

**Special Purpose Financial Statements and Independent Auditor's Report**

**The Capital Markets Company LLC**

**March 31, 2025**

**INDEPENDENT AUDITOR'S REPORT**

**TO THE BOARD OF DIRECTORS OF The Capital Markets Company LLC**

**Report on Audit of Special Purpose Financial Statements**

**Opinion**

We have audited the accompanying Special Purpose Financial Statements of **The Capital Markets Company LLC** ("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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# **Deloitte Haskins & Sells LLP**

## **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: 25217042BNUKZF7853

Place: Bengaluru

Date: June 09, 2025

**The Capital Markets Company LLC**  
**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
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	1,490,088	1,786,386
Right of use assets	6	14,450,911	16,231,569
Other financial assets	7	118,187	13,903
Deferred tax - assets (net)	20	4,587,688	5,195,816
		<b>20,646,874</b>	<b>23,227,674</b>
<b>Current assets</b>			
Trade receivables	9	29,086,027	23,688,324
Unbilled receivables		16,362,164	15,810,371
Cash and cash equivalents	10	14,978,141	25,049,693
Loan to subsidiaries and fellow subsidiaries	23	18,500,000	17,805,296
Other financial assets	7	11,740,135	21,880,647
Contract Asset	14A	5,208,999	2,063,490
Other current assets	8	1,395,217	2,011,260
		<b>97,270,683</b>	<b>108,309,081</b>
<b>TOTAL ASSETS</b>		<b>117,917,557</b>	<b>131,536,755</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital		135,226,772	135,226,772
Other equity		(82,967,587)	(76,704,010)
		<b>52,259,185</b>	<b>58,522,762</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Other financial liabilities	12	1,117,634	614,694
Lease Liabilities	22	13,487,770	14,965,839
		<b>14,605,404</b>	<b>15,580,533</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
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		3,253,163	3,503,880
Other financial liabilities	12	38,053,272	42,985,661
Lease Liabilities	22	2,554,605	2,252,451
Contract Liabilities	14A	1,269,018	242,138
Provisions	11	2,156,241	1,649,784
Other current liabilities	13	379,223	694,285
Current tax liabilities (net)		3,387,446	6,105,261
		<b>51,052,968</b>	<b>57,433,460</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>117,917,557</b>	<b>131,536,755</b>

Summary of significant accounting policies

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The accompanying notes are an integral part of these financial statements

1-26

As per our report of even date attached

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

ICAI Firm Registration No.: 117366W/W-100018

**For and on behalf of the Board of Directors of  
The Capital Markets Company LLC**

Sd/-

**Satish Vaidyanathan**

Partner

Membership No: 217042

Place: Bangalore

Date: June 09, 2025

Sd/-

**Manish Choudhary**

Director

Place: USA

Date: June 09, 2025

**The Capital Markets Company LLC**  
**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
<b>REVENUE</b>			
Revenue from operations	14	284,878,466	268,447,159
Other income	15	3,178,626	4,790,846
<b>Total income</b>		<b>288,057,092</b>	<b>273,238,005</b>
<b>EXPENSES</b>			
Employee benefit expenses	16	180,897,725	179,726,734
Sub-contracting and technical fees		74,423,758	56,239,332
Depreciation and amortisation expense	5,6	2,522,144	3,110,284
Travel		2,868,993	1,988,324
Legal and professional charges		1,856,223	1,863,338
Finance costs	17	1,876,533	696,832
Other expenses	18	11,346,948	12,506,545
		<b>275,792,324</b>	<b>256,131,389</b>
<b>Profit before tax</b>		<b>12,264,768</b>	<b>17,106,616</b>
<b>Tax expense</b>			
Current tax	20	2,920,217	8,410,396
Deferred tax	20	608,128	(1,005,019)
<b>Total tax expense</b>		<b>3,528,345</b>	<b>7,405,377</b>
<b>Profit for the year</b>		<b>8,736,423</b>	<b>9,701,239</b>
<b>Total comprehensive income for the year</b>		<b>8,736,423</b>	<b>9,701,239</b>

The accompanying notes are an integral part of these financial statements

1-26

As per our report of even date

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

ICAI Firm Registration No.: 117366W/W-100018

**For and on behalf of the Board of Directors of  
The Capital Markets Company LLC**

Sd/-

**Satish Vaidyanathan**

Partner

Membership No: 217042

Sd/-

**Manish Choudhary**

Director

Place: Bangalore

Date: June 09, 2025

Place: USA

Date: June 09, 2025

**The Capital Markets Company LLC**  
**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
Balance as at April 01, 2024	-	135,226,772	-	125,226,772
Changes in equity share capital during the year	-	-	-	10,000,000
Balance as at March 31, 2025	-	135,226,772	-	135,226,772

As per the local laws of USA, there is no requirement of number of shares and face value thereof for a Limited Liability Company (LLC). Hence the investment by the Company is considered as equity contribution.

**(B) Other equity**

	Retained earnings
Balance as at April 01, 2024	(76,704,010)
Profit for the year	8,736,423
Dividend Paid	(15,000,000)
Total other comprehensive loss for the year	(6,263,577)
<b>Balance as at March 31, 2025</b>	<b>(82,967,587)</b>

	Retained earnings
Balance as at April 01, 2023	(66,405,249)
Profit for the year	9,701,239
Dividend Paid	(20,000,000)
Total other comprehensive loss for the year	(10,298,761)
<b>Balance as at March 31, 2024</b>	<b>(76,704,010)</b>

The accompanying notes are an integral part of these financial statements 1-26

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

**For and on behalf of the Board of Directors of  
The Capital Markets Company LLC**

Sd/-  
**Satish Vaidyanathan**  
Partner  
Membership No: 217042

Place: Bangalore  
Date: June 09, 2025

Sd/-  
**Manish Choudhary**  
Director

Place: USA  
Date: June 09, 2025



**The Capital Markets Company LLC**  
**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
<b>Cash flows from operating activities</b>		
Profit for the year	12,264,768	17,106,616
<b>Adjustments to reconcile profit for the year to net cash generated from operating activities</b>		
Depreciation and amortization	2,522,144	3,110,284
Loss on sale of property, plant and equipment	15,405	17,142
Unrealised exchange differences - net	(56,260)	71,708
Interest income	(2,898,803)	(4,695,097)
Interest expense	1,753,690	581,432
<b>Operating profit before working capital changes</b>	<b>13,600,944</b>	<b>16,192,085</b>
<b>Adjustments for working capital changes</b>		
Trade Receivables, Unbilled Receivables and contract assets	(9,095,003)	7,195,796
Loans, advances and other assets	515,416	1,935,162
Inter Company transactions with fellow subsidiaries	4,080,709	5,069,323
Trade and other payables	2,072,336	24,321,681
Contract liabilities	1,026,880	(554,512)
<b>Cash generated from operating activities before taxes</b>	<b>12,201,282</b>	<b>54,159,536</b>
Direct taxes paid	(5,638,032)	(11,011,198)
<b>Net cash generated from operating activities</b>	<b>6,563,250</b>	<b>43,148,337</b>
<b>Cash flows from investing activities:</b>		
Payment for purchase of property, plant and equipment	(445,188)	(1,633,459)
Loans to subsidiaries and fellow subsidiaries	(15,000,000)	(17,500,000)
Proceeds from repayment of loan by related parties	14,305,296	-
Interest received	2,187,916	1,413,646
<b>Net cash used in investing activities</b>	<b>1,048,024</b>	<b>(17,719,813)</b>
<b>Cash flows from financing activities:</b>		
Payment of Lease liabilities	(2,231,981)	(1,933,886)
Interest paid	(450,845)	-
Dividend Paid	(15,000,000)	(20,000,000)
<b>Net cash (used in)/ generated from financing activities</b>	<b>(17,682,826)</b>	<b>(21,933,886)</b>
<b>Net increase in cash and cash equivalents during the year</b>	<b>(10,071,552)</b>	<b>3,494,638</b>
Cash and cash equivalents at at the beginning of the year	25,049,693	21,555,055
<b>Cash and cash equivalents at the end of the year</b>	<b>14,978,141</b>	<b>25,049,693</b>

Refer to Note 6 for supplementary information on the statement of cash flows

The accompanying notes are an integral part of these financial statements 1-26

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

For and on behalf of the Board of Directors of  
**The Capital Markets Company LLC**

Sd/-  
**Satish Vaidyanathan**  
Partner  
Membership No: 217042

Sd/-  
**Manish Choudhary**  
Director

Place: Bangalore  
Date: June 09, 2025

Place: USA  
Date: June 09, 2025



**The Capital Markets Company LLC**  
**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 Capital Markets Company LLC is a subsidiary of Cardinal US Holdings Inc, incorporated and domiciled in United States of America. 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.

Cardinal US Holdings Inc, was acquired by Wipro IT Services LLC, with effect from April 29, 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**

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. Previous year figures have been regrouped/re-arranged, wherever necessary.

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**

These 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) **Revenue recognition:** The Company applies judgement to determine whether each service promised to a customer is capable of being distinct, and is distinct in the context of the contract, if not, the promised service is combined and accounted as a single performance obligation. The Company allocates the Transaction Price (as defined below in Note 3.10) 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 recognized, 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.

- 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.

### 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 cash and cash equivalents, trade receivables, unbilled receivables, employee and other advances, 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, lease liabilities 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.

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management

##### B. **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, employee and other advances and eligible current and non-current assets.

##### C. **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 authorised share capital of the Company as at March 31, 2025 is USD 135,226,772

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.

c) **Other comprehensive income**

Actuarial gains and losses on remeasurements of the defined benefit plans are recognized in other comprehensive income (net of taxes), and presented within equity as other reserves.

3.5. **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 capitalized as part of the cost till all the activities necessary to prepare the qualifying asset for its intended use or sale are substantially completed. The cost and related accumulated depreciation are derecognized upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Capital work-in-progress are measured at cost less accumulated impairment losses, if any.

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 amortized over the shorter of estimated useful life of the asset or the related lease term. Term licenses are amortized 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
Computer equipment and software - 3 to 5 years
Furniture, fixtures and equipment - 7 years
Leasehold improvement - 5 years
Office equipment - 3 to 5 years

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The cost of property, plant and equipment not available for use before such date are disclosed under capital work-in progress.

3.6. **Leases**

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

**The Company as a lessee**

The Company enters into an arrangement for lease of plant and machinery including computer equipment. 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 the 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 recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of twelve months or less (short term leases) and low-value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the 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, plus an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the site on which it is located 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 asset. The estimated useful life 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. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss. Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

### **3.7. Impairment**

#### **a) Financial assets**

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, trade receivables, unbilled receivables, contract assets, 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.

Loss allowances for trade receivables, unbilled receivables, contract assets are measured at an amount equal to lifetime expected credit loss. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on a provision matrix which takes in to account, risk profiling of customers and historical credit loss experience adjusted for forward looking information. For other financial assets, expected credit loss is measured at the amount equal to twelve months expected credit loss unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime expected credit loss.

#### **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.

### **3.8. Employee benefits**

#### **a) Post-employment plans**

The Company participates in various employee benefit plans. Gratuity and other post-employment benefits are classified as either defined contribution plans or defined benefit 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 recognized as an expense during the period when the employee provides service.

Remeasurements of the defined benefit plans, comprising actuarial gains or losses, and the return on plan assets (excluding interest) are immediately recognized in other comprehensive income, net of taxes and not reclassified to profit or loss in subsequent period.

Net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability.

The Company has the following employee benefit plans:

##### **a) Termination benefits**

Termination benefits are expensed when the Company can no longer withdraw the offer of those benefits.

##### **b) Short-term benefits**

Short-term employee benefit obligations such as cash bonus, management incentive plans or profit-sharing plans are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus, management incentive plans or profit-sharing plans, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### **c) Compensated absences**

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. 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 recognizes accumulated compensated absences based on projected unit credit method. Non-accumulating compensated absences are recognized in the period in which the absences occur.

### 3.9. Provisions

Provisions are recognized 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 recognized 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 recognized as an asset, if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

### 3.10. Revenue

The Company derives revenue primarily from software development, Business Consultancy Service to third parties and Inter Company entities.

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 recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive (the "Transaction Price") in exchange for those products or services. Revenue towards satisfaction of the performance obligation is measured at the amount of the Transaction Price (net of variable consideration on account of discounts and allowances) allocated to that performance obligation. To recognize 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) recognize revenues when a performance obligation is satisfied. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

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 product or service is combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation 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-For performance obligations where control is transferred over time, revenues are recognized 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 recognizing revenues and costs depends on the nature of the services rendered:

#### A. Time and materials contracts

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

#### B. Fixed-price contracts

##### i. Time and materials contracts

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

##### ii. 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 recognized 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. 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 recognized, profit and timing of revenue for remaining performance obligations are subject to revisions as the contract progresses to completion. If the Company is not able to reasonably measure the progress of completion, revenue is recognized 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 recognized 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.

iii. **Maintenance contracts**

Revenues related to fixed-price maintenance contracts are recognized 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 recognized based on our right to invoice. If our invoicing is not consistent with value delivered, revenues are recognized 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 recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

iv. **Others**

- (a) 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.
- (b) The Company accounts for variable considerations like, volume discounts, rebates and 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 recognized will not occur when the uncertainty associated with the variable consideration is resolved.
- (c) Revenues are shown net of allowances/returns, sales tax, value added tax, goods and services tax and applicable discounts.
- (d) Estimates of the Transaction Price and total costs or efforts are continuously monitored over the term of the contract and are recognized 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.
- (e) Incremental costs that relate directly to a contract and incurred in securing a contract with a customer are recognized as an asset when the Company expects to recover these costs.
- (f) The Company assesses the timing of the transfer of goods or services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is twelve months or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or us, no financing component is deemed to exist.
- (g) Unbilled receivables on other than fixed-price development contracts 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.
- (h) Revenue for services rendered to group companies is recognized in accordance with the terms of agreement entered into with the group companies, on a cost plus mark-up basis.

3.11 **Finance costs**

Finance costs comprises interest cost on lease liabilities and net defined benefit liabilities, other bank charges incurred.

3.12 **Finance and other income**

Finance and other income comprises of interest income on fixed deposits and gains / (losses) on investments classified as FVTPL. Interest income is recognized using the effective interest method.

3.13 **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.

**3.14. 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.

**3.15. 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 01, 2024:**

**Amendment to Ind AS 116 - Leases**

On September 09, 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.



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**5 Property, plant and equipment**

	<b>Furniture and fixtures</b>	<b>Computers</b>	<b>Office equipments</b>	<b>Total</b>
<b>Gross Carrying Value</b>				
<b>Balance as at April 01, 2024</b>	1,069,700	4,759,878	174,403	6,003,981
Additions	-	149,681	146,911	296,592
Transfer in from fellow subsidiary	1,192,988	-	-	1,192,988
Disposals/adjustment	-	(556,040)	-	(556,040)
<b>Balance as at March 31, 2025</b>	<b>2,262,688</b>	<b>4,353,519</b>	<b>321,314</b>	<b>6,937,521</b>
<b>Accumulated depreciation</b>				
<b>Balance as at April 01, 2024</b>	(189,027)	(4,006,838)	(21,730)	(4,217,595)
Depreciation charge	(215,241)	(466,453)	(59,791)	(741,485)
Transfer in from fellow subsidiary	(1,028,988)	-	-	(1,028,988)
Disposals/adjustment	-	540,804	(169)	540,635
<b>Balance as at March 31, 2025</b>	<b>(1,433,256)</b>	<b>(3,932,487)</b>	<b>(81,690)</b>	<b>(5,447,433)</b>
<b>Net block</b>				
<b>Balance as at March 31, 2025</b>	<b>829,432</b>	<b>421,032</b>	<b>239,624</b>	<b>1,490,088</b>
<b>Gross block (at cost)</b>				
<b>Balance as at April 01, 2023</b>	4,530,427	5,185,657	599,701	10,315,785
Additions	940,278	530,288	162,893	1,633,459
Disposals/adjustment	(4,401,005)	(956,067)	(588,191)	(5,945,263)
<b>Balance as at March 31, 2024</b>	<b>1,069,700</b>	<b>4,759,878</b>	<b>174,403</b>	<b>6,003,981</b>
<b>Accumulated depreciation</b>				
<b>Balance as at April 01, 2023</b>	(4,496,512)	(4,133,426)	(584,853)	(9,214,791)
Depreciation charge	(91,121)	(814,736)	(25,068)	(930,925)
Disposals/adjustment	4,398,606	941,324	588,191	5,928,121
<b>Balance as at March 31, 2024</b>	<b>(189,027)</b>	<b>(4,006,838)</b>	<b>(21,730)</b>	<b>(4,217,595)</b>
<b>Net block</b>				
<b>Balance as at March 31, 2024</b>	<b>880,673</b>	<b>753,040</b>	<b>152,673</b>	<b>1,786,386</b>

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**6 Right of use assets**

Particulars	Buildings
<b>Gross block</b>	
Balance as at April 01, 2024	17,530,102
Additions during the year	-
Disposals during the year	-
Balance as at March 31, 2025	<u>17,530,102</u>
<b>Accumulated depreciation</b>	
Balance as at April 01, 2024	(1,298,533)
Charge for the year	(1,780,658)
Disposals/Adjustment	-
Balance as at March 31, 2025	<u>(3,079,191)</u>
<b>Net block</b>	
Balance as at March 31, 2025	<u>14,450,911</u>
<b>Gross block</b>	
Balance as at April 01, 2023	7,016,485
Additions during the year	16,656,228
Disposals during the year	(6,142,611)
Balance as at March 31, 2024	<u>17,530,102</u>
<b>Accumulated depreciation</b>	
Balance as at April 01, 2023	(5,261,786)
Charge for the year	(2,179,358)
Disposals/Adjustment	6,142,611
Balance as at March 31, 2024	<u>(1,298,533)</u>
<b>Net block</b>	
Balance as at March 31, 2024	<u>16,231,569</u>

	Year ended 31-Mar-25	Year ended 31-Mar-24
Interest expenses on Lease liabilities	1,056,067	443,917

**Cash and non-cash changes in liabilities arising from financing activities**

	Year ended 31-Mar-25	Year ended 31-Mar-24
Balance as at the beginning of the year	17,218,290	2,052,030
Payment of lease liabilities	(2,231,981)	(1,933,886)
Non-cash changes - Net addition to lease liabilities	1,056,066	17,100,146
Balance as at the end of the year	<u>16,042,375</u>	<u>17,218,290</u>

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	As at March 31, 2025	As at March 31, 2024
<b>7 Other financial assets</b>		
<b>Non Current</b>		
Security deposits	14,749	13,903
Prepaid expenses	103,438	-
	<b>118,187</b>	<b>13,903</b>
<b>Current</b>		
Dues from officers and employees	-	3,657
Dues with related parties	11,029,248	21,876,990
Interest receivable from related parties	710,887	-
	<b>11,740,135</b>	<b>21,880,647</b>
<b>8 Other current assets</b>		
Prepaid expenses	1,395,217	2,011,260
	<b>1,395,217</b>	<b>2,011,260</b>
<b>9 Trade Receivables</b>		
<b>Unsecured</b>		
Considered good	29,086,027	23,688,324
Considered doubtful	2,519,820	2,515,028
Less-Allowance for expected credit loss	(2,519,820)	(2,515,028)
	<b>29,086,027</b>	<b>23,688,324</b>
<b>10 Cash and Cash equivalents</b>		
Balances with banks		
- in current account	14,978,141	25,049,693
	<b>14,978,141</b>	<b>25,049,693</b>
<b>11 Provisions</b>		
<b>Current</b>		
Provision for compensated absences	2,156,241	1,649,784
	<b>2,156,241</b>	<b>1,649,784</b>
<b>12 Other financial liabilities</b>		
<b>Non-current</b>		
Salary payable	1,117,634	614,694
	<b>1,117,634</b>	<b>614,694</b>
<b>Current</b>		
Salary payable	10,130,628	8,486,502
Payable to related parties	27,675,866	34,499,159
Interest payable to related parties	246,778	-
	<b>38,053,272</b>	<b>42,985,661</b>
<b>13 Other current liabilities</b>		
Statutory liabilities	379,223	694,285
	<b>379,223</b>	<b>694,285</b>

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	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>14 Revenue from operations</b>		
Sale of services*	284,878,466	268,447,159
Total revenue from operations	<b>284,878,466</b>	<b>268,447,159</b>

\*includes related party transactions (refer note 23)

Out of total revenue, sale to related party is USD 15,806,501 for the year ended March 31, 2025 and USD 3,242,991 for the year ended March 31, 2024

**A. Contract Assets and Liabilities**

The following table presents the changes in contract assets balance:

	As at March 31, 2025	As at March 31, 2024
<b>Balance at the beginning of the year</b>	2,063,490	1,350,734
Amount reclassified to receivables pertaining to fixed price development contracts on completion of milestones	(2,063,490)	(1,350,734)
Increase due to revenue recognised during the year	5,208,999	2,063,490
<b>Balance at the end of the year</b>	<b>5,208,999</b>	<b>2,063,490</b>

The following table presents the changes in contract liabilities balance:

	As at March 31, 2025	As at March 31, 2024
<b>Balance at the beginning of the year</b>	242,138	796,650
Revenue recognised from opening balance of contract liabilities	(242,138)	(796,650)
Increase due to invoicing during the year	1,269,018	242,138
<b>Balance at the end of the year</b>	<b>1,269,018</b>	<b>242,138</b>

**B. Remaining Performance Obligations**

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized, which includes contract liabilities and amounts that will be invoiced and recognized as revenue in future periods. Applying the practical expedient, the Company has not disclosed:

- its right to consideration from customers in an amount that corresponds directly with the value to the customer of the Company's performance completed to date, which are contracts invoiced on time and material basis and volume based.
- performance obligations in a contract that originally had a contract term of one year or less.

As at March 31, 2025 and March 31, 2024, the aggregate amount of transaction price allocated to remaining performance obligations, other than those meeting the exclusion criteria above, was USD 15,147,870 and USD 4,643,601 of which approximately 100% is expected to be recognized as revenues within four years. This includes contracts, with a substantive enforceable termination penalty if the contract is terminated without cause by the customer, based on an overall assessment of the contract carried out at the time of inception. Historically, customers have not terminated contracts without cause.

**C. Disaggregation of Revenues**

The table below presents disaggregated revenues from contracts with customers by nature of contract. The Company believes that the below disaggregation best depicts the nature, amount, timing and uncertainty of revenue and cash flows from economic factors.

Revenue by nature of contract	For the year ended March 31, 2025	For the year ended March 31, 2024
Fixed Price and Volume Based	115,491,511	65,235,378
Time and Material	169,386,955	203,211,781
	<b>284,878,466</b>	<b>268,447,159</b>

**15 Other income**

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income*	2,898,803	4,695,097
Foreign exchange gain, net	108,886	-
Others*	170,937	95,749
	<b>3,178,626</b>	<b>4,790,846</b>

\*includes related party transactions (refer note 23)

**16 Employee benefits expense**

Salaries and wages*	178,147,160	176,336,788
Share based compensation*	1,472,666	1,930,469
Staff welfare expenses	1,277,899	1,459,477
	<b>180,897,725</b>	<b>179,726,734</b>

\*includes related party transactions (refer note 23)

**17 Finance Cost**

Interest expenses*	1,753,690	581,432
Bank charges	122,843	115,400
	<b>1,876,533</b>	<b>696,832</b>

\*includes related party transactions (refer note 23)

**18 Other expenses**

Allocation of overheads from/(to) group companies	3,249,261	7,039,295
Facility expenses	1,275,556	1,367,661
Lifetime expected credit loss/(write-back)	4,792	(173,057)
Communication	728,443	781,842
Foreign exchange loss, net	-	101,084
Advertisement and Sales Promotion	2,508,443	787,549
Printing and stationery	352,445	357,191
Recruitment expenses	953,332	29,000
Software Licence Fees	1,754,754	1,745,182
Miscellaneous expenses	519,922	470,798
	<b>11,346,948</b>	<b>12,506,545</b>

**19 Earning per share (EPS)**

As per the local laws of USA, there is no requirement of number of shares and face value thereof for a Limited Liability Company (LLC). Hence the investment by the Company is considered as equity contribution.

## 20 Income Tax

The Capital Markets Company LLC 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.

Income tax expense has been allocated as follows:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Income tax expense		
Current tax	2,920,217	8,410,396
Deferred tax	608,128	(1,005,019)
Total income taxes	<b>3,528,345</b>	<b>7,405,377</b>

The reconciliation between the provision of income tax and amounts computed by applying the American statutory tax rate to profit before taxes is as follows:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before Tax	12,264,768	17,106,616
Enacted income Tax rate in United States of America	29%	28%
Computed Expected Tax expense	3,556,782	4,789,852
Effect of:		
Expenses disallowed for tax purpose	28,442	308,421
Changes in unrecognized deferred tax assets	-	1,725,827
Taxes related to prior years	(56,879)	581,277
Others, net	-	-
Income Tax Expenses	<b>3,528,345</b>	<b>7,405,377</b>

The components of deferred tax assets and liabilities are as follows:

	As at March 31, 2025	As at March 31, 2024
<b>Deferred tax Assets/(liabilities)</b>		
Trade payables, accrued expenses and other liabilities	2,843,427	2,428,722
Intangible Assets	1,347,920	1,444,800
Property, plant and equipment	(45,096)	141,474
Allowances for lifetime expected credit loss	730,748	704,208
Others	(289,311)	476,612
<b>Net deferred tax Assets/(liabilities)</b>	<b>4,587,688</b>	<b>5,195,816</b>

**The Capital Markets Company LLC**  
**Notes to the Special Purpose Financial Statements**  
(Amounts in USD, except share and per share data, unless otherwise specified)

**21 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 charge" in the Statement of Profit and Loss under Note 16 on "Employee benefit expenses".

The stock compensation expense recognised for employee services received during the year ended March 31, 2025 were USD 1,330,386 and during the year ended March 31, 2024 were USD 1,901,529

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 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
		March 31, 2025	March 31, 2024
Outstanding at the beginning of the year	USD 0.03	758,576	848,707
Granted	USD 0.03	253,216	238,281
Exercised	USD 0.03	474,615	181,019
Modification- Issue of bonus share	USD 0.03	486,938	-
Forfeited and Expired	USD 0.03	123,798	57,892
PSU True Down	USD 0.03	44,086	89,502
Outstanding at the end of the year	USD 0.03	856,231	758,576
Exercisable at the end of the year	USD 0.03	-	-

**22 Leases**

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

	As at March 31, 2025	As at March 31, 2024
<b>Total value of minimum lease payments</b>		
Not later than 1 year	2,554,605	2,252,451
Beyond 1 year	18,917,547	21,452,529
	<b>21,472,152</b>	<b>23,704,980</b>
 Total present value of minimum lease payments	 21,472,152	 23,704,980
Less: Amount representing interest	5,429,777	6,486,690
<b>Total value of minimum lease payments</b>	<b>16,042,375</b>	<b>17,218,290</b>

In the previous year, the Company had entered into new lease for the term of 11 years. The company had discounted the future lease payments using discount rate of 6.37%.

**23 Related party disclosure**

**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
Cardinal US Holdings Inc	Holding Company	USA
ATOM Solutions LLC (Liquidated w.e.f. October 24, 2024)	Fellow subsidiary	USA
Capco Austria GmbH	Fellow subsidiary	Austria
Capco Brasil Serviços e Consultoria em Informática Ltda	Fellow subsidiary	Brazil
Capco Consultancy (Malaysia) Sdn. Bhd.	Fellow subsidiary	Malaysia
Capco Consultancy (Thailand) Ltd	Fellow subsidiary	Thailand
Capco Consulting Services LLC	Fellow subsidiary	USA
Capco Consulting Singapore Pte Ltd	Fellow subsidiary	Singapore
Capco Poland Sp. z.o.o.	Fellow subsidiary	Poland
Capco RISC Consulting LLC	Fellow subsidiary	USA
Capco Technologies Private Limited	Fellow subsidiary	India
The Capital Markets Company (UK) Ltd	Fellow subsidiary	UK
The Capital Markets Company BV (Belgium)	Fellow subsidiary	Belgium
The Capital Markets Company GmbH	Fellow subsidiary	Germany
The Capital Markets Company Limited (Canada)	Fellow subsidiary	Canada
The Capital Markets Company Limited (Hong Kong)	Fellow subsidiary	Hong Kong
The Capital Markets Company S.a.r.l.	Fellow subsidiary	Switzerland
The Capital Markets Company S.A.S.	Fellow subsidiary	France
The Capital Markets Company Slovakia, s. r. o.	Fellow subsidiary	Slovakia
Wipro IT Services, LLC	Fellow subsidiary	USA
Wipro LLC	Fellow subsidiary	USA
Wipro Designit Services, Inc. (formerly Rational Interaction, Inc.)	Fellow subsidiary	USA
Aggne Global Inc	Fellow subsidiary	USA
Designit North America	Fellow subsidiary	USA



**The Capital Markets Company LLC**  
**Notes to the Special Purpose Financial Statements**  
(Amounts in USD, except share and per share data, unless otherwise specified)

b) The Company has the following related party transactions:

Particulars	As at March 31, 2025	As at March 31, 2024
<b><u>Sale of Services</u></b>		
The Capital Markets Company Limited (Canada)	1,754,540	810,191
The Capital Markets Company (UK) Ltd	1,114,364	604,727
Wipro Limited	4,477,370	1,675,480
The Capital Markets Company Limited (Hong Kong)	262,395	-
Wipro LLC	239,712	-
Capco RISC Consulting LLC	7,258,393	-
Capco Consulting Services LLC	519,969	-
Aggne Global Inc	150,000	-
Others	29,758	152,592
<b><u>Other Income</u></b>		
Wipro Limited	143,346	-
Wipro LLC	1,000	-
Wipro Designit Services, Inc. (formerly Rational Interaction, Inc.)	26,591	-
<b><u>Cost of Services</u></b>		
Capco Brasil Serviços e Consultoria em Informática Ltda	7,876,827	4,351,724
The Capital Markets Company Limited (Canada)	927,647	1,207,350
The Capital Markets Company Limited (Hong Kong)	19,919	231,806
The Capital Markets Company GmbH	-	114,741
Capco Poland Sp. z.o.o.	301,953	236,771
The Capital Markets Company (UK) Ltd	16,007,250	10,888,897
Capco Consulting Services LLC	3,982,687	28,151
Capco RISC Consulting LLC	3,152,910	16,406
Capco Technologies Private Limited	11,319,863	10,260,319
Wipro Limited	7,009,519	4,618,468
Wipro LLC	210,136	-
Capco Consulting Singapore Pte Ltd	285,163	531,168
Wipro Designit Services, Inc. (formerly Rational Interaction, Inc.)	1,329,563	181,859
The Capital Markets Company S.A.S.	33,761	143,613
Others	14,115	2,189
<b><u>Allocation of overheads from/(to) group companies</u></b>		
The Capital Markets Company (UK) Ltd	3,249,261	7,039,295
<b><u>Share Based Compensation cost reimbursement</u></b>		
Wipro Limited	1,472,666	1,901,529
<b><u>Reimbursement of expenses</u></b>		
Wipro Limited	678,836	-
<b><u>Interest Income</u></b>		
The Capital Markets Company Limited (Hong Kong)	134,893	209,258
The Capital Markets Company BV (Belgium)	320,658	327,851
Wipro IT Service UK Societas	122,992	-
Capco Consulting Services LLC	31,702	1,519,318
Capco RISC Consulting LLC	564,448	703,066
Capco Brasil Serviços e Consultoria em Informática Ltda	242,665	-
The Capital Markets Company (UK) Ltd	515,688	127,252
The Capital Markets Company Limited (Canada)	28,962	21,250
Capco Consulting Singapore Pte Ltd	41,995	40,477
Capco Consultancy (Thailand) Ltd	26,094	22,699
Others	5,061	4,982
<b><u>Interest Expenses</u></b>		
The Capital Markets Company (UK) Ltd	67,298	-
The Capital Markets Company S.A.S.	4,678	-
The Capital Markets Company GmbH	7,912	11,328
Capco Austria GmbH	4,237	4,310
Capco RISC Consulting LLC	24,828	-
Capco Poland Sp. z.o.o.	3,516	10,008
Capco Brasil Serviços e Consultoria em Informática Ltda	123,916	18,869
Cardinal US Holdings Inc	456,279	92,122
Others	4,958	878

**The Capital Markets Company LLC**  
**Notes to the Special Purpose Financial Statements**  
(Amounts in USD, except share and per share data, unless otherwise specified)

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

	As at March 31, 2025	As at March 31, 2024
<b>i) <u>Balances other than loans :</u></b>		
<b>Payable balances</b>		
The Capital Markets Company (UK) Ltd	10,863,852	6,718,868
Capco Austria GmbH	101,361	100,560
The Capital Markets Company GmbH	-	160,758
Capco Poland Sp. z.o.o.	132,052	167,087
The Capital Markets Company Slovakia, s. r. o.	19,939	20,453
Capco Brasil Serviços e Consultoria em Informática Ltda	2,715,149	870,632
Capco Technologies Private Limited	5,749,896	4,839,305
Wipro Limited	2,044,259	3,277,355
Wipro LLC	5,452,368	63,592
Cardinal US Holdings Inc	-	15,676,675
Wipro Designit Services, Inc.	155,339	1,061,693
Designit North America	-	943,892
The Capital Markets Company S.A.S.	156,225	137,462
Capco Consulting Singapore Pte Ltd	285,120	460,826
Others	304	-
<b>Interest payable to fellow subsidiaries :</b>		
Capco Austria GmbH	4,243	-
Capco Brasil Serviços e Consultoria em Informática Ltda	116,017	-
Cardinal US Holdings Inc	38,476	-
The Capital Markets Company GmbH	7,921	-
The Capital Markets Company S.A.S.	4,686	-
Capco Poland Sp. z.o.o.	3,538	-
Capco Consulting Singapore Pte Ltd	4,069	-
The Capital Markets Company Slovakia, s. r. o.	868	-
The Capital Markets Company (UK) Ltd	66,960	-
<b>Receivable balances</b>		
Cardinal US Holdings Inc	48,550	-
The Capital Markets Company BV (Belgium)	6,101,698	6,108,813
The Capital Markets Company Limited (Hong Kong)	200,262	2,600,933
The Capital Markets Company S.a.r.l.	84,866	88,412
Capco Consulting Services LLC	1,035,302	445,024
Capco RISC Consulting LLC	2,654,292	11,714,708
The Capital Markets Company GmbH	43,007	-
The Capital Markets Company Limited (Canada)	860,257	918,048
Others	1,012	1,052
<b>Interest receivable from fellow subsidiaries :</b>		
The Capital Markets Company BV (Belgium)	320,659	-
Capco Brasil Serviços e Consultoria em Informática Ltda	242,666	-
The Capital Markets Company Limited (Canada)	28,962	-
The Capital Markets Company Limited (Hong Kong)	8,480	-
The Capital Markets Company S.a.r.l.	5,045	-
The Capital Markets Company (UK) Ltd	45,636	-
Capco Consulting Services LLC	6,813	-
Wipro IT services UK Societas	50,737	-
Others	1,888	-
<b>ii) <u>Loan Balances including interest accrued :</u></b>		
<b>Loan balances:-</b>		
The Capital Markets Company (UK) Ltd	-	9,142,352
Capco Consulting Singapore Pte Ltd	-	1,543,744
Capco Consultancy (Thailand) Ltd	-	1,023,411
Wipro IT services UK Societas	15,000,000	-
Capco Brasil Serviços e Consultoria em Informática Ltda	3,500,000	3,534,299
The Capital Markets Company Limited (Hong Kong)	-	2,561,490

**24 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 LLC  
Notes to the Special Purpose Financial Statements  
(Amounts in USD, except share and per share data, unless otherwise specified)

**25 Financial instruments**

Financial assets and liabilities (carrying value / fair value)

	As at March 31, 2025	As at March 31, 2024
<b>Assets</b>		
Cash and cash equivalents	14,978,141	25,049,693
Loan to subsidiaries and fellow subsidiaries	18,500,000	17,805,296
Other financial assets		
Trade receivables	29,086,027	23,688,324
Unbilled receivables	16,362,164	15,810,371
Other financial assets	11,858,322	21,894,550
<b>Total</b>	<b>90,784,654</b>	<b>104,248,234</b>
<b>Liabilities</b>		
Trade payables	3,253,163	3,503,880
Other financial liabilities	39,170,905	43,600,355
Lease liabilities	16,042,375	17,218,290
	<b>58,466,443</b>	<b>64,322,525</b>

**Offsetting financial assets and liabilities**

The following table contains information on other financial assets and trade payables and other payables subject to offsetting:

	As at March 31, 2025	As at March 31, 2024
<b>Financial Assets:</b>		
Gross amounts of recognised other financial assets	46,559,635	41,534,287
Gross amounts of recognised trade payables and other liabilities set off in the balance sheet	1,111,445	2,035,591
<b>Net amounts of recognised other financial assets presented in the balance sheet</b>	<b>45,448,190</b>	<b>39,498,696</b>
<b>Financial liabilities</b>		
Gross amounts of recognised trade payables and other payables	4,364,608	5,539,471
Gross amounts of recognised trade payables and other liabilities set off in the balance sheet	1,111,445	2,035,591
<b>Net amounts of recognised trade payables and other payables presented in the balance</b>	<b>3,253,163</b>	<b>3,503,880</b>

For the financial assets and liabilities subject to offsetting or similar arrangements, each agreement between the Company and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis and hence are not offset.

**Fair value**

Financial assets and liabilities include cash and cash equivalents, trade receivables, unbilled 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, 2024 and March 31, 2023, the carrying value of such receivables, net of allowances approximates the fair value.

## 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.

### **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, 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 March 31, 2025						
Contractual Cash Flows	Less than 1 year	1-2 years	Beyond 2 years	Total Cash Flows	Interest included in total cash flows	Carrying Value
Lease liabilities	2,554,605	2,456,749	16,460,799	21,472,153	(5,429,777)	16,042,376
Trade payables	3,253,163	-	-	3,253,163	-	3,253,163
Other financial liabilities	38,053,272	1,117,634	-	39,170,906	-	39,170,906

  

As at March 31, 2024						
Contractual Cash Flows	Less than 1 year	1-2 years	Beyond 2 years	Total Cash Flows	Interest included in total cash flows	Carrying Value
Lease liabilities	2,252,451	2,555,196	18,897,333	23,704,980	(6,486,690)	17,218,290
Trade payables	3,503,880	-	-	3,503,880	-	3,503,880
Other financial liabilities	42,985,661	614,694	-	43,600,355	-	43,600,355

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

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

For and on behalf of the Board of Directors of  
The Capital Markets Company LLC

Sd/-

Satish Vaidyanathan  
Partner  
Membership No: 217042

Place: Bengaluru  
Date: June 09, 2025

Sd/-

Manish Choudhary  
Director

Place: USA  
Date: June 09, 2025