

Financial Statements and Independent Auditor's Report

The Capital Markets Company (UK) Limited

31 March 2023

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF THE CAPITAL MARKETS COMPANY (UK) LTD

Report on the Audit of Special Purpose Financial Statements

Opinion

We have audited the accompanying Special Purpose Financial Statements of **The Capital Markets Company (UK) Ltd** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Special Purpose Financial Statements"). These Special Purpose Financial Statements are prepared solely for inclusion in the annual report of Wipro limited for the year ended March 31, 2023 under the requirements of section 129(3) of the Companies Act, 2013.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Financial Statements give a true and fair view in conformity with the basis of preparation referred to in Note 2.1 of the Special Purpose Financial Statements, of the state of affairs of the Company as at March 31, 2023, the profit and total 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 Special Purpose Financial Statements in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Special Purpose Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Special Purpose Financial Statements and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Special Purpose Financial Statements.

Management's Responsibilities for the Special Purpose Financial Statements

The Company's Board of Directors is responsible for the preparation of these Special Purpose Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the basis described in Note 2.1 of the Special Purpose Financial Statements.

This responsibility also includes maintenance of adequate accounting records for safeguarding 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 Special Purpose Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Special Purpose Financial Statements

Our objectives are to obtain reasonable assurance about whether the Special Purpose 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 Special Purpose 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 Special Purpose 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 but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Special Purpose 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 Special Purpose Financial Statements, including the disclosures, and whether the Special Purpose Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Special Purpose Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Special Purpose Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in

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evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Special Purpose Financial Statements.

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.

Basis of Accounting

We draw attention to Note 2.1 to the Special Purpose Financial Statements, which describes the basis of accounting. As a result, the Special Purpose Financial Statements may not be suitable for another purpose.

Other Matters

The comparative financial information of the Company for the year ended March 31, 2022, included in these Special Purpose Financial Statements have been audited by the predecessor auditor who expressed an unmodified opinion dated June 8, 2022 on the Special Purpose Financial Statements of the Company for the year ended March 31, 2022.

Our opinion on the financial statements is not modified in respect of the above matter.

Restriction on Use and Distribution

This report is issued to the Board of Directors of the Company solely for inclusion in the annual report of the Ultimate Holding Company under the requirements of Section 129(3) of the Companies Act, 2013 and may not be suitable for any other purpose. Our report is intended solely for the Company and Wipro Limited and should not be distributed to or used by parties other than the Company and Wipro Limited.

For Deloitte Haskins & Sells LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Sd/-

Amit Ved

Partner

Membership Number: 120600

UDIN: 23120600BGXUUS9016

Place: Bengaluru

Date: June 09, 2023

The Capital Markets Company (UK) Limited
Balance Sheet
(Amount in GBP, except share and per share data, unless otherwise specified)

	Note	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	5	915,242	1,397,712
Right of use Assets	6	2,907,958	4,021,925
Financial assets			
Investments	7	1,250	1,250
Other financial assets	8	52,038	54,850
		<u>3,876,488</u>	<u>5,475,737</u>
Current assets			
Financial assets			
Trade receivables	10	16,634,935	12,984,350
Unbilled Receivables	10A	14,508,904	18,984,482
Loans to Subsidiaries	26	2,619,990	4,827,785
Cash and cash equivalents	11	2,723,223	4,559,501
Other financial assets	8	36,259,010	60,399,608
Contract Asset		1,734,305	922,084
Other current assets	9	3,848,156	3,221,597
Current tax assets (net)		249,811	-
		<u>78,578,334</u>	<u>105,900,407</u>
TOTAL ASSETS		<u>82,454,822</u>	<u>111,376,144</u>
EQUITY AND LIABILITIES			
Equity			
Equity Share capital		5,065,886	5,065,886
Other equity		3,961,836	(4,658,322)
		<u>9,027,722</u>	<u>407,564</u>
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease Liabilities	25	1,860,005	2,996,515
Other financial liabilities	15	1,010,670	1,249,031
		<u>2,870,675</u>	<u>4,245,546</u>
Current liabilities			
Financial liabilities			
Trade Payables	14		
i)total outstanding dues of micro enterprises and small enterprises		-	-
ii)total outstanding dues of creditors other than micro enterprise and small enterprise		2,935,498	3,065,217
Loan from Subsidiaries		26,734,161	41,221,696
Other financial liabilities	15	25,252,096	45,960,951
Lease Liabilities	25	1,136,510	1,098,720
Contract Liabilities		-	423,086
Provisions	13	2,105,325	1,973,342
Other current liabilities	16	12,392,834	12,854,131
Current tax liabilities (net)		-	124,891
		<u>70,556,424</u>	<u>106,722,033</u>
TOTAL EQUITY & LIABILITIES		<u>82,454,821</u>	<u>111,376,143</u>
Summary of significant accounting policies	2		
The accompanying notes are an integral part of these financial statements	1-29		

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No.: 117366W/W - 100018

For and on behalf of the Board of Directors of
The Capital Markets Company (UK) Limited

Sd/-

Sd/-

Sd/-

Amit Ved
Partner
Membership No: 120600
Place: Bangalore
Date: 09 June 2023

Harpreet Arora
Director
Place: London
Date: 09 June 2023

Omkar Nisal
Director
Place: London
Date: 09 June 2023

The Capital Markets Company (UK) Limited
Statement of Profit and Loss
(Amount in GBP, except share and per share data, unless otherwise specified)

	Notes	For the year ended 31 March 2023	For the period from 29 April 2021 to 31 March 2022
REVENUE			
Revenue from operations	17	236,468,784	212,343,094
Other income	18	2,086,153	3,045,250
Total income		238,554,937	215,388,344
EXPENSES			
Employee benefit expenses	19	159,006,839	137,542,590
Depreciation and amortisation expense	5	1,811,625	1,788,723
Finance costs	20	741,503	3,075,965
Other expenses	21	69,128,748	66,527,755
Total expenses		230,688,715	208,936,032
Profit or (Loss) before tax		7,866,222	6,452,311
Current tax		(753,936)	125,162
Deferred tax		-	-
Tax expense		(753,936)	125,162
Profit or (Loss) for the year		8,620,158	6,327,149
Total comprehensive income / (loss) for the year		8,620,158	6,327,149

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

1-29

As per our report of even date

For Deloitte Haskins & Sells LLP

Chartered Accountants

Firm Registration No.: 117366W/W - 100018

Sd/-

Amit Ved

Partner

Membership No: 120600

Place: Bangalore

Date: 09 June 2023

**For and on behalf of the Board of Directors of
The Capital Markets Company (UK) Limited**

Sd/-

Harpreet Arora

Director

Place: London

Date: 09 June 2023

Sd/-

Omkar Nisal

Director

Place: London

Date: 09 June 2023

The Capital Markets Company (UK) Limited
Statement of Changes in Equity
(Amount in GBP, except share and per share data, unless otherwise specified)

(A) Equity share capital	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity share issued, subscribed and fully paid				
Opening	1	5,065,886	1	5,065,886
Changes in equity share capital due to prior period errors	-	-	-	-
Changes in equity share capital during the year/period	-	-	-	-
Closing	1	5,065,886	1	5,065,886

(B) Other equity

	Retained earnings	Total
Balance as at 1 April 2022	(4,658,322)	(4,658,322)
Profit for the year	8,620,158	8,620,158
Total other comprehensive income for the year	3,961,836	3,961,836
Balance as at 31 March 2023	3,961,836	3,961,836

	Retained earnings	Total
Balance as at 29 April 2021	(10,985,472)	(10,985,472)
Profit for the period	6,327,149	6,327,149
Total other comprehensive income for the period	(4,658,322)	(4,658,322)
Balance as at 31 March 2022	(4,658,322)	(4,658,322)

The accompanying notes are an integral part of the financial statements. 1-29

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No.: 117366W/W - 100018

For and on behalf of the Board of Directors of
The Capital Markets Company (UK) Limited

Sd/-

Amit Ved
Partner
Membership No: 120600
Place: Bangalore
Date: 09 June 2023

Sd/-

Harpreet Arora
Director
Place: London
Date: 09 June 2023

Sd/-

Omkar Nisal
Director
Place: London
Date: 09 June 2023

The Capital Markets Company (UK) Limited
Statement of Cash Flows
(Amount in GBP, except share and per share data, unless otherwise specified)

	For the year ended 31 March 2023	For the period from 29 April 2021 to 31 March 2022
A. Cash flow from operating activities		
Profit for the period	7,866,222	6,452,311
Adjustments to reconcile profit for the year to net cash generated from operating activities :		
Depreciation and amortization	1,811,625	1,788,723
Unrealised exchange differences - net	4,185,298	694,545
Employee stock option cost	1,755,187	923,575
Dividend income	(1,398,273)	-
Interest income	(687,880)	(3,040,087)
Interest expense	741,503	3,075,965
Operating profit before working capital changes	14,273,682	9,896,032
Adjustments for Working Capital changes		
Trade receivable, unbilled receivables and contract assets	(4,172,526)	(10,908,775)
Loans and advances and other assets	505,215	(373,266)
Trade and other payables	(7,766,414)	(180,644)
Inter Company transactions with Fellow subsidiaries	8,201,807	(16,036,619)
Cash generated from/(used in) operating activities before taxes	11,041,764	(17,602,272)
Direct taxes paid	(629,045)	(8,752)
Net cash generated from/(used in) operating activities	10,413,719	(17,613,024)
Cash flows from investing activities:		
Payment for purchase of property, plant and equipment	(216,186)	(662,029)
Proceeds from repayment of loans by subsidiaries	2,207,795	-
Interest Income	687,880	3,040,087
Dividend Income	1,398,273	-
Net cash used in investing activities	4,077,762	2,378,058
Cash flows from financing activities:		
Payment of Lease liabilities	(1,098,720)	(947,330)
Proceeds from Inter company borrowings	493,310	14,855,681
Repayment of Inter company borrowings	(14,980,844)	(4,239,776)
Interest expense	(741,503)	(3,075,965)
Net cash generated from/(used in) financing activities	(16,327,757)	6,592,610
Net increase / (decrease) in cash and cash equivalents during the year	(1,836,277)	(8,642,356)
Cash and cash equivalents at the beginning of the year	4,559,501	13,201,856
Cash and cash equivalents at the end of the year (Refer Note 11)	2,723,224	4,559,500

The accompanying notes are an integral part of the financial statements. 1-29

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No.: 117366W/W - 100018

Sd/-

Amit Ved
Partner
Membership No: 120600
Place: Bangalore
Date: 09 June 2023

**For and on behalf of the Board of Directors of
The Capital Markets Company (UK) Limited**

Sd/-

Harpreet Arora
Director
Place: London
Date: 09 June 2023

Sd/-

Omkar Nisal
Director
Place: London
Date: 09 June 2023

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
(Amount in GBP, except share and per share data, unless otherwise specified)

1 General Information

The Capital Markets Company (UK) Ltd is a subsidiary of The Capital Markets Company BVBA, incorporated and domiciled in United Kingdom. The Company is provider of IT Services, consulting, Business Process Services (BPS) services, globally and IT Products. The Company's ultimate holding company, Wipro Limited ("Wipro") is incorporated and domiciled in India.

The Capital Markets Company (UK) Ltd, has been acquired by Wipro IT Services UK Societas with effect from 29 April 2021 and considering that this special purpose financial statements are prepared for inclusion in the annual report of the ultimate Holding Company Wipro Limited under the requirements of section 129 (3) of the Companies Act 2013, the financial statement are prepared for the period 1 April 2022 to 31 March 2023 along with comparatives for the period post acquisition i.e. from 29 April 2021 to 31 March 2022.

Previous year figures have been regrouped/rearranged, wherever necessary.

2 Basis of preparation of financial statements

(i) Statement of compliance and basis of preparation

This Special Purpose Financial Statements are prepared solely for inclusion in the annual report of the Ultimate Holding Company (Wipro limited) under the requirements of section 129(3) of the Companies Act, 2013.

These are the Standalone financial statements of The Capital Markets Company LLC. The Company has not prepared consolidated financial statements because it has availed the specific exemption from the preparation of consolidated financial statements, available under Ind AS 110, "Consolidated Financial Statements". Accordingly, the investment in the subsidiaries are accounted for on a cost basis in these standalone financial statements.

The investment in subsidiaries is considered as a long term investment and carried at cost, less impairment, if any. The financial performance and position of the Company and the subsidiaries are included in the consolidated financial statements of Wipro Limited, incorporated under the Companies Act, 2013, and having its registered office at Doddakanelli, Sarjapur Road, Bengaluru - 560035, Karnataka, India.

The Special Purpose Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended)].

Accounting policies have been applied consistently to all periods presented in these financial statements, except for new accounting standards adopted by the Company.

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statement of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

All amounts included in the financial statements are reported in GBP except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures. Previous year figures have been regrouped/re-arranged, wherever necessary.

Amounts below rounding off norm adopted by the Company been disclosed as nil in the financial statement. Items included in the financial statement of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The functional currency of the company is Pound Sterling and the financial statement is also presented in GBP.

(ii) Basis of Measurement

These financial statements have been prepared on a historical cost convention and on an accrual basis.

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
(Amount in GBP, except share and per share data, unless otherwise specified)

(iii) Use of estimates and judgement

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, accounting estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Accounting estimates are monetary amounts in the standalone financial statements that are subject to measurement uncertainty. An accounting policy may require items in standalone financial statements to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, management develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available and reliable information. Actual results may differ from those accounting estimates.

Accounting estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

a) Revenue recognition

The Company applies judgement to determine whether each product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised product or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation deliverables based on their relative stand-alone selling price. In cases where the Company is unable to determine the stand-alone selling price the company uses expected cost-plus margin approach in estimating the stand-alone selling price. The Company uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labor costs and productivity efficiencies. Because the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, revenue recognised, profit and timing of revenue for remaining performance obligations are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable. Volume discounts are recorded as a reduction of revenue. When the amount of discount varies with the levels of revenue, volume discount is recorded based on estimate of future revenue from the customer.

b) Expected credit losses on financial assets: The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Income taxes: The major tax jurisdictions for the Company is United Kingdom.

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realisable, however, could reduce in the near term if estimates of future taxable income during the carry-forward period are reduced.

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
(Amount in GBP, except share and per share data, unless otherwise specified)

3 Material accounting policy information

(i) Functional and presentation currency

These standalone financial statements are presented in Pound Sterling, which is the functional currency of the Company.

(ii) Foreign currency transactions and translations

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation at the exchange rates prevailing at the reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss and reported within foreign exchange gains/(losses), net, within results of operating activities. Net loss relating to translation or settlement of borrowings denominated in foreign currency are reported within finance costs. Net gain relating to translation or settlement of borrowings denominated in foreign currency are reported within Other income. Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(iii) Financial instruments

Non derivative financial instruments consist of:

- financial assets, which include cash and cash equivalents, trade receivables, unbilled receivables, finance lease receivables, employee and other advances, and eligible current and non-current assets.
- financial liabilities, which include borrowings, trade payables, lease liabilities, and eligible current and non-current liabilities.

Non- derivative financial instruments are recognised initially at fair value. Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

A Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

B Investments

Investment in equity instruments of subsidiaries are measured at cost less impairment.

Investment in redeemable preference shares of subsidiaries are measured at FVTPL. These investments are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in statement of profit and loss. The gain or loss on disposal is recognised in statement of profit and loss.

C Other financial assets:

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These comprise trade receivables, unbilled receivables, finance lease receivables, employee and other advances and other eligible current and non-current assets. They are presented as current assets, except for those maturing later than twelve months after the reporting date which are presented as non-current assets. All financial assets are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment losses. However, trade receivables that do not contain a significant financing component are measured at transaction price.

D Trade payables and other liabilities

Trade payables other liabilities are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short-term maturity of these instruments. Contingent consideration recognised in a business combination is subsequently measured at fair value through profit or loss.

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
(Amount in GBP, except share and per share data, unless otherwise specified)

E Share Capital and Reserves

The authorised share capital of the Company as at March 31, 2023 is GBP 5,065,886.

Every holder of the equity shares, as reflected in the records of the Company as at the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

F Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes.

G Property, plant and equipment

a) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

b) Depreciation

The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. Leasehold improvements are amortised over the shorter of estimated useful life of the asset or the related lease term. Term licenses are amortised over their respective contract term. Freehold land is not depreciated. The estimated useful life of assets is reviewed and where appropriate are adjusted, annually. The estimated useful lives of assets are as follows:

Category	Useful Life
Plant and Equipment	5 - 21 years
Computer equipment and software	2 - 7 years
Furniture, fixtures and equipments	3 - 10 years
Vehicles	4 - 5 years

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
(Amount in GBP, except share and per share data, unless otherwise specified)

H Leases

The Company as a lessee

The Company enters into an arrangement for lease of land, buildings, plant and equipment including computer equipment and vehicles. Such arrangements are generally for a fixed period but may have extension or termination options. The Company assesses, whether the contract is, or contains, a lease, at its inception. A contract is, or contains, a lease if the contract conveys the right to:

- a) control use of an identified asset,
- b) obtain substantially all the economic benefits from use of the identified asset, and
- c) direct the use of the identified asset

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognises a Right of Use ("RoU") asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short-term leases) and low-value assets. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

The cost of the RoU assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the RoU assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The RoU assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of RoU assets. The estimated useful lives of RoU assets are determined on the same basis as those of property, plant and equipment.

The Company applies Ind AS 36 to determine whether a RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

I Employee Benefits:

The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as defined contribution plans. Under a defined contribution plan, the Company's sole obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks are borne by the employee. The expenditure for defined contribution plans is recognised as an expense during the period when the employee provides service.

J Compensated absences

The employees of the Company are entitled to compensated absences. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognises accumulated compensated absences based on the projected unit credit method. Non-accumulating compensated absences are recognised in the period in which the absences occur.

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K Share-based payment transactions

Selected employees of the Company receive remuneration in the form of equity settled instruments or cash settled instruments, for rendering services over a defined vesting period and for Company's performance-based stock options over the defined period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. In cases, where equity instruments are granted at a nominal exercise price, the intrinsic value on the date of grant approximates the fair value. The expense is recognised in the statement of profit and loss with a corresponding increase to the share options outstanding account, a component of equity.

The equity instruments or cash settled instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation). The stock compensation expense is determined based on the Company's estimate of equity instruments or cash settled instruments that will eventually vest.

Cash Settled instruments granted are re-measured by reference to the fair value at the end of each reporting period and at the time of vesting. The expense is recognised in the statement of profit and loss with a corresponding increase to the financial liability.

L Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, considering the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

M Revenue

The Company derives revenue primarily from software development, maintenance of software/hardware and related services, consulting services, business process services and sale of IT products.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive (transaction price). Revenue towards satisfaction of the performance obligation is measured at the amount of transaction price (net of variable consideration on account of discounts and allowances) allocated to that performance obligation. To recognise revenues, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5)

At contract inception, the Company assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Company applies judgement to determine whether each product or service promised to a customer is capable of being distinct, and are distinct in the context of the contract, if not, the promised products or services are combined and accounted as a single performance obligation. The Company allocates the transaction price to separately identifiable performance obligations based on their relative stand-alone selling price or residual method. Stand-alone selling prices are determined based on sale prices for the components when it is regularly sold separately, in cases where the Company is unable to determine the stand-alone selling price the Company uses third-party prices for similar deliverables or the Company uses expected cost-plus margin approach in estimating the stand-alone selling price.

For performance obligations where control is transferred over time, revenues are recognised by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the promised products or services to be provided. The method for recognising revenues and costs depends on the nature of the services rendered:

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A. Time and materials contracts

Revenues and costs relating to time and materials contracts are recognised as the related services are rendered.

B. Fixed-price contracts

i) Fixed-price development contracts

Revenues from fixed-price development contracts, including software development, and integration contracts, where the performance obligations are satisfied over time, are recognised using the “percentage-of-completion” method. The performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company is not able to reasonably measure the progress of completion, revenue is recognised only to the extent of costs incurred for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognised in the statement of profit and loss in the period in which such losses become probable based on the current contract estimates as an onerous contract provision.

A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets primarily relate to unbilled amounts on fixed-price development contracts and are classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

A contract liability is an entity’s obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer.

Unbilled receivables are classified as a financial asset where the right to consideration is unconditional and only the passage of time is required before the payment is due.

ii) Maintenance contracts

Revenues related to fixed-price maintenance contracts are recognised on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or ratably using percentage of completion method when the pattern of benefits from the services rendered to the customers and the cost to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive.

Revenue for contracts in which the invoicing is representative of the value being delivered is recognised based on our right to invoice. If our invoicing is not consistent with value delivered, revenues are recognised as the service is performed using the percentage of completion method.

In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognised with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilised by the customer is recognised as revenue on completion of the term.

iii) Element or Volume based contracts

Revenues and costs are recognised as the related services are rendered.

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Others

Any change in scope or price is considered as a contract modification. The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the stand-alone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the stand-alone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the stand-alone selling price.

The Company accounts for variable considerations like, volume discounts, rebates, pricing incentives to customers and penalties as reduction of revenue on a systematic and rational basis over the period of the contract. The Company estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the Company may be entitled and when it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved.

Revenues are shown net of allowances/ returns, sales tax, value added tax, goods and services tax and applicable discounts. The Company may enter into arrangements with third party suppliers to resell products or services. In such cases, the Company evaluates whether the Company is the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis). In doing so, the Company first evaluates whether the Company controls the good or service before it is transferred to the customer. The Company considers whether it has the primary obligation to fulfill the contract, inventory risk, pricing discretion and other factors to determine whether it controls the goods or services and therefore, is acting as a principal or an agent. If Company controls the good or service before it is transferred to the customer, Company is the principal; if not, the Company is the agent. Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contract and are recognised in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses.

N Finance costs

Finance costs comprises interest cost on borrowings, lease liabilities and net defined benefit liability, net loss on translation or settlement of foreign currency borrowings and changes in fair value and gains/ (losses) on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the statement of profit and loss using the effective interest method.

O Finance and other income

Finance and other income comprises interest income on deposits, dividend income, gains/(losses) on disposal of investments and net gain on translation or settlement of foreign currency borrowings. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

P Income tax

Income tax comprises current and deferred tax. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognised in equity or in other comprehensive income.

Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending upon the nature and circumstances of each uncertain tax position. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

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Deferred income tax

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in these standalone financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred income tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences that is expected to reverse within the tax holiday period, taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is a right and an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Q Statement of cash flows

Cash flows are 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 generated from/(used in) operating, investing and financing activities of the Company are segregated.

4 New Accounting standards adopted by the Company

The accounting policies adopted in the preparation of the standalone financial statements are consistent with those followed in the preparation of the Company's annual standalone financial statements for the year ended March 31, 2023.

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
(Amount in GBP, except share and per share data, unless otherwise specified)

5 Property, plant and equipment

	Furniture and fixtures	Computers	Office equipments	Total
Gross block (at cost)				
Balance as at 1 April 2022	4,226,647	4,272,885	408,690	8,908,221
Additions	2,732	213,454	-	216,186
Disposals/adjustment*	(779)	(2,360,476)	(28,992)	(2,390,247)
Balance as at 31 March 2023	4,228,600	2,125,863	379,698	6,734,160
Accumulated depreciation				
Balance as at 1 April 2022	(3,736,493)	(3,398,090)	(376,926)	(7,511,509)
Depreciation charge	(176,570)	(494,970)	(26,117)	(697,657)
Disposals/adjustment*	779	2,360,476	28,992	2,390,247
Balance as at 31 March 2023	(3,912,284)	(1,532,584)	(374,051)	(5,818,918)
Net block				
Balance as at 31 March 2023	316,316	593,279	5,647	915,242

	Furniture and fixtures	Computers	Office equipments	Total
Gross block (at cost)				
Balance as at 29 April 2021	4,226,647	3,610,856	408,690	8,247,193
Additions	-	662,029	-	662,029
Disposals/adjustment*	-	-	-	-
Balance as at 31 March 2022	4,226,647	4,272,885	408,690	8,909,221
Accumulated depreciation				
Balance as at 29 April 2021	(3,575,139)	(2,850,964)	(317,319)	(6,743,422)
Depreciation charge	(161,354)	(547,126)	(59,607)	(768,087)
Disposals/adjustment*	-	-	-	-
Balance as at 31 March 2022	(3,736,493)	(3,398,090)	(376,926)	(7,510,509)
Net block				
Balance as at 31 March 2022	491,154	874,795	31,763	1,397,712

* Includes regrouping/reclassification within the block of assets.

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
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6 Right of use assets

Particulars	Buildings/ Lease Hold	Total
Gross block		
Balance as at 1 April 2022	5,042,561	5,042,561
Additions during the year	-	-
Disposals during the year	-	-
Balance as at 31 March 2023	5,042,561	5,042,561
Accumulated depreciation		
Balance as at 1 April 2022	(1,020,636)	(1,020,636)
Charge for the year	(1,113,967)	(1,113,967)
Disposals/Adjustment	-	-
Balance as at 31 March 2023	(2,134,603)	(2,134,603)
Net block		
Balance as at 31 March 2023	2,907,958	2,907,958

Particulars	Buildings/ Lease Hold	Total
Gross block		
Balance as at 29 April 2021	4,816,793	4,816,793
Additions during the period	225,768	225,768
Disposals during the period	-	-
Balance as at 31 March 2022	5,042,561	5,042,561
Accumulated depreciation		
Balance as at 29 April 2021	-	-
Charge for the period	(1,020,636)	(1,020,636)
Disposals/Adjustment	-	-
Balance as at 31 March 2022	(1,020,636)	(1,020,636)
Net block		
Balance as at 31 March 2022	4,021,925	4,021,925

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7 Investments

	As at 31 March 2023	As at 31 March 2022
Unquoted Non current Investment in equity shares of the subsidiary	1,250	1,250

Note 1: Details of investment in unquoted equity instruments of subsidiaries (fully paid up)

Name of the subsidiary	Currency	% of Holding	Face Value	No of Units	Balances as at 31 March 2023		
				31 March 2023	Gross Value	Impairment	Net Value
Capco (UK) 1, Limited *	GBP	100%			-	-	-
The Capital Markets Company Limited (HK) *	GBP	1%			-	-	-
Capco Consultancy (Thailand) Ltd	GBP	1%	THB 100	550	1,250	-	1,250
Total					1,250	-	1,250

Name of the subsidiary	Currency	% of Holding	Face Value	No of Units	Balances as at 31 March 2022		
				31 March 2022	Gross Value	Impairment	Net Value
Capco (UK) 1, Limited *	GBP	100%			-	-	-
The Capital Markets Company Limited (HK) *	GBP	1%			-	-	-
Capco Consultancy (Thailand) Ltd	GBP	1%	THB 100	550	1,250	-	1,250
Total					1,250	-	1,250

* As per local laws, there is no concept of issuance of share certificate. Hence the investment by the company is considered as equity

The Capital Markets Company (UK) Limited
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	As at 31 March 2023	As at 31 March 2022
8 Other financial assets		
Non-current		
Security deposits	52,038	54,850
	<u>52,038</u>	<u>54,850</u>
Current		
Security deposits	4,208	-
Balance with Group Companies	36,254,802	60,399,608
	<u>36,259,010</u>	<u>60,399,608</u>
9 Other current assets		
Prepaid expenses	3,835,203	3,159,088
Dues to employees	12,953	-
Employee travel and other advances	-	31,478
Other receivable	-	32,031
	<u>3,848,156</u>	<u>3,221,597</u>
10 Trade Receivables		
Unsecured		
Considered good	16,692,557	12,984,350
Considered doubtful	-	-
Less-Allowance for expected credit loss	(57,622)	-
	<u>16,634,935</u>	<u>12,984,350</u>
10A Unbilled receivables		
Unsecured		
Considered good	14,508,905	18,984,482
Considered doubtful	-	-
Less-Allowance for bad and doubtful debts	-	-
	<u>14,508,905</u>	<u>18,984,482</u>
11 Cash and Cash equivalents		
Balances with banks		
- in current account	2,723,223	4,559,501
	<u>2,723,223</u>	<u>4,559,501</u>
12 Other equity		
	As at	As at
	31 March 2023	31 March 2022
Surplus/(deficit) in the Statement of Profit and Loss		
Opening balance	(4,658,322)	(10,985,472)
Add: Net Profit / (loss) for the current year	8,620,158	6,327,149
Closing balance	<u>3,961,836</u>	<u>(4,658,322)</u>
13 Provisions		
Provision for employee benefits	2,105,325	1,973,342
	<u>2,105,325</u>	<u>1,973,342</u>
14 Trade Payables		
i)Total outstanding dues to micro, small and medium enterprises	-	-
ii)Total outstanding dues to creditors other than micro, small and medium enterprises	2,935,498	3,065,217
15 Other financial liabilities		
Non - Current		
Salary payable	1,010,670	1,249,031
	<u>1,010,670</u>	<u>1,249,031</u>
Current		
Salary payable	10,828,116	15,593,972
Payable to group companies	14,423,980	30,366,979
	<u>25,252,096</u>	<u>45,960,951</u>
16 Other current liabilities		
Statutory liabilities	12,282,650	12,844,984
Advance from Customers	-	9,146
Other liabilities	110,184	-
	<u>12,392,834</u>	<u>12,854,130</u>

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	For the year ended 31 March 2023	For the period from 29 April 2021 to 31 March 2022
17 Revenue from operations		
Sale of services	236,468,784	212,343,094
Total revenue from operations	<u>236,468,784</u>	<u>212,343,094</u>
18 Other income		-
Interest income	687,880	3,040,087
Dividend income	1,398,273	-
Miscellaneous income	-	5,163
	<u>2,086,153</u>	<u>3,045,250</u>
19 Employee benefits expense		
Salaries and wages	156,586,187	135,987,627
Share based compensation	1,755,187	923,575
Staff welfare expenses	665,465	631,388
	<u>159,006,839</u>	<u>137,542,590</u>
20 Finance Cost		
Interest on lease liabilities	96,249	109,553
Interest on loans and advances	645,253	2,966,412
	<u>741,503</u>	<u>3,075,965</u>
21 Other expenses		
Sub contracting / technical fees / third party application	53,631,616	54,927,079
Facility expenses	4,051,456	4,186,880
Travel	1,287,423	863,559
Legal and professional charges	3,663,378	3,833,021
Expected credit loss	57,575	-
Rates and Taxes	750	300
Communication	261,043	258,479
Bank Charges	18,315	17,926
Miscellaneous expenses	1,971,894	1,960,296
Foreign exchange loss, net	4,185,298	481,216
	<u>69,128,748</u>	<u>66,527,755</u>
22 Earning per share (EPS)		

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

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

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

	For the year ended 31 March 2023	For the period from 29 April 2021 to 31 March 2022
Profit attributable to equity holders	8,620,158	6,327,149
Weighted average number of equity shares - for basic and diluted EPS	1	1
Earnings per share - Basic and diluted	<u>8,620,158</u>	<u>6,327,149</u>

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23 Income tax expense

	For the year ended 31 March 2023	For the period from 29 April 2021 to 31 March 2022
Income tax expense		
Current tax	(753,936)	125,162
Deferred tax	-	-
Total income taxes	(753,936)	125,162
Profit / (Loss) Before Taxation	7,866,222	6,452,311
Enacted Income Tax Rate	19.0%	19.0%
Computed Expected Tax Expenses	1,494,582	1,225,939
Effect of		
Exempt Income	(265,672)	-
Changes in unrecognized deferred tax assets	(1,982,847)	-
Prior Period	-	(1,018,046)
Group relief	-	(82,731)
Income tax expense	(753,936)	125,162

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24 Employee stock option

Certain employees of the Company are covered under the share based compensation plans of the ultimate holding company. These plans are assessed, managed and administered by the ultimate holding company. The ultimate holding company recharges to the Company such compensation costs which has been disclosed as "Share based compensation expense" in the Statement of Profit and Loss under "Employee benefit expenses".

The stock compensation expense recognised for employee services received during the year ended year ended 31 March 2023 were GBP 1,755,187 and for the period 29 April 2021 to 31 March 2022 were GBP 923,575.

Employees covered under Stock Option Plans and Restricted Stock Unit ("RSU") Option Plans (collectively "Stock Option Plans") are granted an option to purchase shares of the holding Company at the respective exercise prices, subject to requirements of vesting conditions. These options generally vest in tranches over a period of one to four years from the date of grant. Upon vesting, the employees can acquire one equity share for every option.

The activity in equity-settled stock option plans and restricted stock unit option plan is summarised below:

	Range of exercise price and Weighted average exercise price	Number of options	Number of options
		31 March 2023	31 March 2022
Outstanding at the beginning of the year	US \$ 0.03	908,806	-
Granted	US \$ 0.03	334,073	908,806
Exercised	US \$ 0.03	9,395	-
Modification	US \$ 0.03	51,011	-
Forfeited and Expired	US \$ 0.03	98,650	-
PSU True down	US \$ 0.03	77,068	-
Outstanding at the end of the year	US \$ 0.03	1,016,150	908,806
Exercisable at the end of the year		20,799	-

25 Leases

Leases Payables:

The following is a schedule of present value of future minimum lease payments under finance leases, together with the value of minimum lease payments

	As at 31 March 2023	As at 31 March 2022
Total value of minimum lease payments		
Not later than 1 year	1,203,867	1,196,366
Later than 1 year and not later than 5 years	1,905,752	3,109,602
	3,109,619	4,305,968
Total value of minimum lease payments	3,109,619	4,305,968
Less: Amount representing interest	113,104	210,733
Total present value of minimum lease payments	2,996,515	4,095,235

26 Related party disclosure

a) Parties where control exists:

<u>Name</u>	<u>Relationship</u>	<u>Country of Incorporation</u>
Wipro Limited	Ultimate Holding company	India
The Capital Markets Company BVBA	Holding Company	Belgium
Capco (UK) 1, Limited	Subsidiary	UK
Others		
ATOM Solutions LLC	Fellow subsidiary	US
Capco Austria GmbH	Fellow subsidiary	Austria
Capco Brasil Serviços e Consultoria em Informática Ltda	Fellow subsidiary	Brazil
The Capital Markets Company Limited (Canada)	Fellow subsidiary	Canada
The Capital Markets Company Limited (Hong Kong)	Fellow subsidiary	Hong Kong
The Capital Markets Company GmbH	Fellow subsidiary	Germany
The Capital Markets Company S.A.S.	Fellow subsidiary	France
Capco Technologies Pvt. Ltd	Fellow subsidiary	India
Capco Consultancy (Malaysia) Sdn. Bhd.	Fellow subsidiary	Malaysia
NEOS LLC	Fellow subsidiary	US
The Capital Markets Company BV	Fellow subsidiary	Netherlands
Capco Poland Sp. z.o.o.	Fellow subsidiary	Poland
Capco Consulting Singapore Pte Ltd	Fellow subsidiary	Singapore
The Capital Markets Company Slovakia, s. r. o.	Fellow subsidiary	Slovakia
Andrion AG	Fellow subsidiary	Switzerland
The Capital Markets Company S.a.r.l.	Fellow subsidiary	Switzerland
Capco Consultancy (Thailand) Ltd	Fellow subsidiary	Thailand
The Capital Markets Company (UK) Ltd	Fellow subsidiary	UK
Capco Consulting Services LLC	Fellow subsidiary	US
The Capital Markets Company LLC	Fellow subsidiary	US
Capco RISC Consulting LLC	Fellow subsidiary	US
Capco Greece Single Member Private Company	Fellow subsidiary	Greece
Capco Belgium BV	Fellow subsidiary	Belgium
Cardinal US Holdings Inc	Fellow subsidiary	US
CapAfric Consulting Proprietary Limited	Fellow subsidiary	South Africa
CAPCO (US) LLC	Fellow subsidiary	US

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
(Amount in GBP, except share and per share data, unless otherwise specified)

b) The Company has the following related party transactions:

Particulars	As at 31 March 2023	As at 31 March 2022
<u>Sale of Services</u>		
Capco Brasil Serviços e Consultoria em Informática Ltda	282,415	312,453
Capco Consulting Services LLC	2,449,180	1,409,635
The Capital Markets Company LLC	16,558,260	20,371,699
Capco RISC Consulting LLC	1,401,653	1,392,763
The Capital Markets Company S.a.r.l.	1,795,969	3,538,211
Capco Consultancy (Malaysia) Sdn. Bhd.	373,851	254,210
Wipro Limited	15,777,754	1,347,316
ATOM Solutions LLC	639	2,125
Capco Austria GmbH	256,116	180,973
The Capital Markets Company BVBA	520,945	1,410,650
The Capital Markets Company Limited (Canada)	5,129,933	3,806,397
The Capital Markets Company Limited (Hong Kong)	1,061,461	695,924
The Capital Markets Company GmbH	1,737,826	1,587,316
The Capital Markets Company S.A.S.	3,104,584	1,433,803
Capco Technologies Pvt. Ltd	965,463	4,223,555
The Capital Markets Company BV	16,143	397,548
Capco Poland Sp. z.o.o.	364,329	213,440
Capco Consulting Singapore Pte Ltd	200,587	126,333
The Capital Markets Company Slovakia, s. r. o.	50,711	67,418
Andrion AG	30,161	25,207
Capco Consultancy (Thailand) Ltd	363,872	75,879
Capco Greece Single Member Private Company	460,404	-
Wipro Holdings (UK) Limited	913,279	-
Others	7,132	-
NEOS LLC	-	26,588
<u>Cost of Services</u>		
Capco Brasil Serviços e Consultoria em Informática Ltda	4,600	7,478
Capco Consulting Services LLC	168,580	76,362
The Capital Markets Company LLC	8,055,651	11,247,170
Capco RISC Consulting LLC	33,198	17,812
Capco Technologies Pvt. Ltd	7,233,798	12,945,842
Capco Poland Sp. z.o.o.	1,259,571	806,774
The Capital Markets Company S.a.r.l.	358,050	332,879
Wipro Limited	2,427,513	67,368
Capco Austria GmbH	29,776	185,296
The Capital Markets Company BVBA	3,634,249	2,253,116
Capco Belgium BV	18,030	21,028
The Capital Markets Company Limited (Canada)	680,741	599,104
The Capital Markets Company Limited (Hong Kong)	1,846,977	916,033
The Capital Markets Company GmbH	2,441,063	1,351,199
The Capital Markets Company S.A.S.	755,252	371,279
Capco Greece Single Member Private Company	9,098,617	5,326,747
Capco Consultancy (Malaysia) Sdn. Bhd.	52,478	55,164
The Capital Markets Company Slovakia, s. r. o.	2,586,478	1,611,947
Andrion AG	275,426	12,038
Capco Consultancy (Thailand) Ltd	2,684	20,957
Capco Consulting Singapore Pte Ltd	256,937	-
Wipro Holdings (UK) Limited	18,292	-
NEOS LLC	-	19,777
Others	-	113,268
<u>Share Based Compensation</u>		
Wipro Limited	1,755,187	-

The Capital Markets Company (UK) Limited
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Interest Income

Capco Consultancy (Thailand) Ltd	6,734	35,616
The Capital Markets Company LLC	350,673	1,636,669
The Capital Markets Company BVBA	30,103	260,227
ATOM Solutions LLC	990	7,293
The Capital Markets Company S.a.r.l.	135,573	180,751
Capco Consulting Services LLC	14,654	138,191
Capco Austria GmbH	1,697	11,871
The Capital Markets Company GmbH	17,944	134,819
The Capital Markets Company S.A.S.	64,786	70,500
NEOS LLC	703	867
The Capital Markets Company BV	19,149	52,165
CapAfric Consulting Proprietary Limited	404	553
Capco (UK) 1, Limited	29,452	19,389
Capco Belgium BV	69	-
CAPCO (US) LLC	38	-
The Capital Markets Company Slovakia, s. r. o.	11,431	-
Capco Brasil Serviços e Consultoria em Informática Ltda	-	16,111
Capco RISC Consulting LLC	-	98,509
The Capital Markets Company Limited (Canada)	-	215,299
The Capital Markets Company Limited (Hong Kong)	-	55,002
Capco Greece Single Member Private Company	-	3,776
Capco Consultancy (Malaysia) Sdn. Bhd.	-	9,613
Capco Poland Sp. z.o.o.	-	4,110
Capco Consulting Singapore Pte Ltd	-	26,673

Interest Expenses

Capco Brasil Serviços e Consultoria em Informática Ltda	100,073	90,493
The Capital Markets Company Limited (Hong Kong)	110,786	198,045
The Capital Markets Company Limited (Canada)	334,831	479,527
Capco Greece Single Member Private Company	23,478	19,930
Capco Consultancy (Malaysia) Sdn. Bhd.	9,513	9,312
Capco Poland Sp. z.o.o.	46,502	3,713
Capco (UK) 1, Limited	-	99,351
Andrion AG	1,139	-
Capco Consulting Singapore Pte Ltd	2,007	-
Capco RISC Consulting LLC	5,486	-
Cardinal US Holdings Inc	11,440	-
The Capital Markets Company BVBA	-	624,673
Capco Technologies Pvt. Ltd	-	863,389
The Capital Markets Company S.A.S.	-	218,341
The Capital Markets Company Slovakia, s. r. o.	-	217,426
The Capital Markets Company S.a.r.l.	-	98,513
The Capital Markets Company LLC	-	43,873

c) Balances with related parties as at year end are summarised below:

	As at 31 March 2023	As at 31 March 2022
i) Balances other than loans :		
Payable balances		
Capco Technologies Pvt. Ltd	4,793,412	9,572,785
The Capital Markets Company Limited (Hong Kong)	304,654	5,611,555
Capco Poland Sp. z.o.o.	1,555,490	597,828
The Capital Markets Company Slovakia, s. r. o.	3,512,760	5,681,659
The Capital Markets Company BV	239	-
The Capital Markets Company S.a.r.l.	1,566,848	-
Capco RISC Consulting LLC	27,348	-
Andrion AG	249,915	-
Capco Belgium BV	16,654	-
The Capital Markets Company BVBA	2,360,012	-
The Capital Markets Company GmbH	21,891	-
Wipro Holdings (UK) Limited	14,758	-
Capco Greece Single Member Private Company	-	4,399,590
Capco Consultancy (Malaysia) Sdn. Bhd.	-	374,037
CapAfric Consulting Proprietary Limited	-	6,694
Capco (UK) 1, Limited	-	2,641,947
Wipro Limited	-	1,480,883

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
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Receivable balances

Capco Consultancy (Thailand) Ltd	1,030,111	665,657
The Capital Markets Company LLC	1,222,253	27,738,160
ATOM Solutions LLC	117,605	116,966
Capco Austria GmbH	407,906	202,264
Capco Brasil Serviços e Consultoria em Informática Ltda	871,048	592,946
The Capital Markets Company Limited (Canada)	9,319,755	7,873,169
The Capital Markets Company S.A.S.	5,536,716	3,054,125
Capco Consulting Singapore Pte Ltd	198,079	290,521
Capco Consulting Services LLC	413,543	3,946,387
Wipro Limited	15,384,171	613,742
Capco Greece Single Member Private Company	681,562	-
Capco (UK) 1, Limited	122,913	-
Cardinal US Holdings Inc	107,113	-
Capco Consultancy (Malaysia) Sdn. Bhd.	842,027	-
The Capital Markets Company S.a.r.l.	-	6,598,259
The Capital Markets Company BVBA	-	1,542,161
Capco RISC Consulting LLC	-	4,566,620
Capco Belgium BV	-	2,681
The Capital Markets Company GmbH	-	1,121,326
NEOS LLC	-	37,223
The Capital Markets Company BV	-	1,425,871
Andrion AG	-	9,624
CAPCO (US) LLC	-	1,906

	As at 31 March 2023	As at 31 March 2022
ii) Loan Balances :		
<u>Borrowings</u>		
Capco Brasil Serviços e Consultoria em Informática Ltda	2,481,523	3,780,146
The Capital Markets Company LLC	309,372	1,334,645
The Capital Markets Company BVBA	4,019,633	14,145,120
The Capital Markets Company S.A.S.	5,366,472	5,226,052
Andrion AG	848	238
The Capital Markets Company Limited (Canada)	14,242,018	14,204,033
Capco Consulting Services LLC	52,228	-
Capco RISC Consulting LLC	66,462	-
The Capital Markets Company GmbH	92,215	-
The Capital Markets Company BV	7,721	-
Capco Poland Sp. z.o.o.	36,693	-
Capco Greece Single Member Private Company	26,032	-
Capco Belgium BV	68	-
Cardinal US Holdings Inc	32,876	-
The Capital Markets Company Slovakia, s. r. o.	-	410,698
The Capital Markets Company S.a.r.l.	-	2,033,156
Capco (UK) 1, Limited	-	87,607

Loans

ATOM Solutions LLC	10,324	9,334
Capco Austria GmbH	542	33,831
The Capital Markets Company Limited (Hong Kong)	33,700	255,401
Capco Consultancy (Malaysia) Sdn. Bhd.	9,449	18,833
Capco Consulting Singapore Pte Ltd	29,326	31,371
Capco Consultancy (Thailand) Ltd	50,628	43,894
The Capital Markets Company Slovakia, s. r. o.	90,290	-
The Capital Markets Company S.a.r.l.	2,395,732	-
Capco Brasil Serviços e Consultoria em Informática Ltda	-	84,835
The Capital Markets Company Limited (Canada)	-	345,907
Cardinal US Holdings Inc	-	551,845
The Capital Markets Company GmbH	-	1,921,190
Capco Greece Single Member Private Company	-	224,651
NEOS LLC	-	867
The Capital Markets Company BV	-	69,971
Capco Poland Sp. z.o.o.	-	10,531
CapAfric Consulting Proprietary Limited	-	14,517
Capco Consulting Services LLC	-	195,896
Capco RISC Consulting LLC	-	131,497
Wipro Limited	-	883,137

27 Segment reporting

The Board of Directors of the Company evaluates the performance and allocates resources based on the analysis of the performance of the Company as a whole accordingly the Company's operations are considered to constitute a single segment in the context of Ind AS 108 Segment Reporting.

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
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28 Financial Instruments

Financial assets and liabilities (carrying value / fair value)

	As at	As at
	31 March 2023	31 March 2022
Assets		
Cash and cash equivalents	2,723,223	4,559,501
Loans to Subsidiaries	2,619,990	4,827,785
Investments	1,250	1,250
Other financial assets		
Trade receivables	16,634,935	12,984,350
Unbilled receivables	14,508,904	18,984,482
Other financial assets	36,311,048	60,454,458
Total	72,799,350	101,811,826
Liabilities		
Loan from Subsidiaries	26,734,161	41,221,696
Trade payables and other payables		
Trade payables	2,935,498	3,065,217
Other financial liabilities	26,262,765	47,209,982
Lease liabilities	2,996,515	4,095,235
Total	58,928,939	95,592,130

Fair value

Financial assets and liabilities include cash and cash equivalents, trade receivables, unbilled receivables, finance lease receivables, employee and other advances, eligible current and non-current assets, trade payables, and eligible current liabilities and non-current liabilities.

The fair value of cash and cash equivalents, trade receivables, unbilled revenues, trade payables, other current financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. Accordingly, the carrying value of such long-term debt approximates fair value. As of March 31, 2023 and March 31, 2022, the carrying value of such receivables, net of allowances approximates the fair value.

29 Financial risk management

Market risk

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency receivables, payables and loans and borrowings.

Risk management procedure

The Company manages market risk through a corporate treasury department, which evaluates and exercises independent control over the entire process of market risk management. The corporate treasury department recommends risk management objectives and policies, which are approved by senior management. The activities of this department include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

Foreign currency risk

The Company operates internationally and a major portion of its business is transacted in GBP currency. Consequently, the Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. The Company's short-term investments and short-term borrowing do not expose it to significant interest rate risk.

Credit risk

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. There is no significant concentration of credit risk.

Counterparty Risk

Counterparty risk encompasses issuer risk on marketable securities, settlement risk on derivative and money market contracts and credit risk on cash and time deposits. Exposure to these risks are closely monitored and maintained within predetermined parameters.

The Capital Markets Company (UK) Limited
Notes to the Standalone Financial Statements
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Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2023, cash and cash equivalents are held with major banks and financial institutions.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date. The amounts include estimated interest payments and exclude the impact of netting agreements, if any.

As at 31 March, 2023						
Contractual Cash Flows	Less than 1 year	1-2 years	2-4 years	Total Cash Flows	Interest included in total cash flows	Carrying Value
Borrowings	27,270,611			27,270,611	(536,450)	26,734,161
Trade payables	2,935,498			2,935,498		2,935,498
Other financial liability	25,252,096	1,010,670		26,262,765		26,262,765
Lease liabilities	1,203,867	1,897,193	8,558	3,109,619	(113,104)	2,996,515

As at 31 March, 2022						
Contractual Cash Flows	Less than 1 year	1-2 years	2-4 years	Total Cash Flows	Interest included in total cash flows	Carrying Value
Borrowings	44,190,117			44,190,117	(2,968,421)	41,221,696
Trade payables	3,065,217			3,065,217		3,065,217
Other financial liability	45,960,951	1,249,031		47,209,982		47,209,982
Lease liabilities	1,196,366	3,063,873	45,729	4,305,968	(210,733)	4,095,235

30 There are no contingent liabilities as at March 31, 2023.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No.: 117366W/W - 100018

For and on behalf of the Board of Directors of
The Capital Markets Company (UK) Limited

Sd/-

Amit Ved
Partner
Membership No: 120600
Place: Bangalore
Date: 09 June 2023

Sd/-

Harpreet Arora
Director
Place: London
Date: 09 June 2023

Sd/-

Omkar Nisal
Director
Place: London
Date: 09 June 2023