2025 with exercise price of INR 10 are nil.

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing. The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	31 st March 2026	31 st March 2025
Weighted average fair value of the options at the grant dates (INR)	3.6	3.6
Dividend yield (%)	0%	0%
Risk free interest rate (%)	5% to 5.6%	5% to 5.6%
Expected life of share options (years)	3 to 4 years	3 to 4 years
Expected volatility (%)	46.1% to 42.6%	46.1% to 42.6%
Weighted average share price (INR)	3.6	3.6

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(d) Firstventure Employee Stock Option Plan 2021

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

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

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

Particulars	31 st March 2026		31 st March 2025	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of the year	6,747	10	6,747	10
Add:				
Options granted during the year	-	-	-	-
Less:				
Options exercised during the year	2,057	10	-	-
Options forfeited during the year	-	-	-	-
Options outstanding at the end of the year	4,690	10	6,747	10
Option exercisable at the end of the year	4,690		-	

The options outstanding at the year ended on 31st March 2026 with exercise price of INR 10 are 4,690 options and the weighted average remaining contractual life of all options are 1 years and the options outstanding at the year ended on 31st March 2025 with exercise price of INR 10 are 6,747 options and a weighted average remaining contractual life of all options are 2 years.

The fair value of each option is estimated on the date of grant using the Black Scholes model. The following tables list the inputs to the used for the year ended 31st March 2026 and 31st March 2025.

Particulars	31 st March 2026	31 st March 2025
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 28 for total expenses arising from Employee Stock Option Scheme (ESOP) recognised in statement of profit or loss.

45 Capital management

For the purpose of the Group'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 Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern.

The Group has distributed dividend to its shareholders. The Group 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

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and Overdraft Facilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		31 st March 2026	31 st March 2025
Equity		1,374.70	1,056.33
Total equity	(i)	1,374.70	1,056.33
Borrowings other than convertible preference shares		1,062.72	980.76
Less: cash and cash equivalents		(238.04)	(79.39)
Total debt	(ii)	824.68	901.37
Overall financing	(iii) = (i) + (ii)	2,199.38	1,957.70
Gearing ratio	(ii) / (iii)	0.37	0.46

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2026 and 31st March 2025.

46 Contingent liabilities

There are no contingent liabilities of the group as on 31st March 2026 and 31st March 2025.

47 Material events during the year

- On 9th 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 has undertaken the business of HR services.
- The Board of Directors at their meeting held on 23rd May 2025 have declared a final dividend of INR 0.32 per equity share (face value of INR 2 each) for the financial year 2024-25 aggregating to INR 13.60 Mn, approved by shareholders in the annual general meeting held on 16th June 2025 and further paid on 4th July 2025.
- One of the Subsidiary entities of the company, Aargee Staffing Services Private Limited, at its board meeting held on 10th October 2025, further approved by its shareholders at their meeting held on 24th October 2025, resolved commencement of voluntary liquidation of the said subsidiary pursuant to Section 59 of the Insolvency and Bankruptcy Code 2016 (including any statutory modifications thereto or reenactment thereof). Further, the subsidiary has appointed an insolvency professional as a liquidator as per the provisions of section 59 read with section 35 to 53 of chapter III and chapter VII of the Insolvency and Bankruptcy code, 2016 (including any statutory modifications thereto or reenactment thereof).

48 Audit trail and Server backup

The Group maintains its books of account in electronic mode in accordance with the requirements of the Companies Act, 2013. The Group has implemented appropriate systems to ensure that books of account and other relevant records are properly maintained, and daily backups are regularly performed. The backup of books of account and other books and papers is maintained on servers physically located in India on a daily basis, and the Group's practices are considered adequate and effective in safeguarding financial data. The Company has used accounting softwares, APPI and Icon for maintaining its books of account, which has a feature of recording audit trail (edit log) facility except that the audit trail feature at the application and database level was not enabled from 1st April 2025 to 9th May 2025 to log any direct data changes.

The Group has migrated its accounting software on 1st October 2025 to a Oracle Netsuite accounting software from Tally Gold Prime in Vibrant Screens Private Limited and Next leap Private Limited and Tally Prime (Edit log) in other Group companies that it operated for maintaining its books of account during the year ended 31st March 2026. In respect of the previous periods, the earlier accounting software, Tally Gold Prime used by Vibrant Screens Private Limited and Next leap Private Limited did not have a feature of recording audit trail (edit log) facility. Accordingly, for the periods covered under earlier accounting software Tally Gold Prime, we are unable to assess on the requirements as prescribed under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 until 30th September 2025.

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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Further, The Subsidiary CIEL Powertrain Private Limited has used an accounting software, Tally Prime (edit log) for maintaining its books of account during the year ended 31st March 2026, in respect of which we are unable to assess whether the accounting software has a feature of recording audit trail (edit log) facility or whether the audit trail feature has been operated throughout the year for all relevant transactions recorded in the said software until 30th September 2025.

The Group has used an accounting software Oracle Netsuite for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year from 1st October 2025 for all relevant transactions recorded in the software. However, with respect to the database level of the said software which has been managed and maintained by a third-party service provider. In the absence of sufficient and appropriate audit evidence adequate coverage in SOC report, we are unable to assess whether the database of the software to log any direct changes has a feature of recording audit trail (edit log) facility and whether the same has been enabled and operated throughout the year for all relevant transaction recorded or whether there is any instance of audit trail feature being tampered with.

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

49 Events after the reporting period

The Board of Directors at their meeting held on 12th May 2026 have declared a final dividend of INR 0.36 per equity share (face value of INR 2 each) for the financial year 2025-26 aggregating to INR 16.34 Mn, subject to its approval by the shareholders, in the ensuing Annual General Meeting of the Company.

50 The Code on Social Security 2020

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received presidential assent on 28th September 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on 13th November 2020. The Labour Codes, amongst other things introduces changes, including a uniform definition of wages and enhanced benefits relating to leave. The Company has assessed the financial implications of these changes which has resulted in increase in gratuity liability arising out of past service cost and increase in leave liability by INR 10.20 Mn. Considering the impact arising out of an enactment of the new legislation is an event of non recurring nature, the Company has presented this incremental amount as "Impact of Labour Codes" under "Exceptional Item" in the Consolidated Statement of Profit and Loss for the year ended 31st March 2026. The Company continues to monitor the developments pertaining to Labour Codes and will evaluate impact if any on the measurement of the employee benefits liability.

As per our report of even date

For **M S K A & Associates LLP**

(Formerly known as M S K A & Associates)

Chartered Accountants

Firm Registration No.:105047W

Ananthkrishnan Govindan

Partner

Membership No: 205226

Place: Hyderabad, India

Date: 12th May 2026

For and on behalf of the Board of Directors of

CIEL HR Services Limited

CIN: U74140TN2010PLC077095

Karuppasamy Pandiarajan

Chairman and Executive Director

DIN: 00116011

Place: Chennai, India

Date: 12th May 2026

Aditya Narayan Mishra

Managing Director and CEO

DIN: 05303409

Place: Bangalore, India

Date: 12th May 2026

Lalita Pasari

Company Secretary and Compliance Officer

Place: Bangalore, India

Date: 12th May 2026



CIEL HR Services Limited

Registered Office

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

Corporate Office

#2802 (Broadway Building),
2nd & 3rd Floors 27th Main Road, HSR Layout,
Sector 1, Bengaluru – 560102