

Special Purpose Financial Statements and Independent Auditor's Report

Cardinal US Holdings Inc

March 31, 2025

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF Cardinal US Holdings Inc

Report on Audit of Special Purpose Financial Statements

Opinion

We have audited the accompanying Special Purpose Financial Statements of **Cardinal US Holdings Inc** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the period April 01, 2024 to March 31, 2025, 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, 2025 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(i) of the Special Purpose Financial Statements, of the state of affairs of the Company as at March 31, 2025, its 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.

Emphasis of Matter - Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2(i) to the Special Purpose Financial Statements, which describes the basis of accounting, as a result, the financial statements may not be suitable for another purpose. This report is issued to the Board of Directors of the Company 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. 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. Our opinion is not modified in respect of this matter.



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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(i) 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.

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.

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- 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 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.

For Deloitte Haskins & Sells LLP

Chartered Accountants

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



Satish Vaidyanathan

Partner

Membership Number: 217042

UDIN: 25217042BNUKZG5231

Place: Bengaluru

Date: June 09, 2025

Cardinal US Holdings Inc
Balance Sheet
(Amounts in USD, except share and per share data, unless otherwise specified)

	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Financial assets			
Investments	5	278,628,026	278,628,026
		<u>278,628,026</u>	<u>278,628,026</u>
Current assets			
Financial assets			
Loan to subsidiaries and fellow subsidiaries	15	6,000,000	801,307
Cash and cash equivalents	8	2,016,830	710,230
Other financial assets	6	122,398	18,092,992
Other current assets	7	1,158	1,158
Current tax assets (net)		414,767	359,465
		<u>8,555,153</u>	<u>19,965,152</u>
TOTAL ASSETS		<u>287,183,179</u>	<u>298,593,178</u>
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital		481,329,468	481,329,468
Other equity		(194,960,924)	(199,662,070)
		<u>286,368,544</u>	<u>281,667,398</u>
Liabilities			
Non-current liabilities			
Deferred tax liabilities	14	686,053	226,759
		<u>686,053</u>	<u>226,759</u>
Current liabilities			
Financial liabilities			
Trade Payables			
i) total outstanding dues of micro enterprises and small enterprises		-	-
ii) total outstanding dues of creditors other than micro enterprise and small enterprise		2,700	61,328
Other financial liabilities	9	125,882	16,637,693
		<u>128,582</u>	<u>16,699,021</u>
TOTAL EQUITY AND LIABILITIES		<u>287,183,179</u>	<u>298,593,178</u>

Summary of significant accounting policies

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The accompanying notes are an integral part of these financial statements 1-18

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 Cardinal US Holdings Inc**

Sd/-
Satish Vaidyanathan
Partner
Membership No: 217042
Place: Bengaluru
Date: June 9, 2025

Sd/-
Manish Choudhary
Director

Place: USA
Date: June 9, 2025

Cardinal US Holdings Inc
Statement of Profit and Loss
(Amounts in USD, except share and per share data, unless otherwise specified)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
REVENUE			
Finance income	10	21,765,371	23,401,268
Total income		21,765,371	23,401,268
EXPENSES			
Finance costs	11	9,369	15,817
Other expenses	12	(3,297,342)	43,201,728
Total expenses		(3,287,973)	43,217,545
Profit/(loss) before tax		25,053,344	(19,816,277)
Current tax	14	(107,097)	(712,832)
Deferred tax	14	459,295	256,988
Tax expense		352,198	(455,844)
Profit/(loss) for the year		24,701,146	(19,360,433)
Total comprehensive income/(loss) for the year		24,701,146	(19,360,433)
Earning per share (EPS)	13		
Basic and dilute earning per share (in USD)		247,011	(193,604)

The accompanying notes are an integral part of these financial statements 1-18

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
Cardinal US Holdings Inc**

Sd/-

Satish Vaidyanathan
Partner
Membership No: 217042
Place: Bengaluru
Date: June 9, 2025

Sd/-

Manish Choudhary
Director

Place: USA
Date: June 9, 2025

Cardinal US Holdings Inc
Statement of Changes in Equity
(Amounts in USD, except share and per share data, unless otherwise specified)

(A) Equity share capital	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Opening	100	481,329,468	100	481,329,468
Changes in equity share capital during the year	-	-	-	-
Closing	100	481,329,468	100	481,329,468

(B) Other equity

	Retained earnings
Balance as at April 01, 2024	(199,662,070)
Profit/(loss) for the year	24,701,146
Dividend paid	(20,000,000)
Total other comprehensive income for the year	4,701,146
Balance as at March 31, 2025	(194,960,924)

	Retained earnings
Balance as at April 01, 2023	(160,301,637)
Profit/(loss) for the year	(19,360,433)
Dividend paid	(20,000,000)
Total other comprehensive loss for the year	(39,360,433)
Balance as at March 31, 2024	(199,662,070)

The accompanying notes are an integral part of these financial statements 1-18

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 Cardinal US Holdings Inc**

Sd/-

Satish Vaidyanathan
Partner
Membership No: 217042
Place: Bengaluru
Date: June 9, 2025

Sd/-

Manish Choudhary
Director

Place: USA
Date: June 9, 2025

Cardinal US Holdings Inc
Statement of Cash Flows
(Amounts in USD, except share and per share data, unless otherwise specified)

	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities		
Profit/(loss) for the year	25,053,344	(19,816,277)
Adjustments		
Unrealised exchange differences - net	76	258
Reversal of contingent consideration	-	(2,714,268)
Dividend income	(21,000,000)	(20,000,000)
Impairment/(write back) on receivables from related parties	(3,400,865)	3,400,865
Impairment/(write back) on investment from related parties	-	42,550,371
Interest income	(765,371)	(94,103)
Interest expense	9,369	8,942
Operating profit/(loss) before working capital changes	(103,447)	3,335,788
Adjustments to reconcile profit for the year to net cash generated from/(used in) operating activities:		
Loans and advances and other assets	38,545	91,639
Trade and other payables	(68,114)	(2,712,224)
Payable to fellow subsidiaries	4,859,646	(489,383)
Cash generated from operating activities before taxes	4,726,630	225,819
Direct taxes refund/(paid)	51,796	1,240,369
Net cash generated from operating activities	4,778,426	1,466,188
Cash flows from investing activities:		
Loan to subsidiaries	(6,000,000)	(800,000)
Proceeds from loan repayment from subsidiaries	801,307	
Interest income received from subsidiaries/fellow subsidiaries	726,867	-
Dividend income received from subsidiaries	21,000,000	20,000,000
Net cash generated from investing activities	16,528,174	19,200,000
Cash flows from financing activities:		
Dividend paid to the parent	(20,000,000)	(20,000,000)
Interest paid on borrowings from subsidiaries	-	(8,942)
Net cash (used in) financing activities	(20,000,000)	(20,008,942)
Net increase / (decrease) in cash and cash equivalents during the year	1,306,600	657,246
Cash and cash equivalents at the beginning of the year	710,230	52,983
Cash and cash equivalents at the end of the year (refer note 8)	2,016,830	710,230

The accompanying notes are an integral part of these financial statements 1-18

As per our report of even date

For Deloitte Haskins & Sells LLP

Chartered Accountants

Firm Registration No.: 117366W/W - 100018

Sd/-

Satish Vaidyanathan

Partner

Membership No: 217042

Place: Bengaluru

Date: June 9, 2025

**For and on behalf of the Board of Directors of
Cardinal US Holdings Inc**

Sd/-

Manish Choudhary

Director

Place: USA

Date: June 9, 2025

Cardinal US Holdings Inc
Notes to the financial statements for the year ended March 31, 2025
(Amounts in USD, except share and per share data, unless otherwise specified)

1. The Company overview

The Cardinal US Holdings Inc is a subsidiary of Wipro IT Services LLC, incorporated and domiciled in United States of America. The Company is a holding company for its subsidiaries providing 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.

Cardinal US Holdings Inc, was acquired by Wipro IT Services LLC, 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 April 01, 2024 to March 31, 2025.

2. Basis of preparation of financial statements

(i) Statement of compliance and basis of preparation

This special purpose financial statement is 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 Cardinal US Holdings Inc. 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).

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

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 USD 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 USD and the financial statement is also presented in USD.

(ii) Basis of measurement

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

(iii) Use of estimates and judgment

The preparation of these financial statements in conformity with Ind AS requires the 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 financial statements that are subject to measurement uncertainty. An accounting policy may require items in 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 judgments 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. Changes to accounting estimates are recognized in the period in which the estimates are changed and in any future periods affected. In particular, information about material areas of estimation, uncertainty and critical judgments in applying accounting policies that have the material effect on the amounts recognized in the financial statements are included in the following notes:

- a) **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
- b) **Income taxes:** The major tax jurisdictions for the Company is United States of America.

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.

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.

3. Material accounting policy information

3.1. Functional and presentation currency

These financial statements are presented in USD, which is the functional currency of the Company.

3.2. Foreign currency transactions and translation

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 recognized in the statement of profit and loss and reported within foreign exchange gains/(losses), net, within results of operating activities except when deferred in other comprehensive 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. Translation differences on non-monetary financial assets measured at fair value at the reporting date, such as equities classified as financial instruments measured at fair value through other comprehensive income are included in other comprehensive income, net of taxes.

3.3. Financial instruments

a) Non-derivative financial instruments: Non-derivative financial instruments consist of:

- financial assets, which include investments, cash and cash equivalents, loan to subsidiaries and fellow subsidiaries, and eligible current and non-current assets; Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.
- financial liabilities, which include trade payables and eligible current and non-current liabilities.
- Non-derivative financial instruments are recognized 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. Investment in subsidiaries

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. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less any impairment losses. These comprise trade receivables, unbilled receivables, finance lease receivables, employee and other advances and eligible current and non-current assets.

D. Trade payables and other liabilities:

Trade payables and other liabilities are initially recognized at fair value, and subsequently carried at amortized 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.

b) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognize the financial asset and recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

3.4. Equity and share capital

a) Share capital and Securities premium

The share capital of the Company as at March 31, 2025 is USD 481,329,468

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.

b) Retained earnings

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

3.5. Impairment

a) Financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost and other financial assets.

Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive, discounted using the effective interest rate.

b) Non-financial assets

The Company assesses long-lived assets such as property, plant and equipment and RoU assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the asset or group of assets.

The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal ("FVLCD") and its value-in-use ("VIU"). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using discounted cashflow method. If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognized initially.

c) Impairment of investment in subsidiaries

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

3.6. Finance income

Finance income comprises interest income on deposits, dividend income. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

3.7. 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.

3.8. Income tax

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

a) 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 recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in these 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 recognized 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 utilized.

Deferred income tax liabilities are recognized 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 utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized 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 realized simultaneously.

3.9. Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options, except where the results would be anti-dilutive.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any splits and bonus shares issues including for change effected prior to the approval of the financial statements by the Board of Directors.

3.10. 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, amendments and interpretations adopted by the Company effective from April 1, 2024:

Amendment to Ind AS 116 - Leases

On September 9, 2024, the Ministry of Corporate Affairs notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024. The amendments to Ind AS 116 clarifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains. The amendment is intended to improve the requirements for sale and leaseback transactions in Ind AS 116 and will not change the accounting for leases unrelated to sale and leaseback transactions. These amendments are effective for annual reporting periods beginning on or after April 1, 2024, and are to be applied retrospectively, with earlier application permitted. The adoption of these amendments to Ind AS 116 did not have any material impact on the financial statements.

New Accounting standards, amendments and interpretations not yet adopted by the Company:

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

Cardinal US Holdings Inc
Notes to the Special Purpose Financial Statements
(Amounts in USD, except share and per share data, unless otherwise specified)

5 Investments

	As at March 31, 2025	As at March 31, 2024
Unquoted non- current investment in equity shares of the subsidiaries	278,628,026	278,628,026
	<u>278,628,026</u>	<u>278,628,026</u>

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

Name of the subsidiary	% Holding	Face Value	No of Units	Balances as at March 31, 2025		
			As at March 31, 2025	Gross Value	Provision for Impairment	Net Value
The Capital Markets Company LLC	100%		*	239,028,026	-	239,028,026
Capco Consulting Services LLC	100%		*	39,600,000	-	39,600,000
Capco RISC Consulting LLC	100%		*	40,200,000	40,200,000	-
Total				318,828,026	40,200,000	278,628,026

Name of the subsidiary	% Holding	Face Value	No of Units	Balances as at March 31, 2024		
			As at March 31, 2024	Gross Value	Provision for Impairment	Net Value
The Capital Markets Company LLC	100%		*	239,028,026	-	239,028,026
Capco Consulting Services LLC	100%		*	39,600,000	-	39,600,000
ATOM Solutions LLC	100%		*	5,818,301	5,818,301	-
Capco RISC Consulting LLC	100%		*	40,200,000	40,200,000	-
Total				324,646,327	46,018,301	278,628,026

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

Movement in provision for

Particulars	March 31, 2025	March 31, 2024
Opening balance	46,018,301	3,467,930
Provision during the year	-	42,550,371
Write-offs**	(5,818,301)	-
Closing Balance	<u>40,200,000</u>	<u>46,018,301</u>

** During the current year, ATOM Solutions LLC is liquidated effective October 24, 2024.

Cardinal US Holdings Inc
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	As at March 31, 2025	As at March 31, 2024
6 Other financial assets		
Current		
Dues from related parties	83,853	21,493,857
Less: Impairment	-	(3,400,865)
Interest receivable from related parties	38,545	-
	122,398	18,092,992
7 Other current assets		
Current		
GST, TDS recoverable	1,158	1,158
	1,158	1,158
8 Cash and Cash equivalents		
Balances with banks		
- in current account	2,016,830	710,230
	2,016,830	710,230
9 Other financial liabilities		
Current		
Payable to related parties*	116,472	16,637,693
Interest payable to related parties	9,410	-
	125,882	16,637,693
* includes related party transactions (refer note 15)		
Contingent Consideration - movement for the year		
Balance at the beginning of the year	-	2,714,268
Additions/(Release)	-	(2,714,268)
Balance at the end of the year	-	-

Cardinal US Holdings Inc
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	For the year ended March 31, 2025	For the year ended March 31, 2024
10 Finance income		
Interest income	765,371	94,103
Dividend income	21,000,000	23,307,165
	21,765,371	23,401,268
11 Finance Cost		
Interest on inter company loans	9,369	8,942
Bank charges	-	6,875
	9,369	15,817
12 Other expenses		
Miscellaneous expenses	103,693	(2,749,766)
Impairment/ (write back) on investments from related parties	-	42,550,371
Impairment/ (write back) on receivables from related parties	(3,400,865)	3,400,865
Foreign exchange loss/ (gain), net	(170)	258
	(3,297,342)	43,201,728
13 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 March 31, 2025	For the year ended March 31, 2024
Profit / (Loss) attributable to equity holders	24,701,146	(19,360,433)
Weighted average number of equity shares - for basic and diluted EPS	100	100
Earnings per share - Basic and diluted	247,011	(193,604)

Cardinal US Holdings Inc
Notes to the Special Purpose Financial Statements
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14 Income tax expense

Cardinal US Holdings Inc. is included in the consolidated tax return of Wipro Limited. The Company calculates the provision for income taxes by using a “separate return” method. Under this method, the Company computes tax provision as if it will file a separate return with the tax authority, thereby reporting its taxable income or loss and paying the applicable tax to or receiving the appropriate refund from Wipro Limited.

Currently the Company does not have any difference between the tax provision (or benefit) allocated under the separate return method and payments to be made to (or received from) Wipro Limited for tax expense.

	For the year ended March 31, 2025	For the year ended March 31, 2024
Income tax expense		
Current tax	(107,097)	(712,832)
Deferred tax	459,295	256,988
Total income taxes	352,198	(455,844)
 Profit / (Loss) Before Taxation	 25,053,344	 (19,816,277)
Enacted Income Tax Rate in United States of America	29%	28%
Computed expected Tax Expenses	7,265,470	(5,548,558)
Effect of		
Income exempt from tax	(6,074,864)	(6,526,006)
Changes in unrecognized deferred tax assets	(972,799)	12,220,374
Taxes related to prior years	134,391	(601,654)
Income tax expense	352,198	(455,844)
 Deferred Tax Assets/(Liabilities)	 As at March 31, 2025	 As at March 31, 2024
Accrued expenses and other liabilities	152,653	164,911
Amortisable goodwill	(838,706)	(391,670)
Net Deferred Tax Assets/(Liabilities)	(686,053)	(226,759)

Cardinal US Holdings Inc
Notes to the Special Purpose Financial Statements
(Amounts in USD, except share and per share data, unless otherwise specified)

15 Related party relationships and transactions

a) The following are the entities with which the company has related party transactions

<u>Name</u>	<u>Relationship</u>	<u>Country of Incorporation</u>
Wipro Limited	Ultimate Holding company	India
Wipro IT Services LLC	Holding Company	USA
The Capital Markets Company LLC	Subsidiary	USA
Capco Consulting Services LLC	Subsidiary	USA
Capco RISC Consulting LLC	Subsidiary	USA
ATOM Solutions LLC	Subsidiary	USA
The Capital Markets Company Limited (Canada)	Fellow subsidiary	Canada
The Capital Markets Company Limited (Hong Kong)	Fellow subsidiary	Hong Kong
The Capital Markets Company (UK) Ltd	Fellow subsidiary	UK
The Capital Markets Company S.a.r.l.	Fellow subsidiary	Switzerland
Capco Consultancy (Thailand) Ltd	Fellow subsidiary	Thailand
Rizing LLC	Fellow subsidiary	USA
Wipro LLC	Fellow subsidiary	USA

b) The Company has the following related party transactions:

<u>Particulars</u>	<u>As at</u> <u>March 31, 2025</u>	<u>As at</u> <u>March 31, 2024</u>
<u>Dividend Income</u>		
The Capital Markets Company LLC	15,000,000	20,000,000
Capco Consulting Services LLC	6,000,000	-
<u>Deemed dividend income</u>		
ATOM Solutions LLC	-	3,307,165
<u>Interest Income</u>		
The Capital Markets Company LLC	456,279	92,122
Capco Consulting Services LLC	63,452	-
Capco Consultancy (Thailand) Ltd	49,870	1,920
Wipro LLC	172,757	-
Others	70	61
<u>Interest Expenses</u>		
Capco Consulting Services LLC	-	45
The Capital Markets Company (UK) Ltd	8,328	8,090
The Capital Markets Company Limited (Canada)	1,039	187
Others	2	621
<u>Dividend paid</u>		
Wipro IT Services LLC	20,000,000	20,000,000

Cardinal US Holdings Inc
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c) Balances with related parties as at year end are summarised below:

	As at March 31, 2025	As at March 31, 2024
i) <u>Balances other than loans :</u>		
Payable balances		
Wipro Limited	56,070	9,108,374
The Capital Markets Company (UK) Ltd	-	215,680
Wipro IT Services, LLC	-	6,357,933
Rizing LLC	-	939,259
The Capital Markets Company Limited (Canada)	11,748	13,220
The Capital Markets Company S.a.r.l.	102	90
The Capital Markets Company LLC	48,550	-
Others	2	3,138
Receivable balances		
The Capital Markets Company LLC	-	15,676,675
Capco RISC Consulting LLC		
Gross receivable	-	3,400,865
Less: Impairment considered	-	(3,400,865)
Net receivable	-	-
Capco Consulting Services LLC	82,363	2,349,489
ATOM Solutions LLC	-	52,089
The Capital Markets Company Limited (Hong Kong)	-	1,274
Capco Consultancy (Thailand) Ltd	1,490	-
Others	-	13,465
ii) <u>Loan to subsidiaries and fellow subsidiaries :</u>		
Wipro LLC	6,000,000	
Capco Consultancy (Thailand) Ltd	-	801,307
iii) <u>Interest receivable from fellow subsidiaries :</u>		
The Capital Markets Company LLC	38,476	-
The Capital Markets Company Limited (Hong Kong)	70	-
iv) <u>Interest payable to fellow subsidiaries :</u>		
The Capital Markets Company (UK) Ltd	8400	-
The Capital Markets Company Limited (Canada)	1008	-
Others	2	-

16 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.

Cardinal US Holdings Inc
Notes to the Special Purpose Financial Statements
(Amounts in USD, except share and per share data, unless otherwise specified)

17 .Financial instruments

Financial assets and liabilities (carrying value / fair value)

	As at March 31, 2025	As at March 31, 2024
Assets		
Cash and cash equivalents	2,016,830	710,230
Investment in Subsidiaries	278,628,026	278,628,026
Loan to subsidiaries and fellow subsidiaries	6,000,000	801,307
Other financial assets	122,398	18,092,992
Total	286,767,254	298,232,555
Liabilities		
Trade payables	2,700	61,328
Other financial liabilities	125,882	16,637,693
	128,582	16,699,021

Fair value

Financial assets and liabilities include cash and cash equivalents, 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 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 balances approximates fair value as on March 31, 2025 and March 31, 2024.

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.

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 USD 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.

Cardinal US Holdings Inc
Notes to the Special Purpose Financial Statements
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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.

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, 2025, 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 March 31, 2025				
Contractual Cash Flows	Less than 1 year	1-2 years	2-4 years	Carrying Value
Trade payables	2,700	-	-	2,700
Other financial liabilities	125,882	-	-	125,882

As at March 31, 2024				
Contractual Cash Flows	Less than 1 year	1-2 years	2-4 years	Carrying Value
Trade payables	61,328	-	-	61,328
Other financial liabilities	16,637,693	-	-	16,637,693

18. There are no contingent liabilities as at March 31, 2025.

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 Cardinal US Holdings Inc**

Sd/-

Satish Vaidyanathan

Partner

Membership No: 217042

Place: Bengaluru

Date: June 9, 2025

Sd/-

Manish Choudhary

Director

Place: USA

Date: June 9, 2025