ISL/SS/SE/10/2025-2026
04th June, 2025

The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 **Trading Symbol: INSPIRISYS**	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 **Scrip Code: 532774**

Dear Sir,

Sub: Submission of Annual Report as per Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith is the Notice of the 30th Annual General Meeting of the Company along with the Annual Report for the Financial Year ended 31st March, 2025.

The AGM Notice & Annual Report for the year ended 31st March, 2025 are being dispatched electronically to those members whose email ids are registered with the Company / Depositories.

For Members who have not registered their e-mail address, a letter containing exact web-link of the website where details pertaining to the entire Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories.

The AGM Notice & Annual Report is also uploaded on the Company's website viz. https://www.inspirisys.com/investors/annual-reports.

Proof of dispatch of the Annual Report via email to shareholders with registered email addresses, and letters containing the exact web link sent to those without registered emails at their addresses as per RTA/Company/Depository records, is enclosed for your reference.

Kindly acknowledge and take this into your records.

Thanking You.

Yours faithfully.

For Inspirisys Solutions Limited

Inspirisys Solutions Limited
Chennai
600 010

S.Sundaramurthy
Company Secretary & Compliance Officer
Encl: as above

inspiriSYS Solutions Limited

30TH Annual Report

2024-25

CAC Holdings Group Japan

Company Information

Board of Directors

Mr. Satoshi Iwanaga
Chairman (Non-Executive & Non-Independent Director) (From 01st January, 2025)

Mr. Murali Gopalakrishnan
Executive Director & CEO

Mr. Rajesh R. Muni
Independent Director

Mr. M S Jagan
Independent Director

Mr. Toru Horiuchi
Non-Executive & Non- Independent Director

Mrs. Cauvery Dharmaraj
Independent Director (From 08th August, 2024)

Mrs. Ruchi Naithani
Independent Director (upto 10th September, 2024)

Mr. Koji Iketani
Chairman (Non-Executive & Non-Independent Director) (upto 31st December, 2024)

Key Managerial Personnel (KMPs)

Mr. Murali Gopalakrishnan
Executive Director & CEO

Mr. Balaji Ramanujam
Chief Financial Officer

Mr. S. Sundaramurthy
Company Secretary & Compliance Officer

Management Team

Mr. Jayesh Ahluwalia
Chief Operating Officer – Infra Division

Mr. Maqbool Hassan
President – Dubai Operations

Mr. Reni Don Rozario
President – Product Engineering & Corporate

Committees

Audit Committee

Mr. Rajesh R. Muni
Chairman

Mr. M S Jagan
Member

Mrs. Cauvery Dharmaraj
Member (From 11th September, 2024)

Mr. Satoshi Iwanaga
Member (From 01st January, 2025)

Mrs. Ruchi Naithani
Member (upto 10th September, 2024)

Mr. Koji Iketani
Member (upto 31st December, 2024)

Stakeholders Relationship Committee

Mr. M S Jagan
Chairman

Mr. Rajesh R. Muni
Member

Mrs. Cauvery Dharmaraj
Member (From 11th September, 2024)

Mr. Satoshi Iwanaga
Member (From 01st January, 2025)

Mrs. Ruchi Naithani
Member (upto 10th September, 2024)

Mr. Koji Iketani
Member (upto 31st December, 2024)

Nomination and Remuneration Committee

Mrs. Cauvery Dharmaraj
Chairperson (From 11th September, 2024)

Mr. Rajesh R. Muni
Member

Mr. M S Jagan
Member

Mr. Satoshi Iwanaga
Member (From 01st January, 2025)

Mrs. Ruchi Naithani
Chairperson (upto 10th September, 2024)

Mr. Koji Iketani
Member (upto 31st December, 2024)

Corporate Social Responsibility Committee

Mr. M S Jagan
Chairman

Mr. Rajesh R. Muni
Member

Mr. Murali Gopalakrishnan
Member

Mrs. Cauvery Dharmaraj
Member (From 11th September, 2024)

Mrs. Ruchi Naithani
Member (upto 10th September, 2024)

Statutory Auditors

M/s. M S K A & Associates
Chartered Accountants, Chennai

Internal Auditors

M/s. Sudit K. Parekh & Co. LLP
Chartered Accountants, Mumbai

Secretarial Auditors

M/s. Alagar & Associates
(Formaly Known as M.Alagar & Associates)
Practicing Company Secretary, Chennai

Legal Advisors

M/s. Economic Laws Practice (ELP),
Advocates & Solicitors, Mumbai

Principal Bankers

Mizuho Bank Ltd., Chennai
Sumitomo Mitsui Banking Corporation, Chennai
HDFC Bank, Chennai

Registrars & Share Transfer Agents

M/s. MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
Mumbai.

Stock Exchanges where Company's shares are listed

National Stock Exchange of India Limited
(Stock Code - INSPIRISYS)
BSE Limited (Stock Code - 532774)

Registered & Corporate Office

First Floor, Dowlath Towers,New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk, Chennai - 600 010

Company's Website

www.inspirisys.com

CIN: L30006TN1995PLC031736

ISIN No. : INE020G01017

Contents **Page No.**

NOTICE OF THE THIRTIETH ANNUAL GENERAL MEETING

Inspirisys Solutions Limited
Registered Office: First Floor, Dowlath Towers,
New Door Nos. 57, 59, 61 & 63, Taylors Road,
Kilpauk, Chennai - 600 010.
Tel. : 044-4225 2000
E-mail : sundaramurthy.s@inspirisys.com
CIN: L30006TN1995PLC031736

TO

THE MEMBERS OF INSPIRISYS SOLUTIONS LIMITED

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of Inspirisys Solutions Limited will be held on Friday, 27th June, 2025 at 02.00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), and the Company will conduct the meeting from the Registered office i.e. First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010 which shall be deemed to be the venue of the meeting to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Murali Gopalakrishnan, (DIN:08066529) who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

3. **Appointment of Secretarial Auditors**

   To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S Dhanapal & Associates LLP, Company Secretaries (Firm's Registration No. L2023TN014200, Peer Review No: 1107/2021) be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) years, to hold office from the conclusion of this Annual General Meeting of the Company till the conclusion of thirty-fifth Annual General Meeting of the Company to be held for the financial year 2029-2030 at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company and the Secretarial Auditors as per details set out in the Explanatory Statement annexed hereto.

   "RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnels of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution."

By order of the Board of Directors
For Inspirisys Solutions Limited
S.Sundaramurthy
Company Secretary
M. No. : F8203

Place: Chennai
Date: 09th May, 2025

NOTES:

1. In view of the relaxation pursuant to the Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 09/2024 dated 19th September, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and general meeting can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Since the AGM will be held to through VC/OAVM, the attendance slip is not annexed to this Notice. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at https://www.inspirisys.com/investors/annual-reports. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com .

7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Register of the Company will remain closed from Saturday, 21st June, 2025 to Friday, 27th June, 2025 (both days inclusive).
8. Additional information, pursuant to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with respect to the appointment of the Secretarial Auditors of the Company, as proposed under item No. 3 of this Notice under Special Business, is also provided in the Explanatory Statement.
9. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the members in electronic mode. Members can send an e-mail to sundaramurthy.s@inspirisys.com requesting for inspection of the Registers.
10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 05th May, 2020, MCA Circular No. 02/2021 dated 13th January, 2021, MCA Circular No. 02/2022 dated 05th May, 2022, MCA Circular No. 10/2022 dated 28th December, 2022, MCA Circular No. 09/2023 dated 25th September, 2023 and MCA Circular No. 09/2024 dated 19th September, 2024.
11. Electronic / digital copy of the Annual Report for financial year 2024-2025 and Notice convening the 30th AGM are being sent to all Members whose e-mail Id are registered with the RTA / Company / Depositories. Members who have not registered their e-mail Id may get the same registered by following the instructions mentioned above. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. https://www.inspirisys.com/investors/annual-reports where details pertaining to the entire Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday, 19th June, 2025 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.
13. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Thursday, 19th June, 2025 ("Incremental Members") may obtain the User ID and Password by either sending an e-mail request to evoting@nsdl.co.in or calling at 022-4886 7000. If the member is already registered with NSDL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
14. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificates. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest. Pursuant to SEBI LODR Amendments, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form and the transmission or transposition of securities held in the physical or dematerialized form shall be effected only in dematerialized form.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's Registrar & Transfer Agents. The nomination forms can be downloaded from the Company's website https://www.inspirisys.com/images/blue-widget/Nomination%20Form.pdf In respect of shares held in Electronic / Demat form, the nomination form may be filed with the respective Depository Participant.
16. As required in terms of SEBI (LODR) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / reappointment in the AGM is appended to this Notice.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company / Registrar & Transfer Agents.
18. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to sundaramurthy.s@inspirisys.com. Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective Depository Participant.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, 23rd June, 2025 at 09:00 A.M. (IST) and ends on Thursday, 26th June, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 19th June, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 19th June, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN Number, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 022 23058738 or 022 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below :

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) "**Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alagarcs@gmail.com with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle, Executive, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sundaramurthy.s@inspirisys.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sundaramurthy.s@inspirisys.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

4. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

ONLINE PROCESSING OF INVESTOR SERVICE REQUESTS AND COMPLAINTS BY RTA:

Swayam is a secure, user-friendly web-based application, developed by "MUFG Intime India Private Limited", (Formerly known as Link Intime India Pvt. Ltd.), our Registrar and Share Transfer Agent (RTA) that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at
https://swayam.in.mpms.mufg.com/

- Effective Resolution of Service Request-Generate and track service requests/complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/Split.
- PAN-based investments - provides access to PAN-linked accounts, Company-wise holdings, and security valuations.
- Effortlessly raise requests for Unpaid Amounts.
- Self-Service-Portal-for securities held in demat mode and physical securities, whose folios are KYC Compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor Authentication (2FA) at login-Enhances security for investors.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request alongwith the questions in advance atleast 3 days prior to the meeting (till 02.00 p.m. (IST) on Tuesday, 24th June, 2025), mentioning their name, demat account number / folio number, email id, mobile number at sundaramurthy.s@inspirisys.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

6. Shareholders who would like to send their questions only without registering for Speaker Shareholder are also requested to do so in advance atleast 3 days prior to the meeting (till 02.00 p.m. (IST) on Tuesday 24th June, 2025), mentioning their name, demat account number/folio number, email id, mobile number at sundaramurthy.s@inspirisys.com.

General Information :

1. M/s. Alagar & Associates, (formerly known as M/s. M.Alagar & Associates) Practicing Company Secretaries, Chennai (Firm Registration No. P2011TN078800), has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.

2. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

3. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company https://www.inspirisys.com/investors and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, Mumbai.

By order of the Board of Directors
For Inspirisys Solutions Limited

S.Sundaramurthy
Company Secretary
M. No. : F8203

Place: Chennai
Date: 09th May, 2025

Explanatory Statement in respect of the Special Business pursuant to Section 102(1) of the Companies Act, 2013.

Item No. 3

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, notified on December 12, 2024 and pursuant to Section 204 of the Companies Act, 2013, read with Regulation 24A of the SEBI (LODR) Regulations, 2015, the Company is required to appoint a Peer-Reviewed Company Secretary as the Secretarial Auditor to conduct its Secretarial Audit for the financial year 2025–2026 onwards.The Secretarial Auditor must be appointed by the shareholders for a fixed term of five years at the Annual General Meeting. Accordingly, at its meeting held on May 09, 2025, the Board of Directors, after considering the expertise and experience of M/s. S Dhanapal & Associates LLP, Company Secretaries (Firm Registration No. L2023TN014200, Peer Review No. 1107/2021), have recommended appointment of Secretarial Auditor for a term of five consecutive years, commencing from the conclusion of this Annual General Meeting of the Company till the conclusion of thirty-fifth Annual General Meeting of the Company to be held for the Financial Year 2029-2030, subject to shareholder's approval.

Brief Profile of the Secretarial Auditors

M/s. S Dhanapal & Associates was established in 2009 as a sole proprietorship by Dr. S. Dhanapal. In response to growing clientele and increasing service requirements, the firm was reconstituted as a partnership firm during the period 2009–2014. The firm currently comprises three Practising Company Secretaries (Partners) and two in-house legal counsels, offering a strong and experienced team to cater to a wide range of corporate and compliance needs. The firm holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI). Its core service offerings include Secretarial Audit, Business Structuring and Reorganization, Incorporation Services, Compliance under FEMA Regulations and services related to Intellectual Property Laws.

M/s. S Dhanapal & Associates has a well-established client base, including more than 10 listed companies, over 15 government-owned entities and more than 400 private sector, LLP and foreign companies. The firm has confirmed that their proposed appointment is within the prescribed limits, if any, laid down by ICSI and that they are not disqualified under the provisions of the Company Secretaries Act, 1980, and the rules and regulations made thereunder, including adherence to ICSI Auditing Standards.

None of the Directors, Key Managerial Personnels and their relatives are concerned or interested in the resolution in item no.3 of the Notice.

The Board recommends the Ordinary Resolution for item no. 3 of this notice for the approval of the shareholders.

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

Annexure A to the Notice dated 09th May, 2025
Details of Directors retiring by rotation at the meeting

Name of the Director	**Mr. Murali Gopalakrishnan**
DIN	08066529
Date of Birth / Age	05th June, 1965 / 59 years
Date of first Appointment on the Board	01st November, 2022
Brief resume of the Director	Mr. Murali Gopalakrishnan is the Executive Director & CEO of the Company. He has held several leadership positions in his professional career and has a strong General Management qualification including strategic planning, new business start-up, P&L responsibility, cost containment, working capital management & funding, accounts finalization and corporate governance.
Qualification	Chartered Accountant and has a degree in Cost Accountancy.
Expertise	He possesses over 3 decades of rich experience in finance, accounts, operations and commercial spanning audit, consulting, manufacturing, IT and retail sectors.
Chairmanship / Membership of the Committees of the Board of Director of the Company.	Corporate Social Responsibility Committee - Member
List of other Public Companies in which Directorship held along with listed entities from which the person has resigned in the past three years.	Nil
Chairmanship / Membership of the Committee of other companies in which he is a Director along with listed entities from which the person has resigned in the past three years.	Nil
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on 31st March, 2025.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil
Number of meetings attended during the year.	Please refer Corporate Governance Section of the 30th Annual Report 2024-2025.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 30th Annual Report on the business and operations of the Company together with the Standalone and Consolidated Audited Financial Statements for the financial year ended 31st March, 2025.

1. FINANCIAL RESULTS

The financial statements of the Company have been prepared in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (Ind AS) and other accounting principles generally accepted in India. The Management evaluates all recently issued or revised accounting standards on an ongoing basis. Key aspects of the Company's financials for the fiscal year ended 31st March, 2025 are tabulated below:

₹ in lakhs

Particulars	Consolidated		Standalone	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Total Revenue	39,759	49,422	38,793	48,150
Earnings before interest, tax, depreciation and amortization (EBITDA)	3,725	3,559	3,383	3,863
Finance costs	876	1,058	569	748
Depreciation and amortization expense and impairment loss	539	458	539	458
Profit / (loss) before tax	2,310	2,043	2,275	2,657
Profit / (Loss) of discontinued Operations	530	(1,179)	0	0
Tax expense	686	497	686	497
Deferred Tax Credit	(1,019)	0	(1,019)	0
Profit / (loss) for the year	3,173	367	2,608	2,160
Other comprehensive income for the year, net of tax	(249)	107	(31)	(45)
Total comprehensive income for the year	2,924	474	2,577	2,115

2. BUSINESS PERFORMANCE

Consolidated Revenue stood at ₹ 39,759 Lakhs for the year ended 31st March, 2025 which is lower by 20% on a Revenue of ₹ 49,422 Lakhs achieved for 31st March, 2024. Total Revenue on a Standalone basis for the year ended 31st March, 2025 stood at ₹ 38,793 Lakhs which is lower by 19% from the total Revenue of ₹ 48,150 Lakhs reported for year ended 31st March, 2024.

Lower revenue has primarily come from the Infra Products and Banking segments of the business within India. The Indian market was sluggish at the beginning of the fiscal year 2024-25 with the announcement of the general elections in the country and the consequent presenting of the Financial Budget by the newly elected Government at the centre. This caused delay in closure of projects as the Company focus is on PSU / Government verticals and Banks for the Infra Products business. The US market continued to be sluggish and a revival is hoped for in 2025-2026 of business.

Growth in Revenue and Margins from India and loss curtailed at Dubai subsidiary which has gone in for liquidation helped the Company improve the consolidated EBITDA for the financial year ended 31st March, 2025 to ₹ 3,725 Lakhs compared to ₹ 3,559 Lakhs for the year ended 31st March, 2024. EBITDA on a standalone basis for the year ended 31st March, 2025 was ₹ 3,383 Lakhs compared to ₹ 3,863 Lakhs for the year ended 31st March, 2024.

3. DIVIDEND

The Company has made profit in the financial year 2024-2025. However the retained earnings of the Company is still negative and hence the Directors of the Company do not recommend any dividend for the year ended 31st March, 2025.

4. SHARE CAPITAL

During the financial year under review, the Authorised share capital of the Company was ₹ 50,00,00,000/- divided into 5,00,00,000 equity shares of face value of ₹ 10/- each. The

Issued, Subscribed and Paid-up equity share capital of the Company as on 31st March, 2025, was ₹ 39,61,68,730/- divided into 3,96,16,873 equity shares of face value of ₹ 10/- each.

The Company has neither issued any share with differential voting rights nor granted stock options or sweat equity.

5. HUMAN RESOURCES DEVELOPMENT

Attracting and retaining top talent remains a critical priority for the HR function, directly contributing to the Company's sustained growth and execution of key initiatives. Acknowledging human capital as a core competitive advantage, the Company continues to invest in talent development, leveraging advanced technologies to enhance capability-building. To align with evolving business needs, a dynamic and responsive Talent Acquisition System has been established, ensuring a steady pipeline of skilled professionals to drive performance and support long-term strategic objectives.

The Company has 1,627 employees as on 31st March, 2025.

The on-boarding model followed helped the Company to integrate associates acquired locally to the culture of the Company.

The learning and development team working as part of the Human Resources function has imparted 2,592 man-days of training to employees on various technology solutions and skill development.

The Company continues to initiate training of resources to keep up with the new technological challenges, meet the market requirements and deliver high quality services to our clients. The thrust of Human Resource has been on improvement of the performance of employees through training and development.

The Company's continued focus on meaningful employee engagement, driven by consistent initiatives and a culture of open, transparent communication, helped contain voluntary attrition at 20% during the year, aligning broadly with industry trends amid competitive talent market.

6. BUSINESS EXCELLENCE AND QUALITY INITIATIVES

At **ISL,** we are dedicated to delivering business excellence through a comprehensive and integrated approach to quality, security and service management. We are appraised at **CMMI Level 5 – Development V2.0,** reflecting the highest level of process maturity and our focus on continuous performance optimization and innovation in software development.

Our commitment to international standards is demonstrated through multiple **ISO certifications,** including **ISO 9001:2015** (Quality Management), **ISO 27001:2013** (Information Security Management), **ISO 20000-1:2018** (IT Service Management) and **ISO 14001:2015** (Environmental Management System). These certifications underscore our holistic approach to delivering reliable, secure and environmentally responsible IT solutions.

Further strengthening our governance and compliance posture, ISL is aligned with **SOC 2 Type II (System and Organization Controls)** standards and holds **ISAE 3402 Type 2** assurance, reflecting our robust internal controls, risk mitigation practices and dedication to client trust and data protection.

At ISL, these initiatives are not just certifications - they are integral to how we operate, ensuring we deliver consistent, high-quality outcomes that exceed client expectations.

The Company has various policies, processes and systems in place that will not only enable strengthening and smooth functioning of the operations but also improve the quality of operations.

7. DOCUMENTS PLACED ON THE WEBSITE (https://www.inspirisys.com/investors)

The following documents have been placed on the Company's website in compliance with the Companies Act, 2013;

a. Consolidated and Standalone Financial Statements of the Company.

b. Separate audited accounts in respect of subsidiaries as per fourth proviso to Section 136(1).

c. Details of Vigil Mechanism for Directors and Employees to report genuine concerns as per proviso to Section 177(10).

d. The terms and conditions of appointment of Independent Directors.

e. Details of unpaid dividend as per Section 124(2).

8. SUBSIDIARY COMPANIES

The Company continues to operate the wholly owned subsidiary Company Inspirisys Solutions North America Inc. registered in the State of California, USA as at 31st March, 2025. As mentioned in our last year's report, the other wholly owned subsidiaries in Japan, UK, Delaware - USA and UAE had suspended operations. During the current financial year, the wholly-owned subsidiary in India applied for voluntary strike-off from the Registrar of Companies (ROC) Chennai and was officially struck off effective from 30th January, 2025. The voluntary liquidation of the wholly owned subsidiary in United Arab Emirates (Dubai) has been completed and the entity stands dissolved with effect from 05th May, 2025, while the Japan based subsidiary has also initiated the voluntary liquidation process. Additionally, ISL's Branch Office in Singapore has begun de-registration with the Accounting and Corporate Regulatory Authority (ACRA) Singapore. There are no associate or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). The Statutory Audit Report of the Subsidiary Companies for the financial year are placed before the Audit Committee and reviewed by them. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary. Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries is in Form No. AOC-1, which forms part of this Annual Report.

As required by the SEBI (LODR) Regulations, 2015 the Company has adopted the regulations and formulated a Policy for determining Material Subsidiaries and the said policy is available on the Company's website https://www.inspirisys.com/images/subsidiary-companies-financial/Policy-on-Material-Subsidiaries-2025.pdf In accordance with this policy, the Company does not have any material subsidiary for the financial year ending 31st March, 2025.

9. CORPORATE GOVERNANCE REPORT REQUIRED UNDER SEBI (LODR) REGULATIONS, 2015

The Company is committed to maintain the highest standards of governance and has also implemented several best governance practices. The report on Corporate Governance as per the SEBI (LODR) Regulations, 2015 forms part of this Annual Report. The Certificate from the Practicing Company Secretaries of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

10. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report and various initiatives and future prospects of the Company for the year under review, as stipulated under the SEBI (LODR) Regulations, 2015 is presented a separate Annexure II that forms an integral part of this Report

11. DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. they have prepared the annual accounts on a going concern basis;

v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

On the basis of the internal financial control framework and compliance systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors, including Internal Financial Controls Audit over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the financial year 2024-2025.

12. IMPORTANT DISCLOSURES MADE BY THE COMPANY UNDER REGULATION 30 OF THE SEBI (LODR) REGULATIONS, 2015 TO THE STOCK EXCHANGES

- Proceeding of the 29th Annual General Meeting of the Company dated on 28th June, 2024.
- Appointment of Statutory Auditors, M/s. M S K A & Associates, Chartered Accountant as Statutory Auditors of the Company, for the period of five years from the conclusion of 29th AGM till 34th AGM, subject to shareholders approval dated on 08th August, 2024.
- Intimation of Appointment of Mrs. Cauvery Dharmaraj as Non-Executive and Independent Director with effects from 08th August, 2024.
- Intimation was given on 08th August, 2024 regarding the completion of second term of five years and cessation of Directorship for Mrs. Ruchi Naithani, Non-Executive and Independent Director, effective from 10th September, 2024.
- Intimation regarding Strike-off of wholly-owned subsidiary, "Inspirisys Solutions IT Resources Limited" based in India dated on 08th August, 2024.
- The Board of Directors had approved the closure of "Inspirisys Solutions Limited Singapore Branch" at its meeting held on 08th August, 2024.

- The Board noted the resignation of Mr. Srinivas Bhaskara, President (Product Engineering Division) as a Senior Management Personnel, of the Company effective from 26th October, 2024 which was intimated on 08th August, 2024.
- The Board of Directors approved the re-designation of Mr. Jayesh Ahluwalia, from President – Infra (Product and Services) to Chief Operating Officer (COO) – Infra Division of the Company effective from 01st September, 2024 which was intimated on 08th August, 2024.
- Proceeding related to the resolution passed by the shareholders through e-voting via Postal Ballot on 20th September, 2024, pertain to the appointment of Mrs. Cauvery Dharmaraj as an Independent Director of the Company.
- Company received the resignation letter from Mr. Koji Iketani, Chairman and Non-Executive & Non-Independent Director of the Company with effect from 31st December, 2024 and the same was intimated on 08th November, 2024.
- The Company has appointed Mr. Satoshi Iwanaga as the Chairman of the Board and Non-Executive & Non-Independent Director with effect from 01st January, 2025 subject to shareholder approval of the Company and the same was intimated on 08th November, 2024.
- The Board has approved the re-appointment of Mr. M S Jagan, as an Independent Director for a second consecutive term of five years with effect from 07th February, 2025 subject to shareholder approval of the Company and the same was intimated on 08th November, 2024.
- The Board has approved the re-appointment of Mr. Murali Gopalakrishnan, Whole Time Director, designated as Executive Director cum Chief Executive Officer for a second term of three years effect from 01st April, 2025 subject to shareholder approval of the Company. The same was intimated on 08th November, 2024.
- Proceedings related to the resolutions passed by the shareholders through e-voting via Postal Ballot on 20th December, 2024, pertain to the appointment of Mr. Satoshi Iwanaga as a Non-Executive Director of the Company; re-appointment of Mr. M. S. Jagan as an Independent Director for a second term of five years; and re-appointment of Mr. Murali Gopalakrishnan as Whole-time Director, designated as Executive Director and Chief Executive Officer of the Company, for a term of three years.
- The Board of Directors has approved the initiation of voluntary liquidation of the Company's wholly owned subsidiary "Inspirisys Solutions Japan KK" based in Japan at its meeting held on 07th February, 2025.
- Intimation regarding the final strike-off of the wholly-owned subsidiary, Inspirisys Solutions IT Resources Limited (India), effective 30th January, 2025 and the same was intimated on 31st January, 2025.
- Intimation regarding the final winding-up & liquidation of the wholly-owned subsidiary, Inspirisys Solutions DMCC (Dubai), effective 05th May, 2025 and the same was intimated on 06th May, 2025.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has strong commitment towards conservation of energy and adoption of latest technology in its areas of operations. The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are set out in an Annexure-III that forms an integral part of this Report.

14. SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met on 06th February, 2025 and evaluated the performance of Non-Independent Directors, the Board as a whole and Chairperson of the Company and information flow from the Company. Details regarding the same is provided in the Corporate Governance Report forming part of this Annual Report of the Company.

15. EVALUATION OF THE BOARD'S PERFORMANCE

The Board of Directors carried out performance evaluation of Board, its Committee and individual Directors, in accordance with the manner specified by Nomination and Remuneration Committee and as approved by the Board of the Company. The manner in which the evaluation has been carried out is explained in the Corporate Governance report forming part of this Annual Report of the Company.

16. AUDITORS

a) Statutory Auditors

The Statutory Auditors of the Company M/s. M S K A & Associates, Chartered Accountants (Firm's Registration No. 105047W) has been appointed by the Shareholders at the 29th AGM held on 28th June, 2024 to holds office till the conclusion of 34th Annual General Meeting of the Company.

The Reports given by the Statutory Auditors on the financial statement of the Company forms part of this Annual Report. The notes on financial statement referred to in the Auditors Report are self-explanatory and do not call for any further comments.

As required under the SEBI (LODR) Regulations 2015, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI (LODR) Regulations, 2015 the Company has appointed M/s. Alagar & Associates, (formerly known as M/s. M.Alagar & Associates), Practicing Company Secretaries, Chennai to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2025. The Secretarial Audit Report is annexed as Annexure IV to this report. The said Secretarial Audit report does not contain any qualifications, reservations or adverse remarks. The same is available on the Company's website i.e. https://www.inspirisys.com/investors

The Audit Committee and the Board have evaluated and recommend the appointment of M/s. S Dhanapal & Associates LLP, Peer Reviewed Practicing Company Secretary, (Firm Registration No. L2023TN014200), as the Secretarial Auditor of the Company, for a period of five years (First Term) from the conclusion of this 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting to be held in the financial year 2029-2030 subject to the approval of the Shareholders.

c) Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, the Company has appointed M/s. Sudit K. Parekh & Co LLP, Chartered Accountant, Mumbai as Internal Auditor of the Company for the financial year ended 31st March, 2025.

The Audit Committee recommended and the Board approved the appointment of M/s. ASA & Associates LLP, New Delhi (Firm Registration No. 009571N/N500006), as the Internal Auditor of the Company for the financial year 2025 - 2026.

17. PARTICULARS OF EMPLOYEES

Disclosures pertaining to the remuneration and other details, as required under Section 197(12) of the Companies Act, 2013 read with rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in the Annual Report. In terms of Section 197(12) of the Companies Act, 2013 read with rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the annexures relating to the details of the employees who draw remuneration in excess of the limits in terms of the above provisions and the statement containing the name of top ten employees in terms of remuneration drawn are excluded in the Annual Report which is being sent to the Shareholders of the Company in terms of the first proviso to Section 136(1) of the Companies Act, 2013. The aforesaid annexures are available for inspection in electronic mode and any member interested in obtaining a copy of the same may write to the Company Secretary.

18. FIXED DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public falling within the meaning of sub-section (31) of Section 2 and Section 73 of the Companies Act, 2013 and the rules framed thereunder and as such no amount on account of principal or interest on deposits were outstanding as on the date of Balance Sheet.

19. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 and Schedule VII of the Companies Act, 2013, Corporate Social Responsibility Committee was formed by the Company to recommend: (a) the policy on Corporate Social Responsibility and (b) implementation of the CSR Projects or Programs to be undertaken by the Company as per CSR Policy for consideration and approval by the Board of Directors. The policy on Corporate Social Responsibility is available on the Company's website https://www.inspirisys.com/images/subsidiary-companies-financial/Corporate-Social-Responsibility-Policy-2025.pdf Detailed report on CSR activities in the prescribed format is forming part of this Annual Report as annexure.

As a responsible corporate entity, Inspirisys Solutions Limited is committed to making a positive and lasting impact on the environment and the communities we serve. In the financial year 2024-25, the Company, through its CSR efforts, launched a collaborative CSR program on educational assistance under the Endowment Mode to support B.Tech students and Diploma Level (Data Science) students in partnership with IIT-Madras (CSR Registration No. CSR00004320). This program benefits a total of ten students, offering them enhanced learning opportunities and essential resources.

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)

Directors Retire by Rotation

Mr. Murali Gopalakrishnan, (DIN: 08066529) Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. The brief profile of the Director is furnished in the Notice convening the AGM of the Company.

Changes in the Directors & KMP

- Appointment of Mrs. Cauvery Dharmaraj as a Non-Executive & Independent Director of the Company for a term of five years with effect from 08th August, 2024.
- Cessation of Mrs. Ruchi Naithani as a Non-Executive & Independent Director of the Company with effect from 10th September, 2024.
- Resignation of Mr. Koji Iketani as a Non-Executive & Non-Independent Director of the Company with effect from 31st December, 2024.
- Appointment of Mr. Satoshi Iwanaga as a Non-Executive & Non-Independent Director of the Company with effect from 01st January, 2025.
- Re-appointment of Mr. M.S. Jagan as an Independent Director of the Company for a second term of five consecutive years with effect from 07th February, 2025.
- Re-appointment of Mr. Murali Gopalakrishnan as an Executive Director & Chief Executive Officer of the Company for a term of three years with effect from 01st April, 2025.

21. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has adopted a Policy on Prevention of Sexual Harassment at Workplace which is in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. The policy has been formed in order to prohibit, prevent or deter the commission acts of sexual harassment at workplace. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under the Policy and the Policy is gender neutral. During the year there were no cases pending for disposal.

22. ACKNOWLEDGEMENTS

The Directors take this opportunity to thank the Company’s employees, customers, vendors, investors, alliance partners, business associates, bankers for their continuous support given by them to the Company and their confidence reposed on the management. The Directors also thank the Central and the State Governments in India and concerned Government departments and agencies for their continued co-operation. The Directors acknowledge the unstinted commitment and valuable contribution made by all members of the Inspirisys family.

For and on behalf of the Board of Directors

Place: Chennai	**Murali Gopalakrishnan**	**Rajesh R. Muni**
Date: 09th May, 2025	Executive Director & Chief Executive Officer	Independent Director
	DIN: 08066529	DIN: 00193527

This space is intentionally left blank

ANNEXURE - I TO THE DIRECTOR'S REPORT

1. ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 the Annual Return of the Company is posted on the Company's website https://www.inspirisys.com/investors The requisite link is https://www.inspirisys.com/images/blue-widget/annual-return-pdf

2. NUMBER OF MEETINGS OF THE BOARD

There were 4 meetings of the Board of Directors during the year under review. For details of the meetings, please refer to the Corporate Governance Report, which forms part of this Report.

3. INDEPENDENT DIRECTORS' DECLARATION

Mr. Rajesh R. Muni, Mr. M S Jagan and Mrs. Cauvery Dharmaraj* who are Independent Directors, have submitted a declaration that each of them meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI (LODR) Regulations, 2015. Further, there has been no change in the circumstances which may affect their status as Independent Director during the year.

*Appointed with effect from 08th August, 2024.

4. POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of the Act has been disclosed in Corporate Governance Report which forms part of this Report. Further, information about elements of remuneration package of individual directors is provided in the Annual Return (under Section 92(3) of the Act), which is disclosed in the Company's website https://www.inspirisys.com/investors under investors section.

5. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

As provided under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members & Senior Management Personnel have affirmed compliance with Inspirisys Solutions Limited Code of Conduct for the year ended 31st March, 2025.

6. RELATIONSHIP BETWEEN DIRECTORS INTER-SE

Transactions with any of the related parties were not in conflict with the interest of the Company. Members' attention is drawn to the transaction with related parties disclosure set out in Note No. 35 of Consolidated Accounts and Note No. 35 of Standalone Accounts forming part of the Financial Statements as at and for the year ended 31st March, 2025. The Company's related party transactions are primarily with its subsidiaries and associates and between subsidiaries and other related parties. The related party transactions are entered into based on consideration of various business, exigencies, such as synergy in operations, sectorial specialization and the Company's long-term strategy for sectorial investment's, optimization of market share profitability, legal requirements, liquidity and capital resources of subsidiaries and associates.

All related party transactions are negotiated on arm's length basis and are intended to further the Company's interests.

The particulars of transactions between the Company and its related parties as per the Ind AS 24 "Related Party Disclosures" referred under Section 188 of the Companies Act, 2013 are set out in the Notes forming part of the financial statement as at and for the year ended 31st March, 2025. There were no materially significant related party transactions, which may have potential conflicts with the interest of the Company.

7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of the Loans and Investments made by Company are given in the notes to the financial statements. The Company has not given any Guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

8. TRANSACTIONS WITH RELATED PARTIES

The Company has entered into contract / arrangements with the related parties in the ordinary course of business and on arm's length basis and complied the provisions of the Companies Act, 2013.

9. INTERNAL CONTROL

The Company has adequate internal control procedures commensurate with the size and nature of its operations.

The internal control system is further strengthened by Internal Audit carried by an Independent firm of Chartered Accountants and periodical review conducted by the management. The Management, Internal Auditors and Statutory Auditors conduct IFC Tests to ensure the controls are in place and working. The Audit Committee of the Board addresses issues raised by Internal Auditors and the Statutory Auditors.

The financial objective of the Company is to bring in efficiencies of operations at all levels so as to maximize return on capital employed and to generate sufficient cash profits to fund ongoing expansions and to meet the growth objectives.

The Audit Committee and the Board periodically review performance parameters related to financial performance of the Company to ensure smooth implementation of the internal control systems and efficient management of the various resources. The Audit Committee conducts periodic reviews with the management, internal auditors and the statutory auditors.

10. RISK MANAGEMENT

The Board of Directors of the Company oversee the Risk Management of the Company on a continuous basis. The

Board oversees the Company's process and policies to frame, implement and monitor the risk management plan for the Company. The Board is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of this Board Report.

11. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization program of the Independent Directors as detailed in the Corporate Governance Report which forms part of this Annual Report.

The same is disclosed in the Company's website https://www.inspirisys.com/investors/familiarization-programme under investors section.

12. VIGIL MECHANISM

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for Directors and Employees in confirmation with Section 177(9) of the Act and Regulation 22 of SEBI (LODR) Regulations, 2015, to report concerns about unethical behaviour. The details of the policy have been disclosed in the Corporate Governance Report, which is a part of this report.

13. PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES

The Company's only active subsidiary is the entity registered in the State of California, USA, Inspirisys Solutions North America Inc. This operational wholly owned subsidiary of the Company continue to be engaged in the business of providing IT / ITES services, business solutions and consulting services. There has been no material change in the nature of the business carried on by this subsidiary during the year under review.

The wholly owned subsidiary in India, "Inspirisys Solutions IT Resources Limited" has been struck-off from the Registrar of Companies (ROC) Chennai, effective from 30th January, 2025. Additionally, the voluntary liquidation process of the wholly owned subsidiary in the United Arab Emirates (Dubai) has been completed and the entity stands dissolved with effect from 05th May, 2025.

The Company has started the process of liquidation of "Inspirisys Solutions Japan KK" a wholly owned subsidiary Company in Japan and also commenced the de-registration of the Singapore Branch of the Company during the financial year ended 31st March, 2025.

The Company also has the following wholly owned subsidiaries which had suspended its operations:

1. Network Programs (USA) Inc., USA (Suspended its operations from March 2020)
2. Inspirisys Solutions Europe Ltd, England (Suspended its operations from April 2023)

Gross Revenue from operating subsidiaries for the year ended 31st March, 2025 was ₹ 2,229 Lakhs which is a reduction of 20% compared to the gross revenue of ₹ 2,769 Lakhs during the financial year ended 31st March, 2024. The subsidiaries made a profit on consolidated basis is ₹ 562 Lakhs during the financial year 2024-25 compared to the losses the subsidiary companies incurred in financial year 2023-24 and which stood at ₹ 1,051 Lakhs. The financial position of each of the subsidiaries is provided in a separate statement AOC-1, attached to the Financial Statement pursuant to first proviso to Section 129(3) of the Act.

14. PARTICULARS OF REMUNERATION

The information required under Section 197 of the Act and the Rules made thereunder, in respect of employees of the Company, is follows:-

(a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;

Except Mr. Murali Gopalakrishnan, no directors were in receipt of remuneration except sitting fees. For this purpose, sitting fees paid to the Directors for Board and Committee Meetings have not been considered as Remuneration.

Name of the Director	Ratio to median remuneration	Remuneration Paid (₹ In Lakhs)
Mr. Murali Gopalakrishnan	60.53	214.00

(b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;

Name of the Person	% increase in Remuneration
Mr. Murali Gopalakrishnan, Executive Director & Chief Executive Officer	0%
Mr. S. Sundaramurthy, Company Secretary	7.0%
Mr. Balaji Ramanujam, Chief Financial Officer	8.0%

(c) The percentage increase in the median remuneration of employees in the financial year was 9.1%.

(d) The number of permanent employees on the rolls of Company;

There were 1,627 permanent employees in India on the rolls of Company as at 31st March, 2025.

(e) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average increase in salaries of employees other than managerial personnel in 2024-2025 was 8.0%. Percentage increase in the managerial remuneration for the year was 0 percent.

(f) Affirmation that the remuneration is as per the remuneration policy of the Company;

The Company's remuneration policy is based on the performance of the employees and that of the Company. The Company's compensation consists of fixed component, benefits and variable pay based on the individual's performance which is measured through the annual appraisal process.

15. COMPLIANCE WITH SECRETARIAL STANDARDS

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

16. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Sections 123, 124 and 125 of the Companies Act, 2013, and in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), including any amendments thereto, unclaimed dividends and the corresponding shares, where dividends remain unclaimed for a period of seven consecutive years are required to be transferred to the IEPF Fund or Suspense Account, as applicable. In compliance with these provisions, the Company is mandated to file the details of such unclaimed/unpaid dividends with the Registrar of Companies and disclose the same on its website, prior to the transfer to the IEPF after the seven-year period from the date of declaration.

Accordingly, the Company has filed the relevant details with the Registrar of Companies and has also published the information on its website.

17. SIGNIFICANT OF MATERIAL ORDER PASSED BY THE REGULATORS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

18. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

For and on behalf of the Board of Directors

Place: Chennai	**Murali Gopalakrishnan**	**Rajesh R. Muni**
Date: 09th May, 2025	Executive Director & Chief Executive Officer	Independent Director
	DIN: 08066529	DIN: 00193527

ANNEXURE - II

MANAGEMENT DISCUSSION AND ANALYSIS

A. INDUSTRY STRUCTURE AND DEVELOPMENT

Global Economic overview

Marked by cautious optimism, 2024 unfolded against a backdrop of persistent geopolitical tensions, divergent regional performances and evolving monetary and fiscal policies. Despite these headwinds, the global economy demonstrated relative stability, with growth holding firm though unevenly distributed across markets. According to the International Monetary Fund (IMF) World Economic Outlook released in January 2025, global growth is projected at 3.3% for both 2025 and 2026, marginally lower than the pre-pandemic average of 3.7%. While aggregate stability has been maintained, underlying vulnerabilities, including conflict-driven disruptions, financial volatility and structural shifts in trade and technology continue to influence the global growth landscape.

Central banks in both advanced and emerging markets continued to adjust interest rates to counter post-pandemic inflationary pressures. These interventions contributed to a projected decline in headline inflation to 4.2% in 2025, and further to 3.5% by 2026. However, core inflation, especially in services, remains elevated in some regions, particularly the United States and the euro area. While some central banks have cautiously begun easing cycles, others remain vigilant, reflecting the varied pace and impact of monetary tightening globally.

Trade remained subdued throughout the year. The IMF revised its global trade volume growth forecast for 2025 to 3.2%, reflecting dampened external demand, increasing trade policy uncertainty and cautious corporate spending. Export activity, particularly from Europe and parts of Asia, faced persistent headwinds, with some instances of front-loaded trade in anticipation of tariff-related disruptions distorting normal demand cycles.

Due to external pressures, the United States' economic growth is expected to slow significantly to 2.2% in 2025 and 1.3% in 2026. The fight against inflation is slower than expected and the Fed holds off on rate cuts in 2025 before beginning to cut again in 2026. In early April 2025, J.P. Morgan Research raised the probability of a recession in the United States to 60%, highlighting concerns around a policy mix increasingly at odds with sustaining the current expansion.

Geopolitical tensions continued to weigh heavily on the global outlook. Russia's invasion of Ukraine exacerbated inflationary pressures, food insecurity and supply chain disruptions, while also fuelling broader geopolitical instability. The eventual resolution of this conflict is likely to have a material impact on future global economic stability.

Political developments shaped the policy environment in key economies. In India, General Elections in early 2024 were marked by cautious policy making and moderated public spending as the government prioritised fiscal discipline. Conversely, the lead-up to the 2024 US presidential election was characterised by heightened policy uncertainty, particularly concerning tariffs, fiscal strategies and the Federal Reserve's interest rate trajectory. Political gridlock further delayed key budgetary and trade decisions, creating an unpredictable environment for businesses and investors.

The euro area experienced a modest recovery, with growth forecast at 1.0% in 2025, slightly below earlier projections. Persistent manufacturing weakness, elevated geopolitical risks and tight financial conditions weighed on economic sentiment, particularly in Germany and parts of Eastern Europe. Investment remained conservative, particularly in capital-intensive sectors. However, growth is expected to improve modestly to 1.4% in 2026, supported by easing financial conditions, a rebound in domestic demand and improved business and consumer confidence.

Financial conditions across the private sector presented a mixed picture. In the United States, household incomes and corporate earnings remained resilient, sustaining domestic demand. In contrast, emerging markets faced pressures from tighter credit, currency volatility and capital outflows. Since October 2024, financial conditions have tightened further in trade-sensitive economies, exacerbating challenges around debt servicing and exchange rate management.

A significant positive trend during the year has been the sustained rise in technology spending. According to Gartner, global IT spending is projected to grow by 9.8% in 2025, reaching USD 5.61 trillion. Organisations worldwide are prioritising investments in cloud infrastructure, AI-driven automation, cybersecurity and digital experience platforms, signalling a strategic shift from tactical cost management to long-term digital transformation.

In summary, 2024 witnessed steady yet uneven global growth amid geopolitical tensions, monetary policy shifts and subdued trade dynamics. Inflation is gradually easing, but core pressures persist, particularly in advanced economies. Regional disparities remain pronounced, with the United States facing a slowdown and elevated recession risks, the euro area recovering modestly and emerging markets grappling with financial tightening. However, the surge in global digital investment represents a key driver of future growth.

Looking ahead, 2025 is expected to be a year of cautious optimism and continued recalibration. While global growth is projected to remain stable, regional divergences and geopolitical volatility will continue to pose challenges. Emerging markets must navigate tighter financial conditions, while advanced economies seek to balance growth with inflation control. Amid these uncertainties, the acceleration in digitalisation is poised to underpin long-term resilience and competitiveness across industries, shaping the next phase of global economic recovery.

Indian Economy

Amid global uncertainties, India has emerged as the fastest-growing major economy, cementing its role as a central pillar of global growth. With a young demographic profile, expanding digital infrastructure and a supportive policy environment, the country continues to attract investor confidence and global attention. The International Monetary Fund (IMF) has revised its forecast, projecting India's real GDP growth at 7% for 2024, while the World Bank estimates a growth rate of 6.7% for 2025 - both well above the global average. This sustained momentum highlights India's resilience and reinforces its long-term potential.

Key economic indicators support this positive outlook. India's Manufacturing Purchasing Managers Index (PMI) rose to 58.1 in March 2025, the fastest pace in eight months, driven by robust domestic demand and rising production volumes. The services sector also demonstrated solid performance, playing a vital role in GDP growth. Supported by a thriving startup ecosystem, rapid digital transformation and increasing consumption across urban and semi-urban centres, services continue to drive employment and exports.

The financial sector remains stable, with a positive outlook from major credit rating agencies. Moody's has maintained a 'stable' rating for the sector. India's deepening credit markets, combined with digitisation initiatives in banking and financial services, are improving access to finance and enhancing operational efficiency across businesses and households.

Significant strides have also been made in building physical and digital infrastructure. India's digital framework has notably contributed to economic growth, enhanced governance efficiency and promoted financial inclusion. To sustain this momentum and realise the vision of 'Viksit Bharat 2047', the focus must increasingly shift towards strengthening cybersecurity, expanding 5G networks and advancing digital literacy.

The digital economy is projected to cross USD 1 trillion by 2025. Initiatives under the Digital India programme have expanded access to high-speed internet, boosted digital payments and accelerated the adoption of online services. These developments have catalysed productivity improvements and provided a scalable foundation for innovation across sectors.

A defining feature of India's current growth phase is the strengthening collaboration between the public and private sectors. The government has actively engaged industry stakeholders in refining regulatory frameworks, reducing compliance burdens and creating a more enabling business environment. These reforms have improved the ease of doing business, reduced operational costs and stimulated private investment across manufacturing, technology and services.

In conclusion, India's economic outlook remains robust and forward-looking. The country's ability to sustain momentum amid global headwinds reflects the strength of its domestic demand, the discipline of its macro economic management and the strategic foresight underpinning policy choices. As the global economy navigates an era of transition, India stands out not only for its growth figures but also for the structural reforms supporting this growth. Businesses operating in or partnering with India must recognise the opportunities arising from digital expansion, infrastructure development and policy reform, while remaining agile to evolving market dynamics. The path ahead calls for sustained collaboration between the government, industry and financial institutions to translate economic potential into enduring prosperity.

IT Industry Outlook & Overview

In 2024, the global economy faced significant headwinds, with recessionary trends in major markets prompting cautious corporate spending. Geopolitical tensions and conflicts exacerbated supply chain disruptions, impacting hardware availability and project timelines. Central banks worldwide adjusted monetary policies to combat inflation, which showed signs of stabilisation by the end of the year. Amid these challenges, the IT industry demonstrated notable adaptability, leveraging innovation to sustain growth trajectories.

According to Gartner, worldwide IT spending is projected to reach USD 5.61 trillion in 2025, marking a 9.8% increase from USD 5.11 trillion in 2024. This growth is primarily driven by strong investments in software and IT services, as organisations prioritise digital transformation initiatives to enhance operational agility and customer engagement.

The Software and IT Services segments are experiencing robust expansion, underpinned by surging demand for cloud technologies and AI-driven solutions. Businesses are increasingly adopting Software as a Service (SaaS) models and public cloud platforms to achieve scalability, resilience and cost efficiency. Investment in data centre infrastructure remains solid, supporting the surge in data generation and the need for efficient processing capabilities. Meanwhile, the continued expansion of remote work and global digital connectivity is driving investments in communication and collaboration technologies.

In the Indian context, IT spending is projected to grow by 11.1% in 2025, rising from USD 145.4 billion in 2024 to USD 161.5 billion. This trajectory reaffirms India's expanding role in the global IT ecosystem, fuelled by accelerated digital adoption across sectors and sustained investment in emerging technologies. Within this trend, software spending is expected to grow by 16.9% to USD 17.9 billion, while IT services are anticipated to expand by 11.2% to USD 30.1 billion. These figures highlight the strength of India's digital infrastructure and the increasing reliance on cloud, automation and next-generation platforms across both public and private sectors.

Chief Information Officers (CIOs) are prioritising investments in Generative AI (GenAI) and broader Artificial Intelligence (AI) solutions to drive innovation, enhance operational efficiency and sustain competitive advantages. The rising demand for AI capabilities is reshaping business models and strategic priorities, particularly around customer experience and intelligent automation.

According to IDC, worldwide spending on digital transformation is projected to reach USD 3.9 trillion by 2027, reflecting a compound annual growth rate (CAGR) of 16.1%. This underscores the strategic emphasis organisations are placing on integrating digital technologies to future-proof operations and create differentiated value in an increasingly digital economy.

The IT industry in 2025 is characterised by resilience and adaptability amid economic and geopolitical complexities. With strong momentum in IT spending globally and within India, the sector is well-positioned for continued expansion. Organisations are strategically investing in software, IT services, cloud platforms and AI-driven innovations to navigate evolving business environments and drive sustainable growth.

B. OPPORTUNITIES & THREATS

In an era defined by accelerated digital transformation, Inspirisys Solutions Limited is strategically positioned to enable organisations to achieve operational agility, technological resilience and scalable growth. The Company's capabilities span Infrastructure Solutions, Cloud Enablement, Enterprise Security, Banking Solutions and Product Engineering & Development, providing targeted, outcome-driven solutions aligned with evolving business needs. Inspirisys continues to serve key industries including BFSI, Telecom, Government/ PSUs, Manufacturing and Healthcare, where the demand for modernisation and cost-efficient innovation remains strong.

As businesses increasingly adopt cloud-native platforms, AI-infused applications and zero-trust security architectures, Inspirisys offerings are well aligned with these emerging priorities. The surge in investments towards intelligent automation, secure digital infrastructure and hyper-personalised experiences presents significant opportunities for Inspirisys to deliver differentiated value. By transforming enterprise IT ecosystems into leaner, smarter and more responsive environments, the Company enables organisations not just to adapt, but to lead.

However, the industry landscape is becoming increasingly competitive. Global technology service providers and digital-native entrants are driving rapid innovation, particularly in artificial intelligence, machine learning, edge computing and platform engineering. This is reshaping client expectations, with faster delivery, modular services and integrated support becoming baseline requirements. To maintain competitiveness, Inspirisys continues to invest in building engineering depth, strengthening cybersecurity leadership and expanding next-generation service capabilities.

Organisations are now sharply focused on enhancing efficiency across infrastructure, applications and core business processes. Their goals increasingly centre on achieving not just digital transformation, but also cost leadership and sustained operational performance. In response, Inspirisys has evolved its service models by deepening strategic partnerships, refining delivery frameworks and embedding modular architectures, governance-led execution models and automation-first principles across engagements.

Modernisation remains a core pillar of the Company's growth strategy. Inspirisys develops scalable, secure and agile solutions that address real-world business challenges. Whether through cloud migrations, intelligent AI-infused banking systems or advanced endpoint protection, the Company leverages deep domain expertise combined with digital fluency to deliver measurable business outcomes. Inspirisys remains committed to driving long-term value creation through purposeful innovation and customer-centric transformation.

IT Infrastructure, Cloud and Security

While global IT infrastructure trends continue to evolve India stands out for its accelerated digital adoption growing demand for AI-ready infrastructure and a sharp focus on operational resilience. Global IT spending is projected to reach USD 5.61 trillion in 2025, marking a 9.8% increase from 2024. This growth is underpinned by increasing enterprise reliance on managed services to reduce operational complexity, address security vulnerabilities and adopt scalable, cloud-native models.

According to the Cisco Global Cloud Index Report, more than 90% of all workloads are expected to be cloud-based by 2025, with cloud traffic accounting for 95% of total data centre traffic. Traditional data centre workloads are projected to decline, indicating a broader industry shift toward infrastructure outsourcing and hybrid environments that enable agility, modernisation and improved risk posture.

Global end-user spending on public cloud services is projected to reach USD 723.4 billion in 2025, up from USD 595.7 billion in 2024, as per Gartner. Organisations are increasingly adopting hybrid and multi-cloud environments, favouring service providers capable of seamless orchestration, compute flexibility and storage optimization. Within this, Compute as a Service leads adoptions, while Networking as a Service is emerging as the fastest-growing segment.

In India, the infrastructure landscape mirrors these global trends with accelerated investment in next-generation platforms. According to Gartner, spending on data centre systems in India is projected to reach USD 4.7 billion in 2025 - an 11.3% increase over the previous year, driven by rising enterprise demand for infrastructure that supports AI workloads and high-performance computing. As organisations scale their use of AI and data-intensive applications, the need for resilient, scalable and energy-efficient data centre infrastructure has intensified.

To meet this demand, major hyperscalers and domestic data centre providers are expanding their footprint in India through new facility investments and upgrades to existing infrastructure. These initiatives aim to deliver the compute power, storage capacity and security required across core sectors including BFSI, healthcare, telecom and manufacturing.

The Indian government's India AI Mission further reinforces this momentum, positioning the country as a strategic hub for digital innovation and compute infrastructure. As national and enterprise IT strategies evolve, investments are increasingly directed towards AI enablement, secure multi-cloud adoption and future-ready IT architectures. These shifts are not only influencing what enterprises invest in, but also how they design their IT ecosystems to enable long-term agility, compliance and innovation.

As enterprises accelerate their digital transformation journeys, Inspirisys is aligning its infrastructure services to deliver future-ready, secure and scalable solutions. The cybersecurity domain, in particular, is expected to witness significant growth in 2025, fuelled by widespread hyper-digitisation across industries. With the increasing adoption of cloud platforms, IoT devices, remote work solutions and AI-driven systems, enterprise technology stacks are undergoing rapid transformation.

While this hyper-connected environment offers operational gains, it also expands the attack surface for cyber threats. From endpoint vulnerabilities and ransomware to sophisticated phishing and insider risks, businesses are increasingly exposed to multi-vector cyberattacks.

To address these evolving risks, Inspirisys is embedding proactive, business-aligned cybersecurity frameworks into its infrastructure offerings. By leveraging advanced threat detection tools, skilled cybersecurity talent and strategic partnerships, the Company aims to deliver integrated infrastructure and security solutions that support resilient transformation. This approach not only bridges legacy gaps with emerging technologies but also fortifies the digital foundation needed for long-term growth.

Banking Solutions

The global banking landscape continues to evolve as financial institutions prioritise operational efficiency, real-time customer engagement and digital-first experiences. This shift is driving increased demand for modern core banking platforms that enable agility, compliance and innovation. According to recent projections, the global core banking solutions market, valued at approximately USD 19.98 billion in 2025, is expected to reach nearly USD 59.69 billion by 2032, representing a robust CAGR of 16.9%. Growth is being fuelled by the modernisation of legacy systems, expansion of mobile capabilities and integration of advanced technologies aimed at streamlining operations and enhancing customer experience.

As digital adoption accelerates, core banking platforms are evolving beyond traditional transaction processing to offer a broader range of services. Financial institutions are increasingly embracing AI, data analytics and cloud-native infrastructure to optimise performance across branches, channels and customer touchpoints. The widespread adoption of smartphones and digital payment ecosystems further reinforces the need for real-time processing, intuitive interfaces and personalised financial services, particularly in high-growth markets.

India's financial services sector reflects these global trends with even greater intensity. The country's FinTech market, already among the world's top three, is projected to reach USD 550.21 billion by 2030, growing at a CAGR of 30.55%. Within this, the digital lending segment is expanding rapidly and is expected to exceed USD 515 billion by the end of the decade. The increased adoption of mobile banking, AI-driven credit scoring and open banking frameworks is transforming how institutions lend, onboard customers and manage risk.

Inspirisys aligns closely with these industry shifts through its focused and future-ready Banking Solutions portfolio. Structured around key pillars, Core Banking Solutions (Finacle), Government Business Module (GBM) and Government Business Suite (GBS), the Company continues to play a pivotal role in supporting the digital evolution of the Indian banking sector. Leveraging deep domain expertise and decades of experience in delivering mission-critical solutions, Inspirisys designs and deploys offerings that are both technologically robust and operationally effective.

With a strong suite of proprietary, IP-based solutions, Inspirisys enables financial institutions to modernise core platforms, enhance transaction capabilities and deliver secure, efficient banking experiences across digital and physical channels. Its well-established network of trusted relationships with numerous public, private, cooperative and small finance banks further strengthen its position in the sector.

To remain agile amid ongoing industry transformation, Inspirisys has established a Strategic Innovations team, focused on identifying emerging opportunities and providing structured support to financial institutions in their transformation journeys. Key priorities includes scaling digital operations, strengthening operations resilience and navigating evolving regulatory and risk landscapes.

Aligned with this vision, the Company is developing modular, scalable solutions that enhance institutional agility, support digital maturity and address complex requirements. These strategic investments reinforce Inspirisys' position as a long-term technology partner for next-generation banking.

Product Engineering and Development

The global Product Engineering Services (PES) market is witnessing accelerated growth, driven by evolving customer expectations and intensifying competitive pressures. The digital product engineering services segment is forecast to grow at a 10.4% CAGR, reaching a market size of USD 354 billion by 2028. This growth reflects a broader shift as businesses across industries rethink engineering strategies to remain relevant and competitive.

A key enabler of this transformation is the strategic integration of technologies such as Artificial Intelligence (AI), Machine Learning (ML) and the Internet of Things (IoT) into core product development processes. These technologies are increasingly viewed not as optional enhancements but as foundational elements of next-generation products and platforms.

Within the PES market, application technology consulting services represent the fastest-growing segment, projected to expand at a 19% CAGR through 2028. Organisations adopting AI-driven automation, predictive analytics and connected systems are achieving measurable benefits, including improved design efficiency, faster time-to-market and enhanced customer satisfaction. With global AI investments projected to reach USD 200 billion by 2025, the innovation agenda is becoming increasingly technology-centric and intelligence-driven.

However, India's IT sector faces emerging challenges. Rising tariffs, particularly in key markets such as the

United States, are expected to fuel inflationary pressures, affect deal cycles, delay project execution and dampen revenue growth. J.P. Morgan has flagged an elevated U.S. recession risk and heightened uncertainty in decision-making, suggesting fiscal 2026 could be challenging for Indian IT firms. Consequently, the industry is expected to adopt a conservative stance in annual revenue growth forecasts, reflecting the cautious macro economic outlook.

Despite these headwinds, India continues to reinforce its position as a global technology and engineering hub. According to NASSCOM's Strategic Review 2025, the Indian technology sector is estimated to reach USD 283 billion in 2025, growing 5.1% year-on-year. Export revenues are expected to exceed USD 200 billion, while the domestic technology market is projected to expand by 7.0%, reaching USD 58.2 billion. These figures highlight the resilience of the sector, which remains focused on high-value services and future-ready innovation despite global economic volatility.

Organisations today are not merely adapting to digital disruption, they are proactively embedding advanced engineering capabilities into their operations. Whether refining product life cycles, adopting cloud-native architectures or automating quality assurance, businesses are increasingly partnering with specialists who offer a blend of deep domain expertise and technological agility.

Against this backdrop, Inspirisys' Product Engineering and Development (PeD) division plays a pivotal role in enabling enterprise digital transformation. The division's comprehensive service portfolio spans Cloud Services, Data Science, DevOps, Robotic Process Automation (RPA), Artificial Intelligence (AI), Machine Learning (ML), Analytics and Testing & Test Automation, designed to help enterprises modernise their products, enhance performance and respond swiftly to market dynamics.

By aligning its capabilities with global technology trends and emerging client needs, Inspirisys supports organisations across geographies in enhancing operational efficiency, accelerating innovation and delivering intelligent, future-ready solutions. The engineering services are purpose-built to address the complexities of today's digital economy, equipping businesses to scale sustainably, innovate consistently and lead confidently in their respective markets.

C. HUMAN RESOURCE MANAGEMENT

The business environment continues to evolve rapidly, placing greater demands on organisations to build adaptable, resilient workforces. At Inspirisys, we recognise that human resources must play a central role in strengthening operational readiness and enabling sustainable growth.

In line with Gartner's Top HR Priorities for 2025 and reflecting key trends in the Indian IT services market, the Company will place strategic emphasis on five focus areas: leadership and manager development, organisational culture, workforce planning, change management and HR technology. These priorities will guide the HR roadmap, with a sharper focus on deepening technical capabilities, improving talent acquisition quality and strengthening employee engagement to retain high-performing talent.

To drive workforce adaptability and minimise skill silos, Inspirisys will prioritise structured technical training and cross-functional learning programmes. These initiatives will build multi-domain expertise across critical areas such as cloud, cybersecurity, data engineering and AI, equipping employees to transition seamlessly as technology and business needs evolve. This investment will help safeguard institutional knowledge, mitigate attrition risks and maintain delivery excellence in a competitive market.

Recognising the growing pressure to meet short-term delivery targets while building long-term capability, HR will align workforce strategy closely with broader business goals. Strategic workforce planning will be integrated into operational frameworks to proactively address emerging skill needs and build workforce agility.

The Company will continue to drive employee retention by investing in leadership development, career growth frameworks and targeted engagement initiatives. Manager enablement programmes will be enhanced to support team development, succession planning and employee satisfaction, ensuring alignment with business needs at the ground level.

Technology will continue to be a key enabler. Inspirisys will continue to invest in HR technology enhancements, automate manual processes, enhance decision-making through people analytics and streamline employee lifecycle management. Digital initiatives across talent acquisition onboarding, compliance, payroll, learning management and workforce analytics will enable data-driven HR interventions, improve recruitment outcomes and strengthen regulatory compliance.

Inspirisys remains firmly committed to maintaining a safe, respectful and inclusive workplace. The Company will continue to uphold the mandates of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, through a gender-neutral POSH policy and by strengthening the Internal Complaints Committee (ICC) framework for fair and timely grievance resolution.

Looking ahead, Inspirisys' HR strategy will focus on strengthening technical capability, enhancing operational agility and driving employee engagement to meet evolving business demands. These efforts will directly support growth, delivery excellence and organisational resilience in a competitive Indian IT services environment.

D. FOCUS AREAS OF THE COMPANY

Inspirisys continues to prioritise high-value, high-margin service offerings within India, while strategically expanding its offshore business footprint. Recognising the need for sustained investment, the Company is working closely with customers to identify new opportunities in emerging areas of digital transformation, targeting both private enterprises and public sector undertakings (PSUs).

With technology innovation as a core focus, Inspirisys is investing in Artificial Intelligence (AI) and Machine Learning (ML), recognising these as key enablers of future growth. These investments, combined with deep domain expertise, enable the Company to deliver scalable, intelligent solutions tailored to the evolving needs of businesses across industries.

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

In parallel, Inspirisys has strengthened its Infrastructure Services portfolio, acknowledging the foundational role robust IT infrastructure plays in digital transformation. From cloud computing and network security to data management and enterprise-grade infrastructure, the Company provides comprehensive solutions that enable business agility and resilience. Given the growing threat landscape, cybersecurity capabilities are deeply integrated into infrastructure offerings, covering advanced threat detection, endpoint security and threat intelligence services to safeguard client digital assets.

Across both domestic and international markets, Inspirisys offers an integrated portfolio of services that align technology with business objectives. The ability to converge next-generation technologies with secure, scalable infrastructure enables the Company to meet the diverse and evolving demands of modern enterprises.

In the banking domain, Inspirisys has built strong domain expertise by partnering with financial institutions on transformative initiatives. From scalable infrastructure modernisation solutions to cyber security and enabling digital transformation through software solutions for banks, the Company serves as a trusted enabler of secure, compliant and future-ready banking operations. Established relationships with leading banking institutions continue to drive success in winning large-scale transformation deals aligned with the dynamic needs of the financial services sector.

Supporting these growth initiatives, Inspirisys achieved CMMI Level 5 certification reflecting its ongoing focus on process excellence and operational optimisation. Continuous improvement practices are deeply embedded across operations, ensuring consistent service quality, customer satisfaction and governance standards.

In conclusion, Inspirisys is advancing its position as a technology leader by integrating AI, ML, cybersecurity and resilient infrastructure solutions to help clients achieve operational excellence and digital security. With a growing offshore presence, strong expertise in banking and government sectors and sustained investment in next-generation technologies, Inspirisys is well-placed to drive innovation, resilience and long-term growth in an increasingly dynamic global environment.

E. BUSINESS ANALYSIS BY DIVISION

Inspirisys offers a comprehensive suite of services across Infrastructure Solutions, Banking Solutions, Product Engineering & Development and Warranty Management.

The Infrastructure Management Business Division delivers end-to-end IT solutions that enable digital transformation through cloud services, data center modernisation, network and security solutions and workplace automation. With a focus on scalability, agility and security, the division helps enterprises modernise their IT environments while enhancing operational efficiency. Moving beyond traditional support services, the team is increasingly focused on high-end, value-driven offerings aligned to evolving business needs. By embedding cybersecurity into its core portfolio and strengthening strategic partnerships, the division is well-positioned to address the growing technology demands of clients worldwide.

The Product Engineering and Development business unit focuses on building scalable, future-ready solutions through modern software development practices. With expertise in cloud-native application development, RPA, AI/ML integration, DevOps and analytics, the division supports clients in accelerating digital transformation. It provides end-to-end services from consulting and design to development and deployment, ensuring faster time-to-market and enhanced product performance. Leveraging agile methodologies and emerging technologies, the division caters to clients across industries while driving the growth of Inspirisys' own IP-led solutions. This strategic focus positions the unit as a key enabler of innovation and long-term value creation.

The Banking Solutions business unit delivers domain-driven, technology-enabled offerings tailored to the evolving needs of financial institutions. With strong relationships across private and public sector banks, the division provides specialised services in digital lending, compliance management, core banking implementation and risk mitigation. A key differentiator lies in its proprietary IP products - GBM and the enhanced GBS, which offer scalable and secure solutions for remittances and management of government payments and receivables. In addition, a newly introduced compliance and risk mitigation application supports banks in navigating complex regulatory environments. To adopt continuous innovation, a dedicated core team has been established to identify and develop new product opportunities, reinforcing the division's strategic emphasis on transformation, compliance and resilience.

The Warranty Management Services business unit focuses on optimising the after-sales lifecycle for OEMs and service providers. It offers comprehensive process management across claims processing, SLA tracking, call center coordination, reverse logistics and spare parts inventory control. By ensuring seamless integration across these functions, the division drives higher operational efficiency, faster turnaround times and improved customer satisfaction.

With a diversified portfolio spanning Infrastructure Management, Banking Solutions, Product Engineering and Development and Warranty Management, Inspirisys is well-positioned to support enterprises in their digital transformation journeys. Its deep domain expertise, robust technology capabilities and commitment to innovation enable the Company to deliver secure, scalable and value-driven solutions. By continuously evolving to meet changing client needs, fostering a culture of quality and compliance and investing in strategic growth initiatives, Inspirisys remains a trusted partner for organisations navigating the complexities of the modern digital landscape.

F. RISK MANAGEMENT

The Board continues to provide the guidance to the Company in terms of ascertaining the risk factors as applicable to the Company's business and providing the direction to assess and mitigate the same. The Company periodically assesses the risks involved in the business and reports to the Board for them to take necessary steps in mitigating them.

G. DETAILED REVIEW OF FINANCIAL PERFORMANCE

The financial statements are prepared in compliance with the Companies Act, 2013 and Ind AS.

The following table gives an overview of the financial results of the company on a consolidated basis:

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	₹ in Lakhs	%	₹ in Lakhs	%
Revenue				
Revenue from operations	38,815	98%	49,049	99%
Other income	944	2%	373	1%
Total revenue	**39,759**	**100%**	**49,422**	**100%**
Expenses				
Material / Service Costs	8,323	23%	19,456	43%
Employee Benefit expense	12,000	33%	12,264	27%
Subcontract Charges	11,616	32%	9,717	21%
Other expenses	4,095	11%	4,339	9%
Total expenses	**36,034**	**100%**	**45,776**	**100%**
EBITDA	**3,725**	**9%**	**3,646**	**7%**
Finance costs	876	2%	1,055	2%
Depreciation and amortization expense	539	1%	458	1%
Profit / (loss) before tax	**2,310**	**6%**	**2,133**	**4%**
Tax expense	**(333)**	**(1%)**	**497**	**1%**
Profit / (loss) for the year	2,643	7%	1,636	3%
Profit from discontinued operations (net of tax)	530	1%	(1,270)	(3%)
Profit for the year	3,173	8%	367	1%
Other comprehensive income for the year, net of tax	**(249)**	-	**107**	-
Total comprehensive income for the year	**2,924**	**7%**	**474**	**1%**

H. REVENUE ANALYSIS

₹ in lakhs

BUSINESS MIX	FY 2025	%	FY 2024	%
SI - System Integration	8,669	22%	21,337	43%
Services	29,402	76%	27,162	55%
WMS - Warranty Management Services	744	2%	1,186	2%
TOTAL	**38,815**	**100%**	**49,685**	**100%**

I. DEPRECIATION AND AMORTIZATION

The Company has been following straight-line basis of depreciation and has depreciated assets based on the rates mentioned in the Companies Act, 2013. In respect of application software, estimated useful life of the assets is taken as 7 years and has accordingly amortized the value of the software assets capitalized. The Company has impaired its Goodwill amounting to ₹ 542 Lakhs during the quarter and year ended 31st March, 2025. This Goodwill arose out of an acquisition of software business in the year 2011-12. The Company performed an impairment testing on the Goodwill for the year ended 31st March, 2025. Though the parameters of the valuation look favourable, the underlying factors Viz US foreign policy Changes, political climate, Contractual uncertainties and shift in technologies, the management is of the opinion to impair the carrying value of Goodwill.

Adoption of Ind AS 116:

The lease liability is measured at the present value of the lease payments to be made over the lease term. Lessees accrete the lease liability to reflect interest and reduce liability to reflect lease payments made. The right of use asset is initially measured at the amount of the lease liability, adjusted for lease pre-payments, lease incentives received, lessee's initial direct cost and an estimate of restoration, removal and dismantling costs. The related right of use asset is depreciated in accordance with the depreciation requirements of Ind AS 116.

J. FINANCING COSTS

The Company had obtained working capital loans from Japanese banks at a much lower cost on account of guarantees from CAC Holdings Corporation, Japan, the Holding Company. The Company obtained sanction of working capital limits from an Indian bank without any Corporate Guarantee. The finance cost at consolidated level is lower than last year due to reductoin in interest rates on existing loans and repayment of ECB loans on January, 2025.

K. TAXATION

The Company provided the tax under normal computation since the Company did not have any brought forwarded losses to be adjusted. The Company also recognised the Deferred Tax Assets during the year. Further on account of losses in the overseas subsidiaries no taxes are provided for the year under review for the overseas subsidiary companies.

The Consolidated Balance Sheet of Inspirisys Solutions Limited is given below :

₹ in lakhs

Consolidated Balance Sheet of Inspirisys Solutions Limited		
Particulars	**As at 31 March 2025**	**As at 31 March 2024**
ASSETS		
Non-current assets		
Property, plant and equipment	407	464
Goodwill	-	542
Right of Use assets	449	59
Other Intangible assets	246	299
Intangible asset under development	193	81
Financial assets		
- Trade receivables	-	73
- Other financial assets	477	60
Deferred tax assets	1,032	-
Income tax assets (net)	2,140	3,091
Other non-current assets	151	1,199
	5,095	**5,868**
Current assets		
Inventories	327	386
Financial assets	-	-
- Investments	4,378	-
- Trade receivables	8,478	9,818
- Cash and cash equivalents	2,566	4,771
- Other bank balances	908	1,137
- Other financial assets	702	679
Other current assets	4,254	3,573
Discontinued operations	**2**	**61**
	21,615	**20,425**
Total assets	**26,710**	**26,293**

₹ in lakhs

Consolidated Balance Sheet of Inspirisys Solutions Limited		
Particulars	**As at 31 March 2025**	**As at 31 March 2024**
Equity		
Equity share capital	3,962	3,962
Other equity	1,891	(1,033)
	5,853	**2,929**
Non - Controlling Interests		
Non - Current liabilities		
Financial liabilities		
- Borrowings	7,974	584
Lease liability	253	15
Provisions	64	87
	8,291	**686**
Current liabilities		
Financial liabilities		
- Borrowings	10	7,648
Lease Liability	213	54
- Trade payables	4,275	6,116
- Other financial liabilities	3,418	3,360
Other current liabilities	4,410	4,685
Provisions	232	267
Discontinued operations	8	547
	12,566	**22,678**
Total equity and liabilities	**26,710**	**26,293**

This space is intentionally left blank

Key Ratios on Standalone basis

Description	U/M	Year ended		Remarks
		31-Mar-25	31-Mar-24	
Debtors Turnover	Days	78	104	Decrease is due to better collections in the fourth quarter of 2025 compared to 2024.
Inventory Turnover	Days	3	3	Inventory coverage days is same as Last years.
Interest Coverage Ratio	Times	5.32	4.65	Due to better profit of the Company is able to fulfil its financial obligations.
Current Ratio	Times	1.73	1.3	ECB loans repayment in January 2025, helped to increase the Current Ratio for the year.
Debt Equity Ratio		00:01	0.4:1	ECB Loan Repayment in January 2025 helped to reduce the borrowings and Reduction in Working Capital borrowings resulted in reduction of Debt Equity Ratio.
Operating Profit Margin	%	9%	8%	Increase in services revenue has resulted in increase in operating Profit margin for finacial year 2025. The Revenue of finacial year 2024 includes low margin System Integration Business.
Net Profit Margin	%	7%	4%	Increase in margins as explained for Operating Profit section and Deferred Tax Recognition resulted in increase in NP Margin for finacial year 2025.
Return on Networth	%	19%	19%	Increase in Net profit is proportional to increase in Net worth helped to maintained RONW Ratio in finacial year 2025.

This space is intentionally left blank

Key Highlights

A. Equity and Reserves

The Equity Capital of the Company remained unchanged during the year

B. Borrowings

The Long Term Borrowings of the Company with respect to External Commercial Borrowings came up for repayment during the financial year 2024-25 and the same was paid out of internal accruals in January 2025. This will bring down the finance cost for the Company. The other long-term borrowings and working capital facilities with the Banks were lower consequent to effective collections and reduction in overall requirement of funds

C. Receivables Management

The Receivables (before allowances for credit loss) which are classified as "Current" under the new Ind AS stands at ₹ 10,658 Lakhs as at 31st March, 2025 as compared to ₹ 15,625 Lakhs as at 31st March, 2024.

D. Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include change in Government regulations, tax laws, economic & political developments within and outside the country and such other factors.

ANNEXURE - III

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO [(In terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)]

A. CONSERVATION OF ENERGY

The Company's operations involve low energy consumption to run its various offices and therefore the scope of energy conservation is limited. The Company, however, has means and processes to constantly monitor the usage of power and optimize the same to the extent possible.

B. TECHNOLOGY ABSORPTION

The Company is constantly upgrading and adapting new technologies to meet the technology challenges.

C. RESEARCH AND DEVELOPMENT (R&D)

During the year under review, the Company has not initiated any new R&D activity.

D. FOREIGN EXCHANGE EARNING AND OUTGO

Details of Foreign Exchange Earnings and Outgo is given below:

₹ in lakhs

Sl. No.	Particulars	2024 - 2025	2023 - 2024
(i)	Total Foreign Exchange earned	8,250	4,376
(ii)	Total Foreign Exchange outflow	5,102	792

For and on behalf of the Board of Directors

Place: Chennai
Date: 09th May, 2025

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh R. Muni
Independent Director
DIN: 00193527

ANNEXURE - IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2025
[Pursuant to Section 204(1) of the Companies Act, 2013
and Rule 9 of the Companies
(Appointment and Remuneration of
Managerial Personnel) Rules, 2014]

To,
The Members,
Inspirisys Solutions Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Inspirisys Solutions Limited** (hereinafter called the **"Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2025 **("Audit Period")** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2025 according to the provisions of:

1. The Companies Act, 2013 ('Act') and the rules made thereunder as amended from time to time including Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and notified as on date;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder, as amended from time to time;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as amended from time to time;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, as amended from time to time;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:-
   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
   d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
   e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding dealing with client **- Not Applicable**
   g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(there were no events requiring compliance during the audit period)**
   h) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **(there were no events requiring compliance during the audit period)**
   i) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **(there were no events requiring compliance during the audit period)**
   j) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **(there were no events requiring compliance during the audit period)**
6. All other relevant applicable laws including those specifically applicable to the Company, a list of which has been provided by the management. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes are in place to monitor and ensure compliance with those laws.

During the period under review, the Company generally has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc., mentioned above to the extent where such records have been examined by us.

We further report that based on the explanation given, information received and process explained, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to them at least seven days in advance or as the case may be and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously and there was no instance of dissent by any director during the period under review.

We further report that during the audit period, except the events listed below, no other specific events / actions occurred which had major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc., and that the Company has complied with such of those relevant clauses thereto which are applicable.

i. Mrs. Cauvery Dharmaraj (DIN:02917088) has been appointed as an Independent Director for a period of five years, with effect from August 08, 2024 till August 07, 2029 vide shareholders' approval through Postal Ballot dated September 19, 2024.

ii. Mrs. Ruchi Naithani (DIN:00531608) ceased to be an Independent Director of the Company w.e.f September 10, 2024, since her tenure of Independent Director (second term) expired on September 10, 2024.

iii. Mr. Satoshi Iwanaga (DIN:10817792) has been appointed as a Non-Executive (Non-Independent) Director with effect from January 01, 2025 vide shareholders' approval through Postal Ballot dated December 19, 2024.

iv. Mr. M.S. Jagan, (DIN:02002827) has been re-appointed as an Independent Director for a second term of five years with effect from February 07, 2025 till February 06, 2030 vide shareholders' approval through Postal Ballot dated December 19, 2024.

v. Mr. Murali Gopalakrishnan, (DIN:08066529) has been re-appointed as Whole Time Director, designated as Executive Director cum Chief Executive Officer for a further period of 3 years with effect from April 01, 2025 till March 31, 2028 vide shareholders' approval through Postal Ballot dated December 19, 2024.

vi. Mr. Koji Iketani (DIN:08486128) resigned from the position of Director with effect from December 31, 2024.

vii. The Wholly Owned Subsidiary of the Company, Inspirisys Solutions IT Resources Limited (ISITRL) has been struck off from the Registrar of Companies w.e.f. January 30, 2025.

viii. The Wholly Owned Subsidiary of the Company, Inspirisys Solutions DMCC (ISDMCC), has been dissolved with effect from May 05, 2025.

ix. The Company has received the Post Offer Public Announcement on April 19, 2024 for failure of Delisting Offer, issued by the Manager to the Delisting Offer, for and on behalf of the promoter of the Company, CAC Holdings Corporation, pursuant to Regulation 23(1)(b) of the SEBI (Delisting of Equity Shares) Regulations, 2021.

For Alagar & Associates
(formery known as M. Alagar & Associates)
Practicing Company Secretaries
Peer Review Certificate No.: 6186/2024

R.Bharathi
Partner
ACS No.: 24166 / COP No.: 27315
UDIN : A024166G000303775

Place: Chennai
Date: May 09, 2024

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members
INSPIRISYS SOLUTIONS LIMITED

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M. Alagar & Associates
(formery known as M. Alagar & Associates)
Practicing Company Secretaries
Peer Review Certificate No.: 6186/2024

R.Bharathi
Partner
ACS No.: 24166 / COP No.: 27315
UDIN : A024166G000303775

Place: Chennai
Date: May 09, 2025

REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

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

Inspirisys Solutions Limited, through its CSR initiatives, will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfilment of its role as a Socially Responsible Corporate, with environmental concern.

The policy encompasses the Company's philosophy its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large.

This policy shall apply to all CSR initiatives and activities taken up by the Company, for the benefit of different segments of the society, specifically the deprived, underprivileged and differently abled persons. The CSR policy is available on the Company's website https://www.inspirisys.com/images/subsidiary-companies-financial/Corporate-Social-Responsibility-Policy-2025.pdf under investors section.

For purposes of focusing its CSR efforts in a continued and effective manner, the following areas have been identified:

1. Community drinking water supply
2. Sanitation facilities (with focus on toilets)
3. Education
4. Eradicating hunger, Poverty and Malnutrition
5. Protection of National Heritage, art and culture
6. Training to promote Rural sports, nationality recognised sports
7. Slum area development

2. Composition of the CSR Committee

The Company has constituted the CSR Committee with the following Directors:

Sl. No.	Name of Directors	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
(i)	Mr. M S Jagan	Chairman (Independent)	3	3
(ii)	Mrs. Ruchi Naithani*	Member (Independent)	2	2
(iii)	Mr. Rajesh R. Muni	Member (Independent)	3	3
(iv)	Mr. Murali Gopalakrishnan	Member (Executive & Non - Independent)	3	3
iv)	Mrs. Cauvery Dharmaraj**	Member (Independent)	1	1

* upto 10th September, 2024

** appointed from 11th September, 2024

3. Provide the web link where Composition of the CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.

https://www.inspirisys.com/images/subsidiary-companies-financial/Corporate-Social-Responsibility-Policy-2025.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of section 135. - ₹ 1,992.12 Lakhs

(b) Two percent of average net profit of the Company as per sub-section (5) of section 135. - ₹ 39.84 Lakhs

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years - Not Applicable

(d) Amount required to be set-off for the financial year, if any. - Not Applicable

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. - ₹ 39.84 Lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). - ₹ 40.60 Lakhs

(b) Amount spent in Administrative Overheads. - Nil

(c) Amount spent on Impact Assessment, if applicable. - Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]. - ₹ 40.60 Lakhs

(e) CSR Amount spent or unspent for the financial year:

Total amount spent for the Financial year (amount in Rs.)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
₹ 40.60 lakhs	Not Applicable		Not Applicable		

(f) Excess amount for set off, if any

Sl. No.	Particulars	Amount (in ₹)
1	2	3
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	₹ 39.40 lakhs
(ii)	Total amount spent for the Financial Year	₹ 40.60 lakhs
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 0.76 lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

7. **Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Years	Amount transferred to Unspent CSR Account under sub section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub section (6) of section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	FY-1	Not Applicable						
2	FY-2							
3	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes No √

If Yes, enter the number of Capital assets created / acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority / beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered Address
1	2	3	4	5	6		
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per subsection (5) of section 135 - Not Applicable

Place: Chennai
Date: 09th May, 2025

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
(DIN: 08066529)

M S Jagan
Chairman CSR Committee
(DIN: 02002827)

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance.

The Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements but is a combination of practices and compliance with laws and regulations leading to effective control and management of the Organization. The Company's inherent core values has a superior level of business ethics, effective supervision and enhancement of shareholder value. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder's value. Good Corporate Governance leads to long term stakeholder's value. The Company strives to be a customer-first and quality-obsessed corporate entity. Corporate Governance rests upon transparent accounting policies, timely disclosures, constant monitoring and an independent board.

Your Company is always committed to the adoption of and adherence to the best Corporate Governance practices. Good Governance practices stem from the dynamic culture and positive mind set of the organization.

A Report on Compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

GOVERNANCE STRUCTURE

The Company's governance structure comprises of the Board of Directors and the Committees of the Board at the apex level and the Executive Management at the operational level. The Board sets out the overall corporate objectives and provides direction and independence to the Management to achieve these corporate objectives within a given framework.

Board of Directors - The Board of Directors and its Committees play a fundamental role in upholding and nurturing the principles of good governance which translates into ethical business practices, transparency and accountability in the Company's dealing with its members and other stakeholders and the utilization of resources for creating sustainable growth and thereby creation of shareholder value.

Committee of Directors - Recognizing the immense contribution that Committees make in assisting the Board of Directors in discharging its duties and responsibilities and with a view to have a close focus on various facts of the business, the Board has constituted the following Committees:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee
- Corporate Social Responsibility Committee

which are mandatory Committees.

1.1 Key Activities of the Board during the year.

The Board critically evaluates and provides strategic direction to the Company, management policies and their effectiveness. The Board's mandate is to oversee the Company's strategic direction, review and monitor performance, ensure regulatory compliance and safeguard shareholders interest. Their main function is to ensure that long term interests of the stakeholders are being served. The agenda for Board reviews / include strategic review from each of the Board Committees, a detailed analysis and review of annual strategic and operation plans and capital allocation and budgets. In addition, the Board reviews the business plans of all the Business Divisions of the Company. Frequent and detailed interaction sets the agenda and provides the strategic roadmap for future growth of the Company. Voluntary Corporate Governance Guidelines of the Ministry of Corporate Affairs, Government of India broadly outline a framework for corporate sector on important parameters like appointment of directors, guiding principles to remunerate directors, responsibilities of the board, risk management, the enhanced role of Audit Committee and conduct of Secretarial Audit.

1.2 Role of the Company Secretary in Overall Governance Process.

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the directors for effective decision making at the meeting. The Company Secretary is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the Company and regulatory authorities. All the Directors of the Company have access to the services of the Company Secretary. The Company Secretary ensures that all the decisions and observations of the Board are covered and implemented through Action Taken Report (ATR) and Board is appraised of the actions taken.

1.3 Selection and appointment of new Directors on the Board.

The requirement of the skill sets on the Board and the broad guidelines are issued by the Company. Eminent persons having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment of new directors on the Board. The number of directorships, memberships and chairmanships in various Committees of other companies by such persons is also considered.

1.4 Selection criteria of Board Members.

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual member. Board members are expected to possess expertise, leadership skills required to manage and guide a high growth and not related to any Executive or Independent Director. Based on the disclosures received from all the independent directors and also in the opinion of the Board, the independent directors fulfill the conditions specified in the Companies Act, 2013 and the SEBI (LODR) regulations, 2015 and are independent of the management.

1.5 Familiarization Program for Independent Directors.

The Familiarization Program for Independent Directors of the Company was done for the financial year 2024-2025 and the details have been hosted on the website of the Company https://www.inspirisys.com/investors/familiarization-programme

Presentations/briefings were also made at the meeting of the Board of Directors/Committees by KMP's/Senior Executives of the Company on Company's financial, sales and operational performance, industrial relations prevailing during the period, marketing strategies, etc.

1.6 Prevention of Insider Trading.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, a Securities Dealing Code "Company's Code of Conduct to regulate, monitor and report trading by designated persons" and "Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" for Prevention of Insider Trading is in place. The objective of the Code is to prevent purchase and / or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this code, the Designated Persons and their immediate relatives of the Company are prevented from dealing in the Company's shares during the closure of Trading Window.

To deal in securities beyond specified limit, permission of Compliance Officer is also required. All Designated Persons and their immediate relatives who buy or sell any number of shares of the Company does not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. The aforesaid code is available at the website of the Company https://www.inspirisys.com/images/subsidiary-companies-financial/Insider-Trading-Code-2015-2025.pdf

1.7 Vigil Mechanism.

The Company has formulated a Whistle Blower Policy of Vigil Mechanism and has established a mechanism for the Directors / Employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Ethics Policy. The Whistle Blower Policy broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees who report such fraudulent activities / unethical behavior. All suspected violations and reportable matters are reported to the Chairperson of the Audit Committee directly. The Company affirms that no personnel has been denied access to the Audit Committee. Further details are available in the Whistle Blower Policy / Vigil Mechanism of the Company posted in Company's Website https://www.inspirisys.com/images/subsidiary-companies-financial/Whistle%20Blower%20Policy.pdf

2. Board of Directors.

The Company has a high profiled Board with varied management expertise. The Board's role, functions, responsibility and accountability are known to them due to their vast experience. Directors are provided with well-structured and comprehensive agenda papers in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussion in the meeting. During the year, information as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration from time to time as and when required. Minutes of the Board Meetings / Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

2.1 Composition of Board.

The Board has an optimum combination of Executive, Non - Executive and Independent Directors, which ensure proper governance and management. The composition of the Board of Directors is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of the Company consist of an Executive Director, two Non - Executive Directors and three Independent Directors including one Independent Woman Director. The Chairman is a Non-Executive and Non-Independent Director. The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints.

All directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company.

2.2 Criteria of making payments to Non-Executive Directors

The Non-Executive Director(s) may receive Sitting fees for attending meetings of the Board or Committee thereof or any other meeting within the limits prescribed under Companies Act, 2013. An Independent Director shall not be entitled to any stock option and shall receive Sitting fees and reimbursement of expenses for participation in meetings of the Board or Committee there of and may receive profit related remuneration up to a specified percentage of net profits in such proportion, as may be permissible under the Companies Act, 2013 and any other applicable law at the discretion of the Board. Section 197 of the Companies Act, 2013 allows a Company to pay remuneration to its NEDs either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other. Further, the section also states that where the Company has either Managing Director or Whole-time Director or Manager, then a maximum of 1% of its net profits can be paid as remuneration to its NEDs. In case there is no managing director or whole-time director or manager, then a maximum of 3% of net profitcan be paid. Thus, the basis of payment to the NEDs is the net profit of the Company.

Independent Directors are not serving as Independent Directors in more than seven listed companies. None of Directors of the Company hold the position as Whole Time Director / Managing Director in Company itself nor serve as Independent Director in more than three listed companies.

2.3 Other provisions as to Board and Committees.

The Board comprises of Mr. Satoshi Iwanaga as the Chairman, Non-Executive & Non-Independent Director, Mr. Murali Gopalakrishnan as the Executive Director and Chief Executive Officer, Mr. Toru Horiuchi as the Non-Executive & Non-Independent Director, Mr. Rajesh R. Muni, Mr. M S Jagan and Mrs. Cauvery Dharmaraj as the Independent & Non - Executive Directors.

During the financial year under review, Mrs. Cauvery Dharmaraj was appointed as an Independent Director on the Board effective 08th August, 2024. Mrs. Ruchi Naithani, Independent Director, completed her second five-year term and retired on 10th September, 2024. Mr. Koji Iketani, Chairman and Non-Executive Non-Independent Director, resigned from the Board effective 31st December, 2024. Subsequently, Mr. Satoshi Iwanaga was appointed as the Chairman and Non-Executive & Non-Independent Director effective 01st January, 2025.

Four(4) meetings of the Board of Directors were held on 10th May, 2024, 08th August, 2024, 08th November, 2024, and 07th February, 2025. The requisite quorum was present for all the meetings.

None of the Directors on the Board are Members of more than 10 Committees or Chairperson of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2025 have been made by the Directors as per Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 28th June, 2024 with particulars of their Directorships, Chairmanship and Membership of Board Committees of the Companies showing the position as of 31st March, 2025 are given below:

Names of the Director	Category as at 31.03.2025	No. of Board Meetings attended out of 4 meetings held during the year 2024-2025	Attendance at the last AGM held on 28.06.2024	No. of Directorship held in Indian Public Limited Companies [excluding Inspirisys Solutions Limited]	Committees position as on 31.03.2025 [All Companies excluding Inspirisys Solutions Limited]		Directorship in other listed entity (Category of Directorship)
					Member	Chairman	
Mr. Satoshi Iwanaga*	Chairman & Non-Executive Non Independent	1/1	No	Nil	Nil	Nil	Nil
Mr. Koji Iketani**	Chairman & Non-Executive Non Independent	3/3	Yes	Nil	Nil	Nil	Nil
Mr. Murali Gopalakrishnan	Executive Director & Chief Executive Officer	4/4	Yes	Nil	Nil	Nil	Nil
Mrs. Ruchi Naithani^	Non-Executive Independent	2/2	Yes	Nil	Nil	Nil	Nil
Mr. Rajesh R. Muni	Non-Executive Independent	4/4	Yes	1	Nil	1	Mysore Petro Chemicals Limited (Non-Executive, Independent)
Mr. M S Jagan	Non-Executive Independent	4/4	Yes	Nil	Nil	Nil	Nil
Mr. Toru Horiuchi	Non-Executive Non Independent	4/4	Yes	Nil	Nil	Nil	Nil
Mrs. Cauvery Dharmaraj^^	Non-Executive Independent	3/3	No	1	Nil	Nil	Esab India Limited (Non-Executive - Independent)

*appointed as the Chairman & Non-Executive Non-Independent Director of the Company with effect from 01st January, 2025.

**resigned as the Chairman & Non-Executive Non-Independent Director of the Company with effect from 31st December, 2024.

^ceased to be a member of the Board due to the completion of her second five year term, effective 10th September, 2024.

^^appointed as a Non-Executive - Independent Director of the Company with effect from 08th August, 2024.

Other Directorships do not include Alternate Directorships, Directorships of Private Limited Companies, Companies under Section 8 of the Companies Act, 2013 and Foreign Companies.

All public limited companies, whether listed or not, are included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 are excluded. Chairmanships / Memberships of Board Committees include only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies.

The Company has received declarations of independence as prescribed under Section 149(6) & (7) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 from Independent Directors. All requisite declarations have been placed before the Board.

None of the Directors / Key Managerial Personnel of the Company are related to each other.

2.4 List of core skills, expertise and competencies identified by the Board.

The Board of Directors have identified the following core skills, expertise and competencies in the context of the Company's business and sector for it to function effectively which are given below:

The Board of Directors shall possess hands on expertise on technical, academic skills, general management, global business, technology, manufacturing / operations, risk management etc. The Board of Directors shall understand Company's structure, policies and culture including the mission, vision, values, goals, current strategic plan and governance structure and also in which the Company operates including the industrial trends, challenges and opportunities, unique dynamics within the sector that are relevant to the success of the Company.

The Directors shall have ability to understand and analyse financial reports / key financial statements to review and analyze budgets, annual operating plans considering Company's resources, strategic goals and priorities, analyze various reports, create and incorporate multiple view points with different perspectives. Ability to identify key risks to the organisation in a wide range of areas including sales, marketing, legal and regulatory compliance management and systems.

The following matrix sets out the skills, expertise and competence of each of the Directors in the Company:

Sl. No	Name of the Directors	Skills, Expertise and Competence
1	Mr. Satoshi Iwanaga	Mr. Satoshi Iwanaga having over four decades of experience in international markets, strategic risk management and business leadership. He holds a postgraduate degree specializing in Amercian Foreign Policy from the School of Advanced International Studies (SAIS) at Johns Hopkins University. Throughout his career, he has held various leadership roles, including at the Industrial Bank of Japan, Mizuho Bank, Eurekahedge Pte. Ltd., Rakuten Securities Inc., and Optyworks Ltd. His extensive expertise continues to drive growth and success across diverse sectors, leveraging his strategic insights to lead the organization towards its vision.
2	Mr. Murali Gopalakrishnan	Mr. Murali Gopalakrishnan has held several leadership positions in his professional career and has a strong General Management qualification including strategic planning, new business start-up, P&L responsibility, cost containment, working capital management & funding, accounts finalization and corporate governance. He possesses over more than 3 decades of rich experience in finance, accounts, operations and commercial spanning audit, consulting, manufacturing, IT and retail sectors.
3	Mr. Rajesh R. Muni	Mr. Rajesh R. Muni is a Fellow Member of The Institute of Chartered Accountants of India. He has undertaken Business Management Consultancy Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai. He has been in practice since 1978 and is the Proprietor of the firm R R. Muni & Co. Chartered Accountants, Mumbai. The firm provides professional services for conduct of audits, (statutory and internal), advises on accounting matters, management related subjects, Company Law and secretarial work, Direct Taxes, etc. He was the President of Bombay Chartered Accountants' Society during 2003-2004 and has served the society in various capacities since 1992-1993. He was a chairman of Human Resources Committee, Membership & Public Relations Committee and was a co-chairman of Accounting & Auditing Committee of the Society.
4	Mr. M S Jagan	Mr. M S Jagan is a BE from Indian Institute of Science, Bangalore in 1978 and PGDM from IIM Ahmedabad in 1981. He commenced his management career with Tata Administrative Services. His experience of over 40 years comprises sectors of manufacturing, projects and service sectors for over 16 years in companies like Tatas, Elgi Equipments, Sterling Holidays and Sanmar. He has been in the infrastructure sector for over 25 years. He was part of the Mahindra Group, which included development of the Mahindra World City project near Chennai. He was also the CEO of Ascendas India, wholly owned by JTC Singapore then, in the business of setting up IT Parks. Later, as an Independent Consultant, he was responsible for various aspects of many projects from Master Planning, detailing for approvals including EIA and other aspects of SEZ and IT Parks. He was also associated with financial structuring, project monitoring, implementation and marketing strategies for many projects.
5	Mr. Toru Horiuchi	Mr. Toru Horiuchi completed his Bachelor of Laws from Waseda University, Tokyo in 1991. He joined CAC Corporation, to assume various responsibilities till 2014 and continued his career with CAC Holdings Corporation at various positions. He has a vast knowledge base and experience in Finance & Accounts spanning over more than two decades.
6	Mrs. Cauvery Dharmaraj	Mrs. Cauvery Dharmaraj is a seasoned professional with over 30 years of experience in Human Resources across the manufacturing, IT & ITES, social enterprise, and not-for-profit sectors. She holds a postgraduate degree in Human Resource Management from XLRI, Jamshedpur and her professional experience includes extensive work with companies in India, the UK and the US. She passionately advocates for mental health and has played a key role in shaping corporate India's approach to mental health, notably through the NHRD's Mind Matters campaign and her proprietary mental health maturity tool, Mind the Gap. She is an accredited instructor in Standard Mental Health First Aid. Additionally, she is a Non-Executive Independent Board Member of ESAB India Ltd. and a board member of Mental Health First Aid India Pvt. Ltd.

Considering the skills, expertise and competencies required for effective functioning and discharge of Board's duties, your Board is satisfied with the present composition of the Board of Directors. In the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and are independent of the management.

2.5 Code of Conduct

(i) The Board of Directors has laid down Code of Conduct for Board of Directors and Senior Management of the Company. The copies of Code of Conduct as applicable to the Directors as well as Senior Management of the Company are uploaded on the website of the Company https://www.inspirisys.com/investors

(ii) The Members of the Board and Senior Management Personnel have affirmed the compliance with the Code applicable to them during the year ended on 31st March, 2025. The Annual Report of the Company contains a Certificate signed by the Chief Executive Officer in terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the compliance declarations received from Directors and Senior Management.

2.6 Board's Functioning & Procedure.

The ISL Board plays a pivotal role in ensuring good governance. Its style of functioning is democratic. The Members of the Board have always had complete freedom to express their opinion and decisions are taken on the basis of a consensus arrived at after detailed discussion. The members are also free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman. The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs long-term sustainable growth that translates itself into progress, prosperity and the fulfilment of stakeholders' aspirations, is accomplished. It also sets standards of corporate behavior and ensures ethical behaviour at all times and strict compliance with laws and regulations.

The agenda placed at the Meetings of the Board include the following:

- Report on operations of the Company;
- Annual Operating Plans and budgets;
- Opportunities for organic and inorganic growth;
- Business Plans and analysis of variances periodically as compared to the plans;
- The quarterly/half yearly financial results and the annual accounts of the Company, both consolidated and on standalone for consideration and approval;
- Minutes of the meetings of Audit Committee and other Committees;
- Status of borrowings and details of material foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement;
- Delegation of powers to the operational management;
- Review of compliance reports pertaining to all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property, if any;
- Sale of investments, subsidiary, assets which are material in nature and not in normal course of business;
- Information on senior appointments below the board level including the appointment/removal of the Chief Financial Officer (CFO) and the Company Secretary (CS);
- Proposals for joint ventures/collaborations;
- Non-compliance of any regulatory, statutory or listing requirements.
- Material communication from government including show cause notices, demand, prosecution, notices and penalty notices, if any, which are materially important;
- Communication to Stock Exchanges and the shareholders regarding Company's performance, future plans and other decision/changes of significant importance or of price sensitive nature;
- Various Quarterly / Half Yearly Stock Exchange compliance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the items on the agenda are accompanied by notes giving information on the related subject. The agenda and the relevant notes are sent in advance separately to each Director to enable the Board to make informed decisions.

The Minutes of the meetings of the Board are circulated to all Directors and confirmed at the subsequent Board Meeting

2.7 Details of Board Meetings held upto 31.03.2025 and the number of Directors present are given below:

Sr. No.	Dates on which the Board Meetings were held	Total strength of the Board	No. of Directors Present
1.	10th May, 2024	6	6
2.	08th August, 2024	7	7
3.	08th November, 2024	6	6
4.	07th February, 2025	6	6

3. Board Committees.

3.1 Audit Committee.

(A) Qualified and Independent Audit Committee.

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements under the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 pertaining to the Audit Committee. Its functioning is as under:

(i) The Audit Committee presently consists of the four non-executive directors, out of which three are independent directors;

(ii) All members of the Committee are financially literate and having the requisite financial management expertise;

(iii) The Chairman of the Audit Committee is an Independent Director;

(iv) The Chairman of the Audit Committee was present at the last Annual General Meeting held on 28th June, 2024.

(B) Terms of reference.

The terms of reference of the Audit Committee include inter-alia:

➢ Oversight of Company's Financial reporting process and the disclosure of its financial information;

➢ Recommendation of appointment, remuneration and terms of appointment of auditors of the Company;

➢ Approval of payment to statutory auditors for any other services rendered by them;

➢ Reviewing with the Management, the annual financial statements and Auditors' report thereon;

- Matters to be included in the Directors' Responsibility statement to be included in the Boards' Report;
- Changes, if any, in the accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and legal requirements relating to financial statements;
- Approval or subsequent modification of transactions of the Company with related parties;
- Modified opinion(s) in the draft audit report;
- Reviewing with the management, quarterly financial statements before submission to the board for approval; Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Scrutiny of Inter Corporate Loans and investments;
- Evaluation of Internal financial controls and risk management systems;
- Reviewing with the management performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post audit discussions to ascertain any area of concern;
- To review the functioning of whistle blower mechanism;
- To review compliance with provisions of the SEBI (PIT) Regulations and to verify that the systems for internal control are adequate and are operating effectively, at least once in a financial year;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Review of Management discussion and analysis of financial conditionand results of the operation;
- Review of management letters / letters of internal control weekness issued by the statutory auditors;
- Review of internal audit reports relating to internal control weaknesses;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary.

(C) Audit Committee's Composition, Names of Members and Chairman, its meetings and attendance

During the year, 4 (Four) Audit Committee meetings were held on 10th May, 2024, 08th August, 2024, 08th November, 2024, 07th February, 2025. The requisite quorum was present for all the meetings.

Name of Member	Position	Category	Meetings held & attended	% Attend-ance
Mr. Rajesh R. Muni	Chairman	Independent	4/4	100
Mrs. Ruchi Naithani*	Member	Independent	2/2	100
Mr. Koji Iketani**	Member	Non-Executive, Non-Independent	3/3	100
Mr. M S Jagan	Member	Independent	4/4	100
Mrs. Cauvery Dharmaraj ^	Member	Independent	2/2	100
Mr. Satoshi Iwanaga ^^	Member	Non-Executive, Non-Independent	1/1	100

*ceased to be a member of the Committee due to the completion of her second five year term, effective 10th September, 2024.

**resigned as a member of the Committee effective 31st December, 2024.

^ appointed as a member of the Committee effective 11th September, 2024.

^^ appointed as a member of the Committee effective 01st January, 2025.

The Committee meetings are attended by invitation by the Chief Executive Officer, Chief Financial Officer, representatives of the Statutory Auditors and the Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

3.2 Nomination and Remuneration Committee.

(A) Constitution.

The Nomination and Remuneration Committee comprises of:

Mrs. Cauvery Dharmaraj	Chairperson
Mr. Rajesh R. Muni	Member
Mr. M S Jagan	Member
Mr. Satoshi Iwanaga	Member

(B) Terms of reference

Terms of reference of the Nomination and Remuneration Committee include:

- To identify persons who are qualified to become directors and who may be appointed in senior management, recommend to the board their appointment and removal;
- Formulation of criteria for determining the qualifications, positive attributes and independence of the director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and Board of Directors;
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To devise a policy on Board diversity;
- To develop a succession plan for the Board and to regularly review the plan;

➢ To recommend the board, all remuneration, in whatever form, payable to senior management

(C) Meetings and attendance during the year:

During the year 3 (three) meeting of Nomination and Remuneration Committee were held on 09th May, 2024, 08th August, 2024 and 07th November, 2024. The requisite quorum was present for all the meetings.

The composition of the Nomination and Remuneration Committee and the number of meetings attended by the Members during the year are given below:

Name of Member	Position	Category	Meetings held & attended	% Attendance
Mrs. Cauvery Dharmaraj*	Chairperson	Independent	1/1	100
Mrs. Ruchi Naithani**	Chairperson	Independent	2/2	100
Mr. Rajesh R. Muni	Member	Independent	3/3	100
Mr. Koji Iketani^	Member	Non-Executive, Non-Independent	3/3	100
Mr. M S Jagan	Member	Independent	3/3	100
Mr. Satoshi Iwanaga^^	Member	Non-Executive, Non-Independent	-	-

*appointed as a chairperson of the Committee effective 11th Spetember, 2024.

**ceased to be a chairperson of the Committee due to the completion of her second five year term, effective 10th September, 2024.

^resigned as a member of the Committee effective 31st December, 2024.

^^appointed as a member of the Committee effective 01st January, 2025.

(D) Nomination and Remuneration policy.

The Nomination and Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed and variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Nomination and Remuneration Policy approved by the Board of Directors is posted on the website of the Company https://www.inspirisys.com/images/subsidiary-companies-financial/Nomination-and-Remuneration-Policy-2025.pdf

(E) Performance evaluation of Independent Directors.

The Board & Nomination and Remuneration Committee evaluates the performance of Independent Directors and recommends Commission, if any, payable to them based on Board structure, their commitment towards attending the meetings of the Board / Committees, contribution, Board culture and dynamics, Internal controls, governance, their attention to the affairs of the Company and their overall performance apart from sitting fees paid for each Board and Committee meetings attended by them.

(F) Remuneration to Executive Director & Chief Executive Officer.

Mr. Murali Gopalakrishnan is the Executive Director and Chief Executive Officer of the Company. The salary, benefits and perquisites paid to Mr. Murali Gopalakrishnan was ₹ 205.55 Lakhs.

(G) Remuneration to Non-Executive Directors.

(a) The Non-Executive Directors are entitled to sitting fee for attending the Board/Committee Meetings as detailed below.

Particulars	Sitting Fees per Meeting before 07th November, 2024	Sitting Fees effective from 07th November, 2024 per Meeting
Board Meeting	₹ 75,000/-	₹ 85,000/-
Audit Committee Chairman	₹ 1,00,000/-	₹ 1,00,000/-
Audit Committee Members	₹ 25,000/-	₹ 30,000/-
Nomination and Remuneration Committee	₹ 25,000/-	₹ 30,000/-
Stakeholders' Relationship Committee	₹ 25,000/-	₹ 30,000/-
Independent Directors Committee	₹ 25,000/-	₹ 30,000/-
Corporate Social Responsibility Committee	₹ 25,000/-	₹ 30,000/-

The Board considered the performance of the Non-Executive Directors based on their attendance and contribution at the Board and Committee meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

Payment of Sitting Fees to the Non-Executive Directors for the year ended 31st March, 2025 are as under: **(₹ In Lakhs)**

Names of Director	Sitting Fee	Commission	Total
Mrs. Ruchi Naithani	3.75	Nil	3.75
Mr. Rajesh R. Muni	10.45	Nil	10.45
Mr. M S Jagan	7.55	Nil	7.55
Mrs. Cauvery Dharmaraj	4.55	Nil	4.55

Notes:

(i) The Non-Executive Directors have disclosed that they do not hold any shares in the Company.

(ii) There has been no pecuniary relationship or transactions other than above of the Non-Executive Directors vis-à-vis the Company during the year under review.

3.3 Stakeholders Relationship Committee.

(A) Composition, Members, its meetings and attendance.

Stakeholders Relationship Committee comprises of:

Mr. M S Jagan	Chairman
Mr. Rajesh R. Muni	Member
Mrs. Cauvery Dharmaraj	Member
Mr. Satoshi Iwanaga	Member

The Committee is set to:

- Resolve the grievances of the shareholders of the Company.
- Review of measures taken for effective exercise of voting rights by shareholders
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

During the year, 4 (four) meetings of the Stakeholders Relationship Committee were held on 09th May, 2024, 08th August, 2024, 07th November, 2024 and 07th February, 2025. The requisite quorum was present for all the meetings.

The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Position	Category	Meetings held & attended	% Attend-ance
Mr. M S Jagan	Chairman	Independent	4/4	100
Mr. Rajesh R. Muni	Member	Independent	4/4	100
Mrs. Ruchi Naithani*	Member	Independent	2/2	100
Mr. Koji Iketani**	Member	Non-Executive, Non-Independent	3/3	100
Mrs. Cauvery Dharmaraj^	Member	Independent	2/2	100
Mr. Satoshi Iwanaga^^	Member	Non-Executive, Non-Independent	1/1	100

*ceased to be a member of the Committee due to the completion of her second five year term, effective 10th September, 2024.

**resigned as a member of the Committee effective 31st December, 2024.

^appointed as a member of the Committee effective 11th September, 2024.

^^appointed as a member of the Committee effective 01st January, 2025.

3.4 Corporate Social Responsibility Committee.

(A) Composition, Members, its meetings and attendance.

Corporate Social Responsibility Committee comprises of:

Mr. M S Jagan	Chairman
Mr. Rajesh R. Muni	Member
Mr. Murali Gopalakrishnan	Member
Mrs. Cauvery Dharmaraj	Member

The Committee is set to :

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Companies Act, 2013;
- recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- monitor the Corporate Social Responsibility Policy of the Company from time to time.
- Implementing and monitoring the CSR Policy from time to time
- Monitor the Annual Action Plan for the CSR activities of the Company from time to time.

During the year, 3 (Three) meeting of the Corporate Social Responsibility Committee was held on 09th May, 2024, 08th August, 2024 and 07th November, 2024.

The composition of the Corporate Social Responsibility Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Position	Category	Meetings held & attended	% Attend-ance
Mr. M S Jagan	Chairman	Independent	3/3	100
Mrs. Ruchi Naithani*	Member	Independent	2/2	100
Mr. Rajesh R. Muni	Member	Independent	3/3	100
Mr. Murali Gopalakrishnan	Member	Executive & Non-Independent	3/3	100
Mrs. Cauvery Dharmaraj^	Member	Independent	1/1	100

*ceased to be a member of the Committee due to the completion of her second five year term, effective 10th September, 2024.

^appointed as a member of the Committee effective 11th September, 2024.

The Company's CSR Policy is available on its website and the weblink for acess is https://www.inspirisys.com/images/subsidiary-companies-financial/Corporate-Social-Responsibility-Policy-2025.pdf

3.5 Annual Performance Evaluation.

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders Relationship and Corporate Social Responsibility Committee respectively. The inputs received from directors covering various aspects of the Board functioning such as adequacy of the composition of the Board and its Committees, governance, internal controls and financial reporting was considered.

To evaluate the performance of the individual directors, the Board considered the criteria of attendance and level of participation, independence of judgment exercised by independent directors, independent relationship etc.

3.6 Separate Meeting of Independent Directors.

During the year under review, the Independent Directors met on 06th February, 2025 and inter alia to:

- Review the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the Performance of the Chairperson of the Company, taking into account the views of the Executive and Non- Executive Directors;
- Assess the quality, quantity and time lines of flow of information between the Management of the Company and the Board of Directors that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting without the presence of Non-Independent Directors and members of the Management.

3.7 Particulars of Senior Management:

Name of the Senior Management Personnel	Designation
Mr. Balaji Ramanujam	Chief Financial Officer
Mr. S. Sundaramurthy	Company Secretary
Mr. Jayesh Ahluwalia	Chief Operating Officer - Infra Division
Mr. Maqbool Hassan	President - Dubai Operations
Mr. Reni Don Rozario	President - Product Engineering & Corporate
Mr. Srinivas Bhaskara	President - Product Engineering Division - (Resigned with effect from 26th October, 2024)

3.8 Name and Designation of the Compliance Officer.

Mr. S. Sundaramurthy, Company Secretary been designated as Compliance Officer of the Company in line with the requirement of SEBI (LODR) Regulations, 2015 and can be contacted at:

Inspirisys Solutions Limited
First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk, Chennai - 600 010, Tamil Nadu, India.
Tel: 044 - 4225 2071.
Email: sundaramurthy.s@inspirisys.com

3.9 Complaints received and redressed during the year 2024-2025.

Opening Balance	Received during the year 2024-2025	Resolved during the year 2024-2025	Closing Balance
Nil	Nil	Nil	Nil

3.10 Suspense Account for the unclaimed shares.

There is no Suspense Account for unclaimed shares during the year.

3.11 Transfer of Unclaimed Dividend to Investors Education and Protection Fund (IEPF)

There is no unclaimed dividend to be transferred to IEPF.

3.12 Unclaimed Dividend

Year - wise list of the shareholders who have not claimed their dividend is posted at website of MCA as well as website of the Company https://www.inspirisys.com/images/unpaid-unclaimed-dividend/2011-12.pdf in line with MCA Circular.

4. Subsidiary Company.

(i) During the financial year ending 31st March, 2025, the wholly-owned subsidiary, Inspirisys Solutions IT Resources Limited (ISITRL) in India applied for voluntary strike-off from the Registrar of Companies (ROC) Chennai and was officially struck off effective from 30th January, 2025. Additionally, the Company has no material subsidiaries as per SEBI (LODR) Regulations, 2015.

(ii) The Financial Statements of the subsidiary companies are being placed before the Board.

5. Disclosures.

(A) Basis of related party transactions.

(i) The statements containing the transactions with related parties were submitted periodically to the Audit Committee.

(ii) There are no related party transactions that may have potential conflict with the interest of the Company at large.

(iii) There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.

(iv) The Board has approved a policy for related party transactions which has been uploaded on the Company's website https://www.inspirisys.com/images/subsidiary-companies-financial/Related-Party-Transaction-Policy-2025.pdf

(B) Disclosure of Accounting Treatment.

Pursuant to the notification issued by the Ministry of Corporate Affairs dated 16th February, 2015 relating to the Companies (Indian Accounting Standards) Rules, 2015, the Company has adopted "IND AS" with effect from 01st April, 2017. Accordingly, the financial statements from the year 2017-18 onwards have been prepared in compliance with the said Rules.

(C) Board Disclosures - Risk Management.

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Board of Directors review these procedures periodically.

(D) Proceeds from public issues, right issues, preferential issues etc.

Since, the Company has not raised funds by way of Public Issues, right issues, perferential issues etc. during the year and hence not applicable.

(E) Secretarial Audit Report.

The Company has obtained Secretarial Audit Report from the Company Secretary in Practice for compliance with Section 204 (1) of the Companies Act, 2013. The Secretarial Audit Report in the prescribed format forms part of the Annual Report.

(F) Management Discussion and Analysis Report.

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

(G) Shareholders.

(i) The financial results are put on the Company's website https://www.inspirisys.com/investors/audited-unaudited-financial-results under the Investors Section.

(ii) The Company has also sent Annual Reports through email to those shareholders who have registered their email ids with Depository Participant / RTA.

(iii) Mr. Murali Gopalakrishnan (DIN:08066529) is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

(iv) Appointment of M/s. S Dhanapal & Associates LLP (Firm Registration No. L2023TN014200), for a term of 5 years as a Secretarial Auditors of the Company.

6. Compliance on Corporate Governance.

The quarterly Compliance Report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format. Pursuant to Regulation 34(3) and Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Certificate from Company Secretary in Practice in compliance on conditions of Corporate Governance forms part of the Annual Report.

7. Mandatory and Non-Mandatory requirements.

The Company has complied with all the applicable mandatory requirements as provided in SEBI (LODR) Regulations, 2015. The status on the compliance with discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015 is as under:

(i) **The Board**

The Board has appointed Non-Executive & Non-Independent Chairman.

(ii) Shareholder Rights

The Company's financial results are published in the Newspaper as per the SEBI (LODR) Regulation, 2015 and also posted in the Company's website https://www.inspirisys.com/investors/financial-results-under-reg-33-of-lodr along with other important events.

(iii) Modified opinion(s) in audit report

The audit report of the Company for the year 2024-2025 is unmodified.

(iv) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer.

The Company has appointed separate persons to the post of Chairperson and the Chief Executive Officer. The Chairperson is a Non-Executive & Non Independent Director and is not related to the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013.

(v) Reporting of Internal Auditor

The Internal Auditor of the Company directly reports to the Audit Committee.

8. General body meetings.

(A) General body meetings:

The details of the Annual General Metting held in the last three years are as follows :

Year / Date / Day / Time	Venue
2023-2024 28th June, 2024, Friday 02.00 P.M.	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM), from the Registered office i.e. First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
2022-2023 30th June, 2023, Friday 02.00 P.M.	
2021-2022 30th June, 2022, Thursday 02.00 P.M.	

(B) Special Resolution passed through Postal Ballot:

Pursuant to the relaxations granted by the Ministry of Corporate Affairs (MCA) and SEBI, the Company had issued the Postal Ballot Notice to obtain approval from the shareholders by way of Special Business and Special Resolution only through the e-voting system as per the notice issued to the shareholders on 20th August, 2024 and 19th November, 2024 for:

Sl. No.	Type of Resolution	Description of Resolution
1	Special	Appointment of Mrs. Cauvery Dharmaraj, (DIN:02917088) as an Independent Director of the Company in accordance with Companies Act, 2013 and SEBI (LODR) Regulation, 2015, pursuant to resolution passed on 19th September, 2024.
2	Special	Re-appointment of Mr. M S Jagan, (DIN:02002827) as an Independent Director of the Company for a second consecutive term of 5 years, pursuant to resolution passed on 19th December, 2024.
3	Special	Re-appointment of Mr. Murali Gopalakrishnan, (DIN:08066529) as the Whole Time Director, designated as Executive Director cum Chief Executive Officer of the Company for a term of 3 years, pursuant to resolution passed on 19th December, 2024.

The Special Resolution was passed by the shareholders of the Company with the vote cast in favour of the resolution not less than three times the number of vote cast against the resolution.

The result of the Postal Ballot is given below:

Resolution	No. of votes cast in favour	No. of votes cast against
Appointment of Mrs. Cauvery Dharmaraj, (DIN:02917088) as an Independent Director of the Company.	E-votes - 2,81,46,989	E-votes - 1,328
	Ballot votes - NA	Ballot votes - NA
	Total Votes - 2,81,46,989 99.99%	Total Votes - 1,328 0.004%
Re-appointment of Mr. M S Jagan, (DIN: 02002827) as an Independent Director of the Company for a second consecutive term of 5 years.	E-votes - 2,77,99,010	E-votes - 1,179
	Ballot votes - NA	Ballot votes - NA
	Total Votes - 2,77,99,010 99.99%	Total Votes - 1,179 0.004%
Re-appointment of Mr. Murali Gopalakrishnan, (DIN:08066529) as the Whole Time Director, designated as Executive Director cum Chief Executive Officer of the Company for a term of 3 years.	E-votes - 2,77,98,980	E-votes - 1,209
	Ballot votes - NA	Ballot votes - NA
	Total Votes - 2,77,98,980 99.99%	Total Votes - 1,209 0.004%

Person who conducted the Postal Ballot exercise:

Mr. M. Alagar, Managing Partner (Membership no. F7488 and CoP No. 8196) of M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai, (Firm Registration Number: P2011TN078800) was appointed as the scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

The Postal Ballot exercise was duly conducted as per provisions of Companies Act, 2013.

Whether any Special Resolution is proposed to be conducted through Postal Ballot and procedure for the same: If required, shall be conducted as per Law.

Procedure for Postal Ballot:

- During the financial year the Company conducted two postal ballot and the detailed procedures are given below:
- The Company has sent the notice of Postal Ballot only through electronic mode on Tuesday 19th November, 2024 to those members whose names appered on the Register on Members / Register of Beneficial Owners, as on Friday 15th November, 2024 ("Cut-off Date"). The newspaper advertisment regarding dispatch of notice was published on Wednesday 20th November, 2024. The shareholders were offered the facility of remote e-voting. The remote e-voting remained open from Wednesday 20th November, 2024 to Saturday 19th December, 2024. Mr. M. Alagar, Scrutinizer, carried out the scrutiny of all electronic votes cast through NSDL platform upto 05.00 p.m. on 19th December, 2024 & submitted his report dated 20th December, 2024 relating to the results on the voting by Postal Ballot.
- The Company has sent the notice of Postal Ballot only through electronic mode on Tuesday 20th August, 2024 to those members whose names appered on the Register on Members / Register of Beneficial Owners, as on Friday 16th August, 2024 ("Cut-off Date"). The newspaper advertisment regarding dispatch of notice was published on Wednesday 21st August, 2024. The shareholders were offered the facility of remote e-voting. The remote e-voting remained open from Wednesday 21st August, 2024 to Thursday 19th September, 2024. Mr. M. Alagar, Scrutinizer, carried out the scrutiny of all electronic votes cast through NSDL platform upto 05.00 p.m. on 19th September, 2024 & submitted his report dated 20th September, 2024 relating to the results on the voting by Postal Ballot

(C) Means of Communication.

The Company's website is a comprehensive reference on ISL's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The section on investors serves to inform the shareholders, by giving complete financial details, shareholding pattern, information relating to stock exchanges, list of shareholders who have not claimed their dividends to comply with MCA Guidelines. The Company regularly interacts with the shareholders through the multiple channels of communication such as publication of results, annual report and the company's website. The Company also informs the Stock Exchanges i.e. BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com), in a prompt manner, all price sensitive information and all such other matters which in its opinion, are material and relevant for the shareholders.

Quarterly results.	Quarterly results are generally announced within 45 days of the end of the quarter.
Newspaper in which Financial results are normally published.	Financial Express and Makkal Kural.
Any website where Financial Results are displayed.	Yes. It is published in the Company's website https://www.inspirisys.com/investors/financial-results-under-reg-33-of-lodr under Investors Section.

(D) General Shareholder Information

(i) Annual General Meeting:

Date	Friday, 27th June, 2025
Time	02.00 PM
Venue/Mode	The Annual General Meeting will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The Registered office i.e. First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010,Tamil Nadu shall be deemed to be venue of the meeting.

(ii) Financial Year : 01st April to 31st March

Financial Calendar (Tentative)

Results for quarter ending 30th June, 2025	Mid August, 2025
Results for quarter ending 30th September, 2025.	Mid November, 2025
Results for quarter ending 31st December, 2025.	Mid February, 2026
Results for year ending 31st March, 2026.	End May, 2026

(iii) Book Closure

Date of Book Closure	Saturday, 21st June, 2025 to Friday, 27th June, 2025 (both days inclusive)

(iv) Listing on Stock Exchanges and Stock Code / Symbol

Name of Stock Exchanges	Stock Code / Symbol
The National Stock Exchange of India Limited. Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.	INSPIRISYS
The BSE Limited. Phiroze Jeejebhoy Towers, Dalal Street, Mumbai - 400 001.	532774

It is confirmed that the Annual Listing fees for the year 2025 - 2026 have been paid to the concerned Stock Exchanges.

(v) Registrars and Share Transfer Agents.

The Members are requested to correspond to the Company's Registrars & Share Transfer Agents as given below:

M/s. MUFG Intime India Private Limited

(formally known as Link Intime India Private Limited)

C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083.
Tel: 022-49186270
Fax: 022-49186060
Email: rnt.helpdesk@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

(vi) Shareholding as on 31st March, 2025

(a) Distribution of shareholding as on 31st March, 2025

Shares - Range		Number of Share holders	% of Total Share holders	Total Shares for the Range	% of Issued Capital
From	To				
1	500	6430	84.32	708661	1.79
501	1,000	491	6.44	411945	1.04
1,001	2,000	249	3.27	384869	0.97
2,001	3,000	141	1.85	363824	0.92
3,001	4,000	51	0.67	180017	0.45
4,001	5,000	68	0.89	325528	0.82
5,001	10,000	109	1.43	803278	2.03
10,001 and above		87	1.14	36438741	91.98
Total		**7626**	**100.00**	**39616873**	**100.00**

(b) Shareholding pattern as on 31st March, 2025

Category	No. of shares held	% to the total paid up capital
Promoters		
Foreign	2,77,12,125	69.95%
Non Promoters		
Bodies Corporate	49,70,485	12.55%
Central Government	1,500	0.00%
NRIs	2,97,693	0.75%
Clearing Member	1,200	0.00%
Hindu Undivided Family	3,42,611	0.86%
Public	62,27,119	15.73%
IEPF	46,639	0.12%
Ltd. Liability Partnership	17,501	0.04%
Total	**3,96,16,873**	**100.00%**

Capital of the Company

Authorized Capital	..	₹ 50,00,00,000
Paid-up Capital	..	₹ 39,61,68,730

(c) Top ten shareholders as on 31st March, 2025

Sl. No.	Category	Name of the Shareholder	No. of Shares held	% to the total paid up capital
1	Promoter	CAC Holdings Corporation	2,77,12,125	69.95%
2	Non-Promoter	Amicorp Trustees (India) Private Limited	44,64,279	11.26%
3	Non-Promoter	Tara Chand Jain	5,74,146	1.45
4	Non-Promoter	Praful Mehta	4,42,033	1.12
5	Non-Promoter	Ashwin Dungershi Dedhia	2,96,733	0.75
6	Non-Promoter	Kanishka Jain	2,82,909	0.71
7	Non-Promoter	Kanchan Dungershi Dedhia	2,54,274	0.64
8	Non-Promoter	Savio Gerard Pinto	2,39,008	0.60
9	Non-Promoter	Jane Sequeria Pinto	1,78,019	0.45
10	Non-Promoter	Somani Stock Broking Pvt. Ltd.	1,58,260	0.40

Dematerialization of shares and liquidity

99.90% of the equity shares have been dematerialized as on 31st March, 2025.

In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligation and Disclosure Regurements) Regulations 2015, effective from 01st April, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Therefore, Company's shares can be traded only in dematerialized form as per SEBI notification. The Company has entered into an Agreement with NSDL and CDSL whereby shareholders have the option to dematerialize their shares with either of the depositories. Equity shares are actively traded in NSE and BSE.

(vii) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity.

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

(viii) Address for correspondence

The Company Secretary
Inspirisys Solutions Limited
First Floor, Dowlath Towers,
New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk, Chennai - 600 010,
Tamil Nadu, India.
Tel: 044 - 4225 2071.

(ix) Reconciliation of Share Capital

As stipulated by SEBI, a qualified Practicing Company Secretary carries out audit of Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

9. Other Disclosures:

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large.

None of the transactions with any of the related parties were in conflict with the Company's interest.

(b) Details of non compliance by the listed entity, penalties and strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.

Financial Year	Particulars
2022-2023	NIL
2023-2024	The Company had received Show Cause Notice from SEBI dated September 24, 2021 and the Company has received a final order no. QJA/GG/CFID/CFID-SEC4/29359/2023-24 dated September 20, 2023 from SEBI and a penalty amount of ₹ 10,00,000/- (Rupees Ten Lakh only) has been imposed on the Company under Section 15HB of Securities and Exchange Board of India Act, 1992 and 23E of Securities Contracts (Regulation) Act, 1956 ("SCRA") and accordingly, the Company has paid the penalty amount to SEBI on October 20, 2023.
2024-2025	NIL

(c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit Committee;

The Company has established a mechanism called 'Vigil Mechanism' for directors and employees to report to the appropriate authorities of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics policy and provides safeguard against victimization of employees who avail the mechanism. During the year under review, no employee was denied access to the Audit Committee.

Further details are available in the whistleblower policy of the Company posted in Company website https://www.inspirisys.com/images/subsidiary-companies-financial/Whistle%20Blower%20Policy.pdf

(d) Web link where policy for determining 'material' subsidiaries is disclosed.

The policy on Material Subsidiaries is disclosed in the Company's website https://www.inspirisys.com/images/subsidiary-companies-financial/Policy-on-Material-Subsidiaries-2025.pdf

(e) Web link where policy on dealing with related party transactions is disclosed;

The Policy on dealing with related party transactions is disclosed in the Company's website https://www.inspirisys.com/images/subsidiary-companies-financial/Related-Party-Transaction-Policy-2025.pdf

(f) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Nil

(g) Certificate from a Company Secretary in Practice.

M/s. Alagar & Associates, (formerly known as M/s. M. Alagar & Associates) Practicing Company Secretaries, Chennai, has issued a certificate as required under SEBI (LODR) Regulations, 2015 confirming that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. This certificate is annexed hereto.

(h) Details of total fees paid to statutory auditors.

The Company has paid ₹ 38 Lakhs to the statutory auditors for all services received by the Company, on a consolidated basis.

(i) Disclosure in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(j) Disclosure by Company and its subsidiaries of 'Loans and advances in the nature of loans to Firms/Companies in which Directors are interested by name and amount'

The Company and its subsidiaries have not provided any loans and advances in the nature of loans to firms/ companies in which directors are interested.

(k) Details of material subsidiaries of the listed entity;

During the financial year, the listed entity had no material subsidiary.

10. Non-compliance of any requirement of Corporate Governance report of sub paras (2) to (10) of Para C to Schedule V of the SEBI (LODR) Regulation, 2015.

The Company has complied with the requirements in this regard.

11. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46.

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Compliance observed for the following
Board of Directors	17	Yes	• Board composition. • Meeting of Board of directors. • Quorum of board meeting • Review of Compliance Reports. • Plans for orderly succession for appointments. • Code of Conduct. • Fees/compensation. • Minimum Information to be placed before the Board. • Compliance Certificate. • Risk Assessment & Management. • Performance Evaluation of Independent Directors. • Recommendation of Board • Maximum number of Directorship
Audit Committee	18	Yes	• Composition. • Meeting of Audit Committee. • Powers of Audit Committee. • Role of Audit Committee and review of information by the Committee.
Nomination & Remuneration Committee	19	Yes	• Composition. • Quorum • Meeting • Role of the Committee.
Stakeholder Relationship Committee	20	Yes	• Composition. • Meeting. • Role of the Committee.

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Compliance observed for the following
Risk Management Committee	21	Not Applicable	• It is applicable only to Top 1000 listed entities and our Company is not falling under this criteria.
Vigil Mechanism	22	Yes	• Formulation of Vigil Mechanism for Directors and Employees. • Adequate safeguards against victimization of Director(s) or Employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairman of the audit Committee in appropriate or exceptional cases.
Related Party Transaction	23	Yes	• Policy on materiality of related party transactions and on dealing with related party transaction. • Prior or omnibus approval of Audit Committee for all related party transactions. • Disclosure of related party transactions on consolidated basis.
Corporate Governance requirements with respect to subsidiary of listed entity	24	Yes	• Composition of Board of Directors of unlisted material Subsidiary. • Audit Committee reviews the financial statements, in particular, the investments made by the unlisted subsidiary. • Minutes of the meetings of the Board of Directors of the unlisted subsidiary is placed at the meeting of the Board of Directors of the Company.
Annual Secretarial Compliance Report	24(A)	Yes	• Secretarial Audit of listed entity and its material unlisted subsidiary. • Annual Secretarial Compliance Report.
Obligations with respect to Independent Directors	25	Yes	• Alternate Director to Independent Director. • Maximum Directorship and tenure. • Meeting of Independent Directors. • Familiarization of Independent Directors. • Declaration from Independent Director • Directors and Officers insurance.
Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26	Yes	• Memberships/Chairmanships in Committees. • Affirmation with Compliance with code of conduct from Directors and Senior Management.
Other Corporate Governance requirements	27	Yes	• Compliance with Discretionary requirements. • Filing of quarterly compliance report on Corporate Governance.
Website	46(2)(b) to (i)	Yes	• Memoradum and articles of Association of the Compnay. • Brief profile of Board of Director including Directorship and full-time positions in Body Corporate. • Terms and conditions of appointment of Independent Directors. • Composition of various Committees of Board of Directors. • Code of conduct of Board of Directors and senior management personnel. • Details of establishment of Vigil mechanism/ Whistle Blower policy. • Criteria of making payments to non-executive directors. • Policy on dealing with related party transactions. • Policy for determining 'material' subsidiaries. • Details of familiarization programmes imparted to Independent Directors.

Certificate under Regulation 17 (8) & Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Inspirisys Solutions Limited
First Floor, Dowlath Towers,
57, 59, 61 & 63, Taylors Road, Kilpauk
Chennai - 600 010.

We certify that we have reviewed the financial statements and the cash flow statement prepared based on Indian Accounting Standards for the year ended 31st March, 2025 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards, Laws and Regulations.

(3) There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

(4) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(5) We have indicated to the Auditors and the Audit Committee.

   (a) significant changes, if any, in internal control over financial reporting during the year;

   (b) significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the financial statements; and instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Chennai	**Murali Gopalakrishnan**	**Balaji Ramanujam**
Date: 09th May, 2025	Executive Director & Chief Executive Officer	Chief Financial Officer

---

Declaration signed by the Executive Director & Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management.

As provided under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members & Senior Management Personnel have affirmed compliance with Inspirisys Solutions Limited's Code of Conduct for the year ended 31st March, 2025.

Place: Chennai
Date: 09th May, 2025

Murali Gopalakrishnan
Executive Director & Chief Executive Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Inspirisys Solutions Limited
1st Floor, Dowlath Towers,
New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk, Chennai - 600 010.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Inspirisys Solutions Limited** having CIN L30006TN1995PLC031736 and having registered office at 1st Floor, Dowlath Towers, New Door Nos.57, 59, 61 & 63 Taylors Road, Kilpauk, Chennai 600010 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of the information received and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No	Name	DIN	Designation	Date of Appointment
1.	Mr. Satoshi Iwanaga	10817792	Non-Executive - Non Independent Director, Chairperson	01/01/2025
2.	Mr. Murali Gopalakrishnan	08066529	Executive Director - CEO	01/11/2022
3.	Mr. Rajesh Muni	00193527	Non-Executive - Independent Director	06/05/2017
4.	Mr. Murari Jagan	02002827	Non-Executive - Independent Director	07/02/2020
5.	Mr. Toru Horiuchi	08111162	Non-Executive - Non Independent Director	01/11/2022
6.	Mrs. Cauvery Dharmaraj	02917088	Non-Executive - Independent Director	08/08/2024

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Alagar & Associates
(formery known as M. Alagar & Associates)
Practicing Company Secretaries
Peer Review Certificate No: 6186/2024

R. Bharathi
Partner
ACS No.: 24166
COP No.: 27315
UDIN : A024166G000303841

Place: Chennai
Date: May 09, 2025

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Inspirisys Solutions Limited
1st Floor, Dowlath Towers,
New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk, Chennai - 600 010.

We have examined the compliance of conditions of Corporate Governance by **Inspirisys Solutions Limited** ("the Company") for the period ended March 31, 2025 as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Alagar & Associates
(formery known as M. Alagar & Associates)
Practicing Company Secretaries
Peer Review Certificate No: 6186/2024

R. Bharathi
Partner
ACS No.: 24166
COP No.: 27315
UDIN :A024166G000303830

Place: Chennai
Date: May 09, 2025

This space is intentionally left blank

Independent Auditor's Report

To the Members of Inspirisys Solutions Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Inspirisys Solutions Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and profit, other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters tobe communicated in our report.

Accounting for revenue from services

The Company's Services Division, which includes Infrastructure, Security, Cloud and Software services, earns revenue through a variety of contractual arrangements with external customers such as fixed-price maintenance & support service contracts, fixed-price software contracts. The Company has time-and-material contracts with external customers and a subsidiary in the USA.

Revenue recognition for these arrangements involves multiple methods:

- For fixed-price **maintenance and support services**, revenue is recognized on a straight-line basis over the contract period, adjusted for expected liquidated damages or deductions.
- For **fixed-price software contracts**, revenue is recognized using the **percentage-of-completion method** where the performance obligations are satisfied over a period of time, and customer billings are done based on achievement of milestone.
- For **time-and-material contracts**, revenue is recognized as the services are performed based on the efforts burnt multiplied with the agreed rate with customers.

Significant Management judgments are involved in determining the timing and amount of revenue to be recognized, especially in:

- Estimating costs to complete fixed-price contracts.
- Assessing the stage of completion.
- Determining the existence of any uncertainties affecting the measurement or collectability of consideration.

Due to multiple revenue streams, the estimation involved, and the associated risk of misstatement, revenue recognition in the services division was considered to be a key audit matter.

How the matter was addressed in the audit

Our audit approach included testing of the design and operating effectiveness of the internal controls and substantive testing but were not limited to the following:

- We read the Company's revenue recognition policy and related disclosures. We performed walkthroughs of each significant class of revenue transactions and assessed and tested the design effectiveness and operating effectiveness for key controls over contract revenue recognition.
- Assessing the appropriateness of the Company's revenue recognition policies with reference to the IND AS 115-Revenue from Contracts with Customers.
- Reviewing the samples of customer contracts to assess whether the revenue recognition method applied was appropriate and consistent with contractual terms.
- Testing the mathematical accuracy of revenue recognized under the straight-line and percentage-of-completion methods.

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

- We performed cut off procedures by reference to the contract.
- Evaluating the adequacy of disclosures related to revenue recognition in the financial statements

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management discussion & analysis report and Director's report including annexures to Director's report but does not include the standalone financial statements and our auditor's report thereon. The Management discussion & analysis report and Director's report including annexures to Director's reportis expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management discussion & analysis report and Director's reportincluding annexures to Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

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

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

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

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

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

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

Other Matter

The standalone financial statements of the Company for the year ended March 31, 2024, were audited by another auditor. They had modified their report dated May 10, 2024, with respect to recoverability of the carrying value of the trade receivables amounting to Rs.4,049 lakhs from its wholly owned subsidiary, Inspirisys Solutions North America, Inc, USA which were significantly overdue as at March 31, 2024 and related regulatory non- compliance.

Our opinion is not modified on the above matter as the trade receivables have been collected during the financial year.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) Inour opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g).

(c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) The reservation relating to the maintenance of accounts and other matters connected there with are as stated in paragraph (b) above on reporting under Section 143(3) (b) and paragraph 2(h)(vi) below on reporting under Rule 11(g)

(g) With respect tothe adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position inits standalone financial statements - Refer Note 39 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material mis-statement.

v. The Company has neither declared nor paid any dividend during the year.

vi. Based on our examination which included test checks, the Company has used four accounting software(s) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature was enabled at the application level and database level with effect from May 09, 2024 in respect of two accounting software(s) to log any direct data changes.

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

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

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Geetha Jeyakumar
Partner
Membership No. 029409
UDIN: 25029409BMMIOZ6248

Place: Chennai
Date: 09 May, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INSPIRISYS SOLUTIONS LIMITED

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2025, and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Geetha Jeyakumar
Partner
Membership No. 029409
UDIN: 25029409BMMIOZ6248

Place: Chennai
Date: 09 May, 2025

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONEFINANCIAL STATEMENTS OF INSPIRISYS SOLUTIONS LIMITED FOR THE YEAR ENDED 31 MARCH, 2025

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

(i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment, and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) Property, Plant and Equipment and right of use assets were physically verified by the management according to a phased programme designed to cover all items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of Property, plant and equipment and right of use assets have been physically verified by Management during the year. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, there are no immovable properties, and accordingly, the provisions stated under clause 3(i)(c) of the Order are not applicable to the Company. Lease agreements for properties held by the Company under lease are duly executed in favour of the lessee.

(d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.

(e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.

(ii) (a) The inventory (excluding stocks-in-transit) has been physically verified by the management during the year. In respect of goods in transit, the goods these have been confirmed from corresponding dispatch inventory records. No discrepancies were noticed of 10% or more in aggregate for each class of inventory. In our opinion, the frequency, coverage and procedure of such verification is reasonable and appropriate, having regard to the size of the Company and the nature of its operations.

(b) The Company has been sanctioned working capital limits in excess of ₹ 5 crores in aggregate from Banks on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the standalone financial statements,the Company has not drawn from the sanctioned facility. Accordingly, the Company was not required to submit the returns/statements to the bank hence the provisions stated under clause 3(ii)(b) of the order is not applicable to the Company.

(iii) (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year. Accordingly, provisions stated under clause 3(iii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made are not prejudicial to the interest of the Company.

(c) In case of the loans and advances in the nature of loan, schedule of repayment of principal and payment of interest have not been stipulated. In the absence of stipulation of repayment terms, we are unable to comment on the regularity of repayment of principal and payment of interest.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount remaining outstanding as at the balance sheet date as the loans and advances in the nature of loans are repayable on demand and the Company has not demanded such loans and advances in nature of loan (including receivable in nature of loan).

(e) According to the information explanation provided to us, the loans or advances in the nature of loan granted has not been demanded by the Company during the year. Accordingly, the provisions stated under clause 3(iii)(e) of the Order are not applicable to the Company.

(f) According to the information explanation provided to us, the Company has not any granted loans or advances in the nature of loans, including to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013 either repayable on demand or without specifying any terms or period of repayment during the year. Accordingly, the provisions stated under clause 3(iii)(f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security made.

(v) According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the requirement to report under clause 3(iv) of the Order is not applicable to the Company.

(vi) The provisions of sub-Section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products/ services of the Company. Accordingly, the provisions stated under clause 3(vi) of the Order are not applicable to the Company.

(vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have generally been regularly deposited with the appropriate authorities during the year, though there has been a slight delay in a few cases.

There are no undisputed amounts payable in respect of Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, cess and other statutory dues in arrears as at March 31, 2025, outstanding for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us and records examined by us, dues relating to value added tax, Income tax and other statutory dues which have not been deposited as on March 31, 2025, on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded* ₹ In lakhs	Amount Paid ₹ In lakhs	Period to which the amount relates (Financial year)	Forum where dispute is pending
Income Tax Act, 1961#	Income Tax	73	73	2005-06	Income Tax Appelate Tribunal, Chennai
Income Tax Act, 1961#	Income Tax	424	424	2006-07	High Court, Chennai
Income Tax Act, 1961#	Income Tax	396	396	2007-08 & 2008-09	High Court, Chennai
Income Tax Act, 1961#	Income Tax	434	434	2008-09	Commissioner of Income Tax-Appeals, Chennai
Income Tax Act, 1961#	Income Tax	34	34	2009-10	High Court, Chennai
Income Tax Act, 1961#	Income Tax	117	117	2010-11	High Court, Chennai
Income Tax Act, 1961	Income Tax	64	-	2010-11	Commissioner of Income Tax-Appeals, Chennai
Income Tax Act, 1961	Income Tax	784	-	2011-12, 2013-14 & 2014-15	Income Tax Appelate Tribunal, Chennai
Income Tax Act, 1961	Income Tax	2,744	-	2015-16	Commissioner of Income Tax-Appeals, Chennai
Income Tax Act, 1961#	Income Tax	358	358	2012-13 & 2016-17	Commissioner of Income Tax-Appeals, Chennai
Uttar Pradesh Trade Tax Act, 1948	Tax	2	-	2022-23	Deputy Commissioner, Trade Tax, Lucknow
Uttar Pradesh Trade Tax Act, 1948	Tax	11	-	2010-11	Additional Commissioner Appeals, Lucknow

*This does not include interest component.

As per the orders received, the dispute amounts which have been adjusted towards refund due is considered as paid in the above table.

There are no dues relating to employees' state insurance, service tax, duty of customs, duty of excise, cess which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us, there are no transaction which are not recorded in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as stated under clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations provided to us, no money was raised by way of term loans. Accordingly, the provision stated under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Accordingly, reporting under Clause 3(ix)(f) of the order is not applicable to the Company.

(x) (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting requirement under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly, or optionally convertible) during the year. Accordingly, the requirements to report under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) Based on our examination of the books and records of the Company and according to the information and explanations given to us, we report that no fraud by the Company or no fraud on the Company has been noticed or reported during the year in the course of our audit.

(b) During the year no report under Section 143(12) of the Act, has been filed by secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.

(xv) According to the information and explanations given to us, and based on our examination of the records of the Company, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, the requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the provisions stated under clause 3(xvi)(a) of the Order are not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi) (b) of the Order are not applicable to the Company.

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the provisions stated under clause 3 (xvi)(c) of the Order are not applicable to the Company.

(d) The Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (as part of its group.

Accordingly, the requirement to report under clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) Based on the overall review of standalonefinancial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the provisions stated under clause 3(xvii) of the Order are not applicable to the Company.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, the provisions stated under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 38 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) There are no unspent amounts towards Corporate Social Responsibility ("CSR") on other than ongoing projects requiring atransfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section(5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) There are no ongoing projects and accordingly reporting under Clause 3(xx)(b) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Geetha Jeyakumar
Partner
Membership No. 029409
UDIN: 25029409BMMIOZ6248

Place: Chennai
Date: 09 May, 2025

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INSPIRISYS SOLUTIONS LIMITED

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Inspirisys Solutions Limited on the Financial Statements for the year ended March 31, 2025]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Inspirisys Solutions Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company, has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

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

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

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

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Geetha Jeyakumar
Partner
Membership No. 029409
UDIN: 25029409BMMIOZ6248

Place: Chennai
Date: 09 May, 2025

Standalone Balance Sheet as at 31 March 2025

₹ in Lakhs

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4(a)	404	456
Right-of-use assets	5	449	59
Goodwill	4(b)	-	542
Other intangible assets	4(c)	246	299
Intangible assets under development	4(d)	193	81
Financial assets			
- Investments (net) in subsidiaries	6(a)	-	-
- Trade receivables	7	-	73
- Other financial assets	8	476	57
Deferred tax assets (net)	9	1,032	-
Non-current tax assets (net)	10	2,140	3,091
Other non-current assets	11	152	1,199
Total Non Current Assets		**5,092**	**5,857**
Current assets			
Inventories	12	327	386
Financial assets			
- Investments	6(b)	4,378	-
- Trade receivables	7	8,323	13,589
- Cash and cash equivalents	13(a)	2,376	4,559
- Bank balances other than cash and cash equivalents	13(b)	908	1,137
- Loans (net)	14	-	-
- Other financial assets	8	702	679
Other current assets	11	4,159	3,492
Total Current Assets		**21,173**	**23,842**
Total assets		**26,265**	**29,699**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	3,962	3,962
Other equity	16	9,726	7,149
Total equity		**13,688**	**11,111**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	17	34	44
- Lease liabilities	18	254	15
Provisions	19	64	87
Total Non Current Liabilities		**352**	**146**
Current liabilities			
Financial liabilities			
- Borrowings	17	10	4,405
- Lease liabilities	18	213	54
- Trade payables	20	-	-
Total outstanding dues of micro and small enterprises; and		178	186
Total outstanding dues of creditors other than micro and small enterprises		4,096	5,930
- Other financial liabilities	21	**3,123**	2,995
Other current liabilities	22	4,372	4,603
Provisions	19	233	269
Total Current liabilities		**12,225**	**18,442**
TOTAL LIABILITIES		**12,577**	**18,588**
Total equity and liabilities		**26,265**	**29,699**

Summary of material accounting policies and other explanatory information **1-3**

Notes 1 to 44 form an integral part of these standalone financial statements

This is the Standalone balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

S Sundaramurthy
Company Secretary
M. No. : F8203

Place : Chennai
Date : 09 May 2025

Place : Chennai
Date : 09 May 2025

Standalone Statement of Profit and Loss for the year ended 31 March 2025

₹ in Lakhs

Particulars	Note No.	For the Year ended 31 March 2025	For the Year ended 31 March 2024
INCOME			
Revenue from operations	23	37,842	47,783
Other income	24	951	367
Total Income		**38,793**	**48,150**
Expenses			
Purchases of stock-in-trade	25	8,263	19,478
Changes in inventories of stock in trade and finished goods	26	59	(22)
Sub-contracting and outsourcing cost	27	11,614	9,705
Employee benefits expense	28	11,214	10,851
Other expenses	29	4,260	4,275
Total expenses		**35,410**	**44,287**
Profit before tax, finance cost, depreciation and amortization expenses		**3,383**	**3,863**
Finance costs	30	569	748
Depreciation and amortization expense	31	539	458
Profit before tax		**2,275**	**2,657**
Tax expense			
Current tax	32	686	497
Deferred tax charge/ (credit)	9	(1,019)	-
Total tax expense / (credit)		**(333)**	**497**
Profit for the year		**2,608**	**2,160**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit and loss			
- Re-measurement of post employment benfit obligation, (net)		(45)	(69)
- Income tax relating to items that will not be reclassified to profit and loss		13	20
		(32)	(49)
Items that will be reclassified to profit and loss			
- Exchange differences on translation of foreign operations		1	5
- Income tax relating to translation of foreign operations		-	(1)
		1	4
Other comprehensive income for the year, net of tax		**(31)**	**(45)**
Total comprehensive income for the year		**2,577**	**2,115**
Earnings per equity share (EPS)	33		
Basic and diluted (in ₹)		6.58	5.45
Nominal value of equity shares (in ₹)		10	10

Summary of material accounting policies and other explanatory information **1-3**
Notes 1 to 44 form an integral part of these standalone financial statements

This is the Standalone balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

Place : Chennai
Date : 09 May 2025

S Sundaramurthy
Company Secretary
M. No. : F8203
Place : Chennai
Date : 09 May 2025

Standalone Statement of Cash Flows for the year ended 31 March 2025

₹ in Lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,275	2,657
Adjustments for:		
Depreciation and amortization expense	539	458
Income on reversal of lease liabilities	(6)	-
Interest expense	569	748
Impairment of goodwill	542	-
Provision for credit loss on financial assets	248	269
Liquidated damages	203	181
(Reversal) for inventory obsolescence	(113)	(57)
(Reversal) for gratuity and compensated absences	(54)	(649)
Net unrealised foreign exchange (gain)	(86)	(241)
Bad debts written off	-	20
Gain on sale of investments in mutual funds	(154)	-
Gain on fair valuation on investments in mutual funds	(54)	-
Interest income from financial assets at amortized cost	(180)	(157)
Provision / (reversal) for warranty	(38)	70
Liabilities no longer required written back	(431)	-
Interest on income tax refund	(34)	(30)
Profit on sale of property, plant and equipment	(1)	-
Operating profit before working capital changes	**3,225**	**3,269**
Adjustments for decrease / increase :		
Inventories	172	35
Trade receivables	5,328	(1,975)
Financial assets	27	132
Other non-current assets	1,020	(592)
Other current assets	(653)	(1,448)
Trade payables	(1,842)	1,564
Other financial liabilities	256	865
Other current liabilities	(231)	2,127
Cash generated from operations	**7,302**	**3,977**
Direct taxes refund received / (paid), net	297	(341)
Net cash generated from operating activities	**7,599**	**3,636**
B. Cash flow from investing activities		
Purchase of property, plant and equipment, intangible assets, intangible assets under development	(309)	(394)
Proceeds from sale of property, plant and equipment and other intangible assets	5	-
Net proceeds from sale of investments in mutual funds	154	-
Investments in mutual funds, net	(4,324)	-
Interest received from financial assets at amortized cost	171	157
Investment in bank deposits (original maturity more than 3 months), net	(283)	(1,015)
Net cash (used in) investing activities	**(4,586)**	**(1,252)**
C. Cash flow from financing activities		
Repayment of long term borrowings (Refer Note 17)	(4,157)	(26)
Proceeds from long term borrowings (Refer Note 17)	-	45
(Repayment)/ proceeds of short term borrowings, net (Refer Note 17)	(248)	157
Principal elements of lease liabilities	(223)	(168)
Interest paid	(569)	(748)
Net cash used in financing activities	**(5,197)**	**(740)**
D. Net (decrease) / increase in cash and cash equivalents	**(2,184)**	**1,644**
E. Cash and cash equivalents at the beginning of the year	**4,559**	**2,908**
Effects of foreign currency translation	1	7
F. Cash and cash equivalents at the end of the year	**2,376**	**4,559**
Cash and cash equivalents include		
Cash on hand	2	4
Balances with banks in current accounts (Includes Funds in Transit of ₹ 12 Lakhs (March 31, 2024 ₹ 75 Lakhs)	2,374	4,555
Cash and cash equivalents (Also refer note 13)	**2,376**	**4,559**

Summary of material accounting policies and other explanatory information **1-3**

Notes 1 to 44 form an integral part of these standalone financial statements

This is the Standalone balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

Place : Chennai
Date : 09 May 2025

S Sundaramurthy
Company Secretary
M. No. : F8203
Place : Chennai
Date : 09 May 2025

Standalone Statement of Changes in Equity for the year ended 31 March 2025

₹ in Lakhs

Particulars	Equity share capital	Other Equity					Total
		Reserves and surplus			Other Comprehensive Income		
		General reserve	Retained Earnings	Securities Premium	Re-measure-ment of post employment benefit obligation	Exchange differences on translation of foreign operations	
Balances as at 01 April 2023	3,962	859	**(7,194)**	11,555	(**198**)	11	**8,995**
Profit for the year	-	-	2,160	-	-	-	2,160
Other comprehensive income/(loss), net of tax	-	-	-	-	(49)	4	(45)
Total comprehensive income / (loss) for the year	**-**	**-**	**2,160**	-	**(49)**	**4**	**2,115**
Balances as at 31 March 2024	**3,962**	**859**	**(5,033)**	**11,555**	**(247)**	**15**	**11,111**
Profit for the year	-	-	2,608	-	-	-	2,608
Other comprehensive income/(loss), net of tax	-	-	-	-	(32)	1	(31)
Total comprehensive income / (loss) for the year	**-**	**-**	**2,608**	**-**	**(32)**	**1**	**2,577**
Balances as at 31 March 2025	**3,962**	**859**	**(2,425)**	**11,555**	**(279)**	**16**	**13,688**

Summary of material accounting policies and other explanatory information **1-3**
Notes 1 to 44 form an integral part of these standalone financial statements

This is the Standalone balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

Place : Chennai
Date : 09 May 2025

S Sundaramurthy
Company Secretary
M. No. : F8203
Place : Chennai
Date : 09 May 2025

1 Background

Inspirisys Solutions Limited ("Inspirisys" or the Company) was incorporated on 8 June 1995 and is listed on the National Stock Exchange of India ('NSE') and Bombay Stock Exchange Limited ('BSE'). The Company's principal lines of business is IT services which includes, providing system integration solutions comprising network design, hardware and software, IT infrastructure management solutions, warranty management solutions for imported and indigenous equipment, development, implementation and maintenance of software applications. The Registered office of the Company is located at First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010, Tamil Nadu, India.

The Standalone financial statements were approved by the Board of Directors and authorized for issue on 09 May 2025.

2 Summary of material accounting policies

a) Basis of preparation and presentation of standalone financial statements

The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules,2015 and relevant amendments rules issued thereafter.

The financial statements of the Company are prepared in Indian Rupee (₹), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months. Figures for the previous years have been regrouped/rearranged wherever considered necessary to conform to the current year classification.

b) Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Company bases its estimates and assumptions on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Significant management estimates and judgements

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Classification of leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

Recognition of deferred tax assets and income tax treatments

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Capitalisation of internally developed intangible assets

Distinguishing the research and development phases of a new customised project and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. In assessing impairment, management estimates the recoverable amount of each asset or cash generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Recoverability of advances / receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Useful lives of depreciable / amortizable assets

Management reviews its estimate of the useful lives of depreciable / amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain items of property, plant and equipment.

Inventory

Management estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The policy has been further explained under note 2(r) financial instruments.

c) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 12 months.

d) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready or substantially ready for use, as intended by management.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalised 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 and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains/ losses are recognised in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred.

Property, plant and equipment are depreciated using straight line method over the estimated useful lives of the assets. The estimated useful lives of the assets are as follows:

Particulars	Useful life (years)
Computer hardware	3 - 6
Furniture and fittings	10
Office equipment	5
Plant and machinery	15
Leasehold improvements	Over primary lease term
Vehicles	5

The Company has evaluated the applicability of component accounting as prescribed under Ind AS 16 and Schedule II of the Companies Act, 2013, the management has not identified any significant component having different useful lives. Schedule II requires the Company to identify and depreciate significant components with different useful lives separately. The useful lives of these assets are in line with the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end.

e) Intangible assets

Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and impairment. Advances paid towards the acquisition of intangible assets outstanding at each Balance Sheet date are disclosed as other non-current assets and the cost of intangible assets not ready for their intended use before such date are disclosed as intangible assets under development. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

The residual values, useful lives and methods of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. Goodwill of the Company is not amortised since the same has a infinite useful life.

A summary of useful life's considered for the intangible assets is as below:

Particulars	Useful life
Software	7 years
Goodwill	Infinite

f) Impairment of intangible assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or 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 recognised 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 asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the Statement of Profit and Loss.

Intangible assets that have an indefinite useful life, not subject to amortisation and Intangible assets under development are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

g) Revenue recognition

The Company earns revenue primarily from Information Technology (IT) services which includes, providing system integration solutions comprising network design, hardware and software, IT Infrastructure management solutions, warranty management solutions for imported and indigenous equipment and development, implementation and maintenance of software applications.

To determine whether to recognise revenue from contracts with customers, the Company follows a 5-step process:

1 Identifying the contract with customer
2 Identifying the performance obligations
3 Determining the transaction price
4 Allocating the transaction price to the performance obligations
5 Recognising revenue when/as performance obligation(s) are satisfied.

A performance obligation is satisfied over time if one of the following criteria is met:

a) the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs;

b) the entity's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced ; or

c) the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length. Invoicing in excess of revenues are classified as contract liabilities (which we refer to as "unearned revenue").

The Company disaggregates revenue from contracts with customers by nature of offerings (sales and services).

System Integration (Products / Hardware)

System Integration division carries out sale of servers, IT and Network related products and software across India based on contracts with the customers.

• Revenue from the sale of third party supply is recognised when control of the product is transferred to the customer, being the point of time when the product / software is delivered and acknowledged by the customer. In cases where installation services are rendered, the sale and installation service is considered as multiple performance obligations and revenue is recognised separately as and when the delivery and the installation service is performed

Services (Infra / Security / Cloud / Software)

Services (Infra, Security, Cloud and Software) division provides maintenance services of hardware, software and other network related parts and also outsources certain maintenance contracts to the other service providers. Services division also carries out software development services to its subsidiary in USA and external customers and the same are provided to the customers based on contracts.

• Under fixed price maintenance and support services, the performance obligations relating to the service are satisfied over a period of time and the revenue is recognised on a straight line basis over the period of contract, net of expected liquidated damages or deductions.

• Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as contract assets. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Contracts assets are recognised when there is an excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Other contract assets have been disclosed as contract assets within other assets. Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met

Warranty Management services (WMS)

Warranty Management Services division is a vendor agnostic, full-service, warranty management service provider in the field of IT, Telecom, Security surveillance, Home Automation and other areas.

h) Other income

Other income is comprised primarily of interest income, gain/loss on investments, exchange gain/loss on translation of assets and liabilities.

Interest income

Interest income is reported on an accrual basis using the effective interest method and is included under the head "other income" in the Statement of Profit and Loss.

i) Inventories

Inventories are stated at lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost is determined on weighted average basis for raw materials, stock in trade, stores and spares and finished goods and includes expenditure incurred in the normal course of business in bringing inventories to its location and condition, where applicable. Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision/ write off is made for such inventories.

j) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature. The costs of the Company are broadly categorised in employee benefit expenses, finance cost, depreciation and amortisation expense and other expenses. Employee benefit expenses include salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Other expenses mainly include fees to professional and consultants, rent, outsourcing costs, travel expenses, communication expenses, freight expenses and other miscellaneous expenses. Other miscellaneous expenses is an aggregation of costs which are individually not material such as repairs and maintenance, electricity charges and advertisement and brokerage, etc.

k) Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan

(i) Provident fund

This is a defined contribution plan where contributions are remitted to provident fund authorities in accordance with the relevant statute and charged to the Statement of Profit and Loss in the period in which the related employee services are rendered. The Company has no further obligations for future provident fund benefits in respect of these employees other than its monthly contributions.

Defined benefit plan

(i) Gratuity

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets (if any). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

(ii) Compensated absences

The Company provides benefit of compensated absences under which unavailed leave are allowed to be accumulated to be availed in future. The compensated absences comprises of non vesting benefit. Long term compensated absence costs are provided for based on actuarial valuation using the projected unit credit method.

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

Service cost on the Company's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost.

Gains and losses through re-measurements of the defined benefit plans are recognized in other comprehensive income, which are not reclassified to profit or loss in a subsequent period.

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

l) Leases

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- Amounts expected to be payable under a residual value guarantee.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months and low value lease. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

m) Foreign currency transactions

Functional and presentation currency

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees (₹) (rounded off to nearest lakhs).

Transactions and translations

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance sheet date. The gains or losses resulting from such transactions are included in net profit in the Statement of Profit and Loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rates prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rates prevalent at the date of transaction.

Transaction gains or losses realized upon settlement of foreign currency translations are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains / (losses).

n) Investments in subsidiaries

The Company's investment in equity instruments in subsidiaries are accounted for at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

o) Income taxes

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

Current income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The current income tax expense includes income taxes payable by the Company and its branches in overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income after taking credit for tax relief available for export operations in Special Economic Zones (SEZs).

Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that 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.

The carrying amount of deferred 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 tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to setoff the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

p) Provisions and contingencies

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

q) Financial instruments

Financial assets

Initial recognition and measurement

Financial assets (other than trade receivables) are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through statement of profit and loss which are measured initially at fair value. Subsequent measurement of financial assets is described below. Trade receivables are recognized at their transaction price as the same do not contain significant financing component.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified and measured based on the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

a. Amortized cost

b. Fair Value Through Other Comprehensive Income (FVTOCI) or

c. Fair Value Through Profit or Loss (FVTPL).

All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

(i) Financial asset at amortised cost

Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are measured subsequently at amortized cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

(ii) Financial assets at Fair Value Through Other Comprehensive Income (FVTOCI)

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Company, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These elections are made on an instrument-by instrument (i.e.., share-by-share) basis. If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognized in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognized in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognized in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

(iii) Financial assets at Fair Value Through Profit or Loss (FVTPL)

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortized cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognized in statement of profit and loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognized in the statement of profit and loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's standalone balance sheet) when:

a. The rights to receive cash flows from the asset have expired, or

b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 Financial Instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Equity instruments

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices, and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. For financial assets and liabilities maturing within one year from the Balance sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

r) Impairment of financial assets

In accordance with Ind AS 109 Financial Instruments, the Company applies expected credit loss (ECL) model and specific identification method based on the credit risk for measurement and recognition of impairment loss for financial assets.

The Company tracks credit risk and changes thereon for each customer. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss, except for trade receivables.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity uses the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Company uses default rate for credit risk to determine impairment loss allowance on portfolio of its trade receivables.

Trade receivables

The Company applies approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Default is cosidered to exist when the counter party fails to make the contractual payment within 30 days of when they fall due.

A trade receivable is considered to be credit impaired when the management considers the amount to be non recoverable.

Significant increase in credit risk is said to have occurred when the recoverability has not occurred post 90 days of becoming due.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit and Loss.

s) Impairment of non-financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

t) Fair value measurement

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

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

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

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

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

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

u) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks and on hand which are unrestricted for withdrawal and usage. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

v) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has identified the following as reportable segments: a) System integration (SI) Solutions comprising of supply, installation, commissioning of network design, hardware, software and related services, b) Services (Infra , Security, Cloud and Software), c) Warranty management services (WMS).

Per Para 4 of Ind AS 108 Operating Segments, when entity's financial report contains both the consolidated financial statements of a parent that is within the scope of this Ind AS well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Hence segment information is disclosed as part of consolidated financial statements for the year ended 31 March 2025.

w) Earnings per Share (EPS)

Basic EPS are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company (after adjusting for interest on the convertible preference shares, if any) 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. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

x) Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future operating cash receipt or payments, and items of income or expenses associated with investing or financing cash flows. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of 3 months or less, as applicable.

y) Transfer Pricing

The Company is required to use certain specific methods in computing arm's length price of international transactions between the associated enterprises and maintain prescribed information and documents relating to such transactions. The appropriate method to be adopted will depend on the nature of transactions/class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Transfer pricing study for the financial year ended 31 March 2025 is in progress and accordingly, the contracts may be amended subsequently and related adjustment, if any, will be quantified upon completion of this study. However, in the opinion of the Management, the outcome of the study will not have material impact on the Company's results.

z) Recent accounting pronouncements

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. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements. On May 9, 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company is currently assessing the probable impact of these amendments on its financial statements.

Measurement of Profit before finance cost, depreciation and amortization expense (PBITDA)

As permitted by the Guidance Note on division II - IND AS Schedule III to the act, the Company has elected to present Profit before finance cost, depreciation and amortization expense (PBITDA) as a separate line item on the face of the standalone statement of profit and loss.

In its measurement of PBITDA, the Company includes other income but does not include depreciation and amortisation expense, finance cost and tax expense.

This space is intentionally left blank

4 Property, plant and equipment, goodwill, Intangible assets and Intangible assets under development

₹ in Lakhs

Particulars	Property, plant and equipment							Intangible assets		
	Refer Note 4(a)							Refer Note 4(b)	Refer Note 4(c)	Refer Note 4(d)
	Leasehold improve-ments	Plant and machinery	Furniture and electrical fittings	Office equip-ment	Computers	Vehicles	Total	Goodwill	Softwares	Under development
Gross block										
Balance as at 01 April 2023	**315**	**123**	**80**	**117**	**1,245**	**142**	**2,022**	**864**	**1,562**	**42**
Additions	14	-	-	11	170	58	253	-	11	130
Deletions	-	-	-	-	(22)	(25)	(47)	-	-	-
Balance as at 31 March 2024	**329**	**123**	**80**	**128**	**1,393**	**175**	**2,228**	**864**	**1,573**	**172**
Additions	6	-	0	11	139	18	175	-	22	134
Deletions	(99)	(28)	(4)	(17)	(23)	(103)	(274)	-	-	(22)
Balance as at 31 March 2025	**236**	**95**	**76**	**122**	**1,509**	**90**	**2,129**	**864**	**1,595**	**284**
Accumulated depreciation/amortization										
Balance as at 01 April 2023	**253**	**100**	**72**	**81**	**973**	**101**	**1,580**	**322**	**1,199**	**-**
Charge for the year	45	5	4	11	134	39	238	-	75	-
Impairment loss for the year (Also, refer note 29)	-	-	-	-	-	-	-	-	-	91
Reversals on deletions of assets	-	-	-	-	(22)	(24)	(46)	-	-	-
Balance as at 31 March 2024	**298**	**105**	**76**	**92**	**1,085**	**116**	**1,772**	**322**	**1,274**	**91**
Charge for the year	12	13	2	13	166	18	224	-	75	-
Impairment loss for the year (Also, refer note 29)	-	-	-	-	-	-	-	542	-	-
Reversals on deletions of assets	(97)	(27)	(4)	(17)	(24)	(103)	(271)	-	-	-
Balance as at 31 March 2025	**213**	**91**	**74**	**88**	**1,227**	**31**	**1,725**	**864**	**1,349**	**91**
Net Block										
Balance as at 31 March 2024	**31**	**18**	**4**	**36**	**308**	**59**	**456**	**542**	**299**	**81**
Balance as at 31 March 2025	**23**	**4**	**2**	**34**	**282**	**59**	**404**	**-**	**246**	**193**

i) All property, plant and equipment pledged as security. Refer note 17(d)

ii) There are no proceedings that have been initiated or pending against the Company under the Prohibition of Benami Property Transactions Act, 1988, as amended, as the Company does not hold any benami properties.

iii) The Company does not own any immovable properties and w.r.to the leased premises the lease agreements are duly executed in favour of the lessee.

iv) The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

v) Software includes own developed software Gross block ₹ 1,426 Lakhs (31 March 2024 ₹ 1,426 Lakhs); Net block ₹ 204 Lakhs (31 March 2024 ₹ 273 Lakhs)

vi) Software includes boughtout software Gross block ₹ 169 Lakhs (31 March 2024 ₹ 147 Lakhs); Net block ₹ 42 Lakhs (31 March 2024 ₹ 26 Lakhs)

vii) Intangibles under development (IUD)

Intangibles under development represents the internally developed software which will be used to earn licensing income.

Ageing schedule

	Amount in Intangible under development for a period of							
	As at 31 March 2025				As at 31 March 2024			
Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress	122	71	-	-	81	-	-	-

Movement of Intangible assets under development

Particulars	As at 1 April 2024	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2025
Amount	81	134	(22)	-	-	193
Particulars	**As at 1 April 2023**	**Expenditure during the year**	**Capitalized during the year**	**Impairment**	**Written off**	**Closing as at 31 March 2024**
Amount	42	130	-	(91)	-	81

* none of the intangible assets under development are suspended.

There is no Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2025 and 31 March 2024.

All Intangible assets under development are under development stage.

viii) Goodwill

The Company in FY 2011-12 recognised Goodwill amounting to ₹ 1,610 Lakhs pertaining to an acquisition of software business. In accordance with the requirements of Indian Accounting Standard (Ind AS) 36 'Impairment of Assets', the management has tested the same for impairment using a Discounted Cash Flow (DCF) model all these years. For the year ended March 31, 2025, the Company through an external valuer obtained the report to determine the recoverable value of the Cash Generating Unit (CGU) to which the Goodwill was associated. Based on such testing, the carrying amount of the CGU is higher than the value of Goodwill that was being carried in the books of the Company. However, the management after considering the factors such as US foreign policy Changes, political climate prevailing and Contractual uncertainties of the business for this CGU, has impaired carrying value of Goodwill amounting to ₹ 542 Lakhs as at 31 March 2025. Following are the key assumptions used by the management to calculate the value in use.

Particulars	As at 31 March 2025
Sales growth rate (%)	10-15
Long term growth rate (%)	2
Budgeted EBITDA (%)	14-15
Budgeted EBIT (%)	12-13
Discount rate (%)	20.96

Management has determined the values assigned to each of the above key assumptions as follows:

Assumptions	Approach used to determine values
Sales growth rate	Average annual growth rate over the three year period forecast which is based on past performance and management's expectations of market development.
Budgeted EBITDA	Based on past performance and management's expectations for the future.
Budgeted EBIT	Based on past performance and management's expectations for the future.
Long term growth rate	This is the weighted average growth rate used to extrapolate the cash flows beyond the budget period. The rates are consistent with the forecasts included in industry reports.
Discount rate	Reflects specific risks relating to the business and the country in which they operate.

Summary of material accounting policies and other explanatory information

₹ in Lakhs

	Particulars	As at 31 March 2025	As at 31 March 2024
5	**Right-of-use assets**		
	Buildings		
	Balance at the beginning of the year	**59**	**204**
	Additions	685	-
	Deletions	(55)	-
	Depreciation of right of use assets (Also, refer note 31)	(240)	(145)
	Balance as at the end of the year	**449**	**59**

1. Discounting rate used for the purpose of computing right of use asset is 8%.

2. Rental amount per annum is ₹ 257.13 lakhs, which also carries clause of extension of agreements based on mutual understanding between Lessor and Lesse.

3. Right of Use asset is depreciated on a straight line basis over their respective lease period.

4. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any major covenants other than security deposit in the leased assets that are held by the lessor. Lessed asset are not used as security for borrowing purposes.

5. The company did not enter into lease contracts that contain variable lease options.

6. Escalation clause - the percentage of escalation varies from 3 % to 13%.

	Particulars	Number	Face value	As at 31 March 2025	As at 31 March 2024
6	**Investments in subsidiaries**				
	a) Non - current investments				
i)	**Investment carried at cost**				
	Investment in equity instruments in subsidiaries (fully paid-up) (Unquoted)				
	Inspirisys Solutions DMCC, Dubai, refer note 44(b)	300	AED 1000	120	120
	Inspirisys Solutions Japan Kabushiki Kaisha, Japan, refer note (d) below	371	JPY 50,000	118	118
	Network Programs (USA) Inc., USA	1,000	USD 1	51	51
	Inspirisys Solutions North America Inc., USA	6,55,000	USD 1	373	373
	Inspirisys Solutions IT Resources Limited, India, refer note (c) below	30,00,000	₹ 10	-	790
	Inspirisys Solutions Europe Limited, UK	19,500	GBP 1	17	17
				679	**1,469**
	Less: Impairment in the value of investment			(679)	(1,469)
			Total (a)	**-**	**-**
ii)	**Investments carried at fair value through profit and loss**				
	Investments in equity shares of other companies (fully paid-up) (Unquoted)				
	Telesis Global Solutions Limited, India	96,374	₹ 10	30	30
	Less: Impairment in the value of investment			(30)	(30)
			Total (b)	-	-
	Total Non-current investments		**Total (a) +(b)**	-	-
	Aggregate amount of unquoted investments			709	1,499
	Aggregate amount of impairment in value of investments			(709)	(1,499)
	Extent of investment in subsidiaries*				
	Inspirisys Solutions DMCC, Dubai, refer note 44(b)			100%	100%
	Inspirisys Solutions Japan Kabushiki Kaisha, Japan, refer note (d) below			100%	100%
	Network Programs (USA) Inc., USA			100%	100%
	Inspirisys Solutions North America Inc., USA			100%	100%
	Inspirisys Solutions IT Resources Limited, India, refer note (c) below			100%	100%
	Inspirisys Solutions Europe Limited, UK			100%	100%

* The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

a) The recoverable amount of investments in all the subsidiaries, were assessed by the management internally and it was observed that the estimated service potential of these investments have not increased materially. Hence, the impairment of these investments was not reversed during the current year.

₹ in Lakhs

b) The impairment provision for all subsidiaries, has already been recorded over the previous years.

c) The Company had a wholly owned subsidiary M/s Inspirisys Solutions IT Resources Limited (ISITRL). The investment made in this company was provided in the books of the Company during the financial year 2018-19. Based on the board resolution passed in the board meeting dated 08th August 2024, the company filed a volutary strike-off application with the Ministry of Corporate Affairs dated 15 November 2024, ISITRL has been struck-off from the Register of the Companies and considered dissolved vide order dated 30 January 2025 from that date. The dissolution of the wholly owned subsidiary does not have any material impact on the financial results of the holding company for the period ended 31 March 2025. Consequent to this , the Company had written off its investment in that holding company and the board of directors in their meeting held on 09 May 2025 have taken a note of the write off of investment as at 31 March 2025.

d) Inspirisys Solutions Kabhushiki Kaisha, Japan (ISJKK) is a wholly owned subsidiary of the Holding company. The board of directors of the holding company in their meeting held on 07th February 2025, given its consent and approved for initiating the process of voluntary liquidation of ISJKK. This decision has been taken in the interest of the group, since it had been inactive for a considerable period and is not currently engaged in any business operations with no foreseeable business opportunities or prospects that could ensure the revival or growth of ISJKK.

	Particulars	Unit	NAV	As at 31 March 2025	As at 31 March 2024
	b) Current investments				
i)	**Investments carried at fair value through profit or loss (Unquoted)**				
	Liquid mutual fund units				
	Axis Money Market Fund Direct Growth	51614.31	1415.96	731	-
	Axis Treasury Advantage Fund - Direct Growth	26543.71	3175.22	843	-
	Mirae Asset Low Duration Fund - Direct Plan - Growth	18278.53	2407.03	440	-
	Mirae Asset Money Market Fund Direct Plan - Growth	42235.64	1252.61	529	-
	Nippon India Mutual Funds	28911.70	6346.89	1,835	-
				4,378	**-**
	Aggregate amount of unquoted investments			4,378	-
	Aggregate amount of impairment in value of investments			-	-

7	Trade receivables		As at 31 March 2025		As at 31 March 2024	
	(Unsecured)		**Non-current**	**Current**	**Non-current**	**Current**
	a) Receivables - considered good (Also, refer note 35(c))		-	10,079	73	14,987
	b) Receivables - credit impaired (Also, refer note 35(c))		-	579	-	565
			-	**10,658**	**73**	**15,552**
	Allowances for expected credit loss					
	Alllowance for credit loss		-	(1,756)	-	(1,398)
	Alllowance for credit loss - credit impaired		-	(579)	-	(565)
		(B)	**-**	**(2,335)**	**-**	**(1,963)**
		(A+B)	**-**	**8,323**	**73**	**13,589**

Ageing for receivables*

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
(a) Receivables - considered good (Also, refer note 35(c))	7,008	2,166	15	1	1	-	9,191
(b) Receivables - credit impaired (Also, refer note 35(c))	-	-	-	-	-	579	579
Disputed							
(a) Receivables - considered good	-	162	157	109	120	340	888
Total	**7,008**	**2,328**	**172**	**110**	**121**	**919**	**10,658**

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
(a) Receivables - considered good (Also, refer note 35(c))	4,476	6,374	1,244	1,093	804	581	14,572
(b) Receivables - credit impaired (Also, refer note 35(c))	-	-	-	-	83	482	565
Disputed							
(a) Receivables - considered good	-	4	21	29	88	345	488
Total	**4,476**	**6,378**	**1,265**	**1,122**	**975**	**1,409**	**15,625**

* the above balances are before adjustment for Expected Credit Losses (ECL).

a) Trade receivables include due from related parties amounting to ₹ 754 lakhs as on 31 March 2025 (31 March 2024: ₹ 4,628 lakhs). The carrying amount of the current trade receivables is considered a reasonable approximation of fair value as is expected to be collected within twelve months, such that the effect of any difference between the effective interest rate applied and the estimated current market rate is not significant.

b) All of the Company's trade receivables have been reviewed for indicators of impairment. The Company has impaired its trade receivables using a provisioning matrix representing expected credit losses based on a range of outcomes.

c) The Company realised the overdue trade receivables which was outstanding since 2018-19 from one of its wholly owned subsidiary, Inspirisys Solutions North America Inc ("ISNA") during the quarter ended 31 March 2025. This was a subject matter of qualification in the audit reports for the year ended 31 March 2024.

d) Further, the Company has trade receivables of ₹ 378 Lakhs (₹ 369 Lakhs as on 31 March 2024) from its wholly owned subsidiary named Inspirisys Solutions DMCC, Dubai (ISDMCC). ISDMCC has accumulated losses as at 31 March 2025 and 31 March 2024 and negative net-worth as at 31 March 2025. ISDMCC has incurred continuous losses over the last several years particularly during and after Covid Pandemic and the Board in their meeting held on 28th September 2023 decided to voluntarily windup and liquidate ISDMCC in its best interest. Considering the financial position of the subsidiary, the Company has provided for allowance for credit losses for the entire receivables, investment and loan in the standalone financial statements of 31 March 2025 and 31 March 2024.

e) Customer credit risk is managed based on the Company's established policy, procedures and control relating to customer credit risk management, pursuant to which outstanding customer receivables are regularly monitored by the management to ensure that the risk of credit loss is minimal. Credit quality of a customer is assessed based on historical information in relation to pattern of collections, defaults and credit worthiness of the customer.

f) There are no debts due by directors or other officers of the Company.

g) Movement in expected credit loss	**As at 31 March 2025**	**As at 31 March 2024**
Balance at beginning of the year	1,963	1,835
Additions during the year, net	729	178
Utilised during the year	(357)	(50)
Balance at end of the year	**2,335**	**1,963**

On that basis, the loss allowance as at 31 March 2025 and 31 March 2024 was determined as follow for trade receivables:

31st March 2025	**Carrying amount - Trade receivables***	**Expected Credit Loss %**	**Loss Allowance**
Up to 30 days	5,842	6%	366
31 to 60 days	1,877	12%	231
61 to 90 days	1,010	19%	196
91 to 180 days	342	40%	136
181 to 365 days	217	97%	211
1 to 2 years	154	100%	154
2 to 3 years	97	100%	97
Above 3 years	365	100%	365
Total	**9,904**		**1,756**

31st March 2024	Carrying amount - Trade receivables*	Expected Credit Loss %	Loss Allowance
Up to 30 days	2,961	7%	218
31 to 60 days	991	8%	79
61 to 90 days	1,553	11%	169
91 to 180 days	1,391	13%	181
181 to 365 days	3,503	6%	210
1 to 2 years	113	69%	78
2 to 3 years	118	81%	96
Above 3 years	367	100%	367
Total	**10,997**		**1,398**

** excludes receivables from the related parties amounting to ₹ 754 lakhs as at 31 March 2025 (₹ 4,628 as at 31 March 2024) and its corresponding loss allowance amounting to ₹ 579 lakhs as at 31 March 2025 (₹ 565 lakhs as at 31 March 2024).*

The expected credit loss percentages have been arrived based on the probability of default using the historic data of past 3 financial years.

The trade receivables are not interest bearing and are generally on credit terms of 45 to 90 days.

		As at 31 March 2025		As at 31 March 2024	
		Non-current	Current	Non-current	Current
8	**Other financial assets**				
	(Unsecured, considered good unless otherwise stated)				
	Security deposits	209	134	-	317
	Bank Balances with original maturity more than 12 months	5	507	-	-
	Rental deposits	262	35	57	278
	Other receivables*	-	14	-	77
	Other advances**	-	12	-	7
	(Unsecured, considered doubtful unless otherwise stated)				
	Security deposits	-	76	-	24
	Rental deposits	-	55	-	55
	Other receivables	-	16	-	16
	Allowances for expected credit loss				
	Allowance for credit loss	-	(147)	-	(95)
		476	**702**	**57**	**679**

* Represents statutory charges paid on behalf of principals.

** Represents advances made to employees as staff advance and travel advance.

	Particulars	As at 31 March 2025	As at 31 March 2024
9	**Deferred tax asset (net)***		
	The breakup of net deferred tax asset is as follows:		
	Deferred tax liability arising on account of :		
	- Fair valuation of the mutual funds	16	-
		16	-
	Deferred tax asset arising on account of :[1]		
	- Timing difference between Depreciation / amortization as per financials and depreciation as per tax	59	65
	- Provision for employee benefits	26	36
	- Allowances for expected credit loss	680	667
	- Provision for inventory	178	211
	- Provision for Warranty	57	68
	- Provision for advances	43	28
	- Lease Liabilities	5	-
		1,048	**1,075**
	Net deferred tax assets*	**1,032**	**-**

*The Company has not recognised deferred tax asset till 31 March 2024 as it was not probable as on that date that the taxable profit will be available for utilizing the unused tax losses and temporary differences. However, as the Company started to make consistent profits and expects steady growth in profitability in upcoming years, it has recognised deferred tax asset as it is probable that the taxable profit will be available for utilizing the unused tax losses and temporary differences. Further the business loss have been utilised completely in the current year and hence no deferred tax has been created for the same. However, the MAT credit unutilised are due for expiry within 15 years from the end of the financial year in which they are created. The company on a prudent basis has not recognised MAT credit.

a) The below table represents the yearwise breakup of unutilised MAT credit and Unabsorbed business loss*.

Financial Year	As on 31 March, 2025		As on 31 March, 2024	
	MAT	Buisness loss	MAT	Buisness loss
Upto 2014-15	59	-	59	-
2015-16	-	-	-	276
2016-17	-	-	-	353
2017-18	294	-	294	-
2019-20	173	-	173	-
2020-21	59	-	59	-
2021-22	65	-	65	-
2022-23	333	-	333	-
2023-24	430	-	430	-
2024-25	-	-	-	-
Total	**1,413**	-	**1,413**	**629**

*The Company also has an long term capital loss of Rs. 790 lakhs on account of writing off the investments in one of the subsidiary named Inspirisys Solutions IT Resources Limited, India. The long term capital loss unutlised are due for expiry within 8 assessment years from the end of assessment year 2025-26. The Company may not have long term capital gains in the near future, hence deferred tax on the same has not been created, refer note 6 (d).

b) Movement in Deferred tax asset / (liabilities), net*

Particulars	Balance as at 01 April 2024	(Charge) / credit to statement of profit and loss	(Charge) / credit to OCI	Balance as at 31 March 2025
- Timing difference due to fair valuation of investments in Mutual Funds	-	16	-	(16)
- Timing difference between depreciation / amortization as per financials and depreciation as per Income tax act, 1961.	-	(59)	-	59
- Provision for employee benefits	-	(13)	(13)	26
- Allowances for expected credit loss	-	(680)	-	680
- Provision for inventory	-	(178)	-	178
- Provision for Warranty	-	(57)	-	57
- Provision for advances	-	(43)	-	43
- Lease Liabilities	-	(5)	-	5
Total		**(1,019)**	**(13)**	**1,032**

* Comparative information are not disclosed as neither deferred asset nor liabilities were recognised in the past two financial years.

	Particulars	As at 31 March 2025	As at 31 March 2024
10	**Non-current tax assets (net)**		
	Advance income tax	2,140	3,091
	(net of provision for taxation amounting to ₹ 686 lakhs; 31 March 2024 ₹ 487 lakhs)		
		2,140	**3,091**

		As at 31 March 2025		As at 31 March 2024	
		Non-current	Current	Non-current	Current
11	**Other assets**				
	Contract assets*, net (Also, refer Note 22 and 35(c))	-	1,826	-	1,515
	Balances with government authorities	-	410	609	-
	Prepaid expenses	152	1,863	563	1,943
	Other advances	-	-	-	1
	Supplier advances	-	46	-	33
	Gratuity fund balance, net of provisions (Also, refer note 34)	-	14	27	-
		152	**4,159**	**1,199**	**3,492**

* all contract assets are not due as at 31 March 2025 and 31 March 2024

Summary of material accounting policies and other explanatory information

₹ in Lakhs

	Particulars	As at 31 March 2025	As at 31 March 2024
12	**Inventories**		
	Raw materials	14	14
	Stock in trade*	923	1,096
	Less: Provision for inventory obsolescence	(611)	(724)
		327	**386**

** Includes goods in transit of ₹ 25 lakhs (31 March 2024; ₹ 25 lakhs)*

The value of inventories were neither written down in the current year nor previous years. Further, provisions are made based on the ageing of the inventories as per Company's policy.

	Particulars	As at 31 March 2025	As at 31 March 2024
13	**Cash and bank balances**		
	a) Cash and cash equivalents		
	Cash in hand	2	4
	Balances with banks - current accounts (includes Funds in Transit of ₹ 12 Lakhs (March 31, 2024 ₹ 75 Lakhs)	2,374	2,445
	Balances with banks - deposit accounts with original maturity less than three months	-	2,110
	(A)	**2,376**	**4,559**
	b) Bank balances other than mentioned in cash and cash equivalents (Also, refer note (i) and (ii) below)		
	Balances with banks - In deposits with original maturity of more than three months but remaining maturity less than twelve months	908	1,137
	(B)	**908**	1,137
	(A+B)	**3,284**	**5,696**

(i) These balances represent interest-bearing margin money deposits given as lien to obtain bank guarantees. They are issued to customers as collateral for the execution of contracts.

(ii) These balances are restricted and are therefore not available for general use by the Company.

(iii) Balances with banks - current accounts includes balances with EEFC account amounting to ₹ 1,844 lakhs (as at 31 March 2024 - ₹ 121 lakhs)

	Particulars	As at 31 March 2025	As at 31 March 2024
14	**Loans**		
	(Unsecured, considered doubtful unless otherwise stated)		
	Loans to related parties* (Also, refer note 35 (c))		
	Loans to related party - considered good	-	-
	Loans to related party - credit impaired	**279**	329
		279	**329**
	Less: Allowance for credit loss		
	Impairment of loans to related party	-	-
	Impairment of loans to related party - credit impaired	(279)	(329)
		-	-

* Represents loans given to subsidiaries on account of working capital requirements and the same are repayable on demand bearing an interest rate of 11% p.a.

Summary of material accounting policies and other explanatory information

₹ in Lakhs

	Particulars	As at 31 March 2025 Nos.*	As at 31 March 2025 Amount	As at 31 March 2024 Nos.*	As at 31 March 2024 Amount
15	**Equity Share Capital**				
	Authorized				
	Equity shares of ₹ 10 each	50,000,000	5,000	5,00,00,000	5,000
	Issued, subscribed and fully paid up				
	Equity shares of ₹ 10 each	39,616,873	3,962	3,96,16,873	3,962
		39,616,873	**3,962**	**3,96,16,873**	**3,962**
a)	**Reconciliation of number of shares**				
	Equity shares				
	Opening balance	3,96,16,873	3,962	3,96,16,873	3,962
	Issued during the year	-	-	-	-
	Closing Balance	**3,96,16,873**	**3,962**	**3,96,16,873**	**3,962**

b) Shares held by the holding company

Particulars	As at 31 March 2025 Nos.*	As at 31 March 2025 Amount	As at 31 March 2024 Nos.*	As at 31 March 2024 Amount
Equity shares of ₹ 10 each				
CAC Holdings Corporation	2,77,12,125	2,771	2,77,12,125	2,771

			% of holding		% of holding
c)	**Shareholders holding more than 5% of the aggregate shares in the Company**				
	Equity shares of ₹ 10 each				
	CAC Holdings Corporation, Holding company	27,712,125	70%	27,712,125	70%
	Amicorp Trustees (India) Private Limited (Also, refer note (g) below)	44,64,279	11%	44,64,279	11%
	*number of shares are in absolute number.				
d)	**Share held by promoter**				
	Equity shares of ₹ 10 each				
	CAC Holdings Corporation, Holding company	27,712,125	70%	27,712,125	70%

**number of shares are in absolute number.*

There is no change in the promoter holding during the year ended 31 March 2025 and 31 March 2024.

e) Terms / rights attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their share holding.

f) There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back during the last 5 years immediately preceding 31 March 2025.

g) In terms of the Settlement Agreement and Release dated 15 March 2017 entered into between Inspirisys Solutions Limited ('the Company'), CAC Holdings Corporation, Japan (the current promoter) and Accel Limited, Mr N R Panicker and Accel Systems Group Inc, (the erstwhile promoter group of Accel Frontline Limited) 44,64,279 shares (representing 11% (previous year: 11%) of the shareholding of the company) held by the erstwhile promoter group was transferred by such erstwhile promoter group to a Trust between 21 July 2017 and 25 August 2017. The Company does not control this trust including the decisions relating to dealing with these shares. However, the Company is the end beneficiary only of the consideration if and when the shares are sold by the trustees.

Summary of material accounting policies and other explanatory information ₹ in Lakhs

h) Capital management policies and procedures

The Company's capital management objectives are:

- to safeguard the Company's ability to continue as a going concern, and continue to provide optimum returns to the shareholders and all other stakeholders by building a strong capital base.
- to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the return capital to shareholders, issue new shares, or sell investments / other assets to reduce debt.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders plus its borrowings and cash credit facility, if any, less cash and cash equivalents as presented on the face of the balance sheet. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The amounts managed as capital by the Company for the reporting years are summarized as follows:

Particulars		As at 31 March 2025	As at 31 March 2024
Borrowings		44	4,449
Lease liabilities		467	69
Cash and bank balances		(3,284)	(5696)
Net debt	**(A)**	**(2,773)**	**(1,179)**
Total equity	**(B)**	**13,688**	**11,111**
Overall financing	**(A+B)**	**10,915**	**9,932**
Net debt to equity ratio	**(A/(A+B))**	**(25%)**	**12%**

		As at 31 March 2025	As at 31 March 2024
16	**Other Equity**		
	Securities premium	**11,555**	**11,555**
	General reserve	859	859
	Retained earnings		
	Balance at the beginning of the year	(5,033)	(7,193)
	Add : Transferred from statement of profit and loss	2,608	2,160
	Balance at the end of the year	**(2,425)**	**(5,033)**
	Accumulated other comprehensive income		
	Balance at the beginning of the year	(247)	(198)
	Add : Transfer from other comprehensive income	(32)	(49)
	Balance at the end of the year	**(279)**	**(247)**
	Foreign currency translation reserve		
	Balance at the beginning of the year	15	11
	Add : Transfer from other comprehensive income	1	4
	Balance at the end of the year	**16**	**15**
	Total Other equity	**9,726**	**7,150**

a) Securities premium

Securities premium comprises of the amount of share issue price received over and above the face value of ₹ 10 each.

b) General reserve

General reserve represents an appropriation of profits by the Company.

c) Accumulated other comprehensive income

Represents remeasurement of defined benefit liability which comprises of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability.

d) Retained earnings

Retained earnings represents the amounts of accumulated earnings of the Company.

e) Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations of branch is recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity.

Summary of material accounting policies and other explanatory information

Particulars		As at 31 March 2025		As at 31 March 2024	
		Non-current	Current	Non-current	Current
17 Borrowings					
(i) Secured					
From Banks					
Vehicle Loan (Also refer note (a) and (b) below)		34	10	44	17
	A	**34**	**10**	**44**	**17**
(ii) Unsecured					
Borrowings					
From banks					
Post shipment in foreign currency		-	-	-	248
From Others					
Loans and advances from related parties		-	-	-	4,140
	B	**-**	-	-	4,388
Total Borrowings	**(A+B)**	**34**	**10**	**44**	**4,405**

Nature of security and terms of repayment for non-current borrowings:

a) ICICI bank

Particulars	Loan 1	Loan 2
Maturity date	10-Oct-2028	05-Apr-2030
Rate of interest	9.1%	9.5%
Terms of repayment	EMI	EMI
Installment amount	₹ 93,247	₹ 21,101
Security	Hypothecation of Vehicle bought under loan	Hypothecation of Vehicle bought under loan

b) The details of lease commitments in terms of Minimum Lease Payments (MLP) and Present Value (PV) of MLP are as follows:

	As at 31 March 2025		As at 31 March 2024	
Payments falling due:	**MLP**	**PV of MLP**	**MLP**	**PV of MLP**
Payable not later than 1 year	13	10	22	17
Payable later than one year but not later than 5 years	39	34	50	44
Total	**52**	**44**	**72**	**61**
Less: Amounts representing interest	(8)	-	(11)	--
	44	**44**	**61**	**61**

c) The loans and advances from related parties represents loan from the holding company, CAC Holdings Corporation, to the tune of ₹ Nil lakhs (including interest payable) (As at 31 March 2024: ₹ 4,140 lakhs) with an interest rate of 4.5 % + 6 months SOFR rate, per annum; the entire amount being repaid in 2024-25.(Also, refer note 35). This loan from Holding Company was denominated in USD and was due on 01 December, 2024 which was renewed with a maturity date of 26 September, 2032.

d) **Details of security**

- The Company has availed PSCFC (Post Shipment Credit in Foreign Currency) worth ₹ Nil (as at 31 March 2024: ₹ 248 lakhs) from Sumitomo Mitsui Banking Corporation at an interest rate of relevant period SOFR + applicable credit cost + 0.7% p.a. i.e., ranging from 7% to 8% for the year ended 31 March 2025 (as at 31 March 2024: 7% to 8%) which is secured by a Corporate Guarantee provided by CAC Holdings Corporation, Japan. The same is repayable on the respective due dates of each drawdown, which is generally less than 12 months.
- The Company has a financing facility from HDFC bank limited to the tune of ₹ 2,000 lakhs (Fund based ₹ 200 lakhs and Non Fund Based ₹ 1,800 lakhs) as at 31 March 2025. This loan is secured by First and exclusive charge on the fixed assets and current assets of the company. The Company has not utilised this facility during the year and the balance as at 31 March 2025 is ₹ Nil.
- The Company has a financing facility from Axis Bank to the tune of ₹ 260 lakhs (Non Fund Based ₹ 260 lakhs) as at 31 March 2025 (₹ 260 lakhs (Non Fund Based ₹ 260 lakhs) as at 31 March 2024). This loan is secured by 100% Cash Collateral and is being closed on a run down basis.

Summary of material accounting policies and other explanatory information ₹ in Lakhs

e) The outstanding short-term facilities are secured by the corporate guarantee provided by the holding company and these are not secured against the current assets of the Company.

f) The Company is generally regular in repayment of its borrowings and hence, it has not been declared as wilful defaulter by any bank or financial institutions.

g) The Company has duly registered all the creation and satisfaction of the charges with the Registrar of Companies on or before the prescribed time limit.

h) The below table contains details of undrawn facility as at 31 March 2025.

Bank	Total Facility	Facility Utilised (Funded)	Facility Utilised (Non-Funded)	Unutlilised Facility
SMBC	5,000	-	4417	538
Mizuho Bank Limited	12,750	-	5793	6,957
HDFC Bank Limited	2,000	-	-	2,000
Total	**19,750**	**-**	**10,210**	**9,540**

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non - Current	Current	Non - current	Current
18 Lease liability				
Lease liability (Also refer note (a) below)	254	213	15	54
	254	**213**	**15**	**54**

	As at 31 March 2025	As at 31 March 20234
(a) Movement in lease liability		
Balance at beginning of the year	**69**	**236**
Additions	681	-
Deletion	(60)	-
Finance cost (Also refer note 30)	34	15
Payment of lease liabilities	(257)	(182)
Balance as at end of the year	**467**	**69**
(b) Summary of undiscounted contractual maturities of lease liabilities		
Less than one year	241	46
One to five years	276	88
More than five years	-	-
Total undiscounted lease liabilities as at the year end	**517**	**134**

(c) Variable lease payments

The Company did not enter into lease contracts that contain variable lease options.

(d) Short-term Leases

The Company has lease contracts for office premises and these lease contracts are cancellable/ renewable for further period on mutually agreeable terms during the tenure of lease contracts. These lease contracts are classified as short term lease contracts under Ind AS 116.

	Year ended 31 March 2025	Year ended 31 March 2024
Lease expense during the year, representing the minimum lease payments	**449**	**597**

₹ in Lakhs

	Particulars	As at 31 March 2025 Non-current	As at 31 March 2025 Current	As at 31 March 2024 Non-current	As at 31 March 2024 Current
19	**Provisions**				
	Provisions for employee benefits				
	Compensated absences (Also, refer note (a(i)) below)	64	38	87	37
	Provision for warranty (Also, refer note (b) below)	-	195	-	232
		64	**233**	**87**	**269**

a) i) Compensated absences

The liability in respect of the Company, for outstanding balance of privilege leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary. The Company does not maintain any plan assets to fund its obligation towards compensated absences.

	As at 31 March 2025	As at 31 March 2024
Principal actuarial assumptions used :		
Discount rate	6.44%	7.09%
Long-term rate of compensation increase	7%	6%
Attrition rate		
Upto 30 years	37%	25%
31 to 44 years	34%	25%
Above 44 years	23%	15%

Sensitivity analysis is carried out by Projected Unit Credit Method (PUCM) by changing only the respective assumption and keeping all other assumption same as that used to estimate the liability. The impact given is the difference between the liability as on the date of valuation and the liability if the given assumption changes by the stated amount. The limitation of this method is that it considers the change in the respective assumption in isolation without affecting the other assumptions which in reality may not be the case.

b) Provision for warranty		
Balance at the beginning of the year	232	162
Created during the year, net	1	99
Reversed during the year	(38)	(29)
Balance at the end of the year	**195**	**232**

A provision is recognized for expected warranty claims on supply of banking licenses, based on past experience of level of technical support costs incurred. The current and non-current classification of the provision is made based on the remaining warranty period of the licenses supplied as at the balance sheet date. The assumptions used to calculate the provision for warranties are based on the Company's current status of licenses supplied that are under warranty and information available about expenditure more probable to be incurred based on the Company's warranty terms which provides for a warranty period of about 12 months.

20 Trade payables		
Total outstanding dues of micro and small enterprises	178	186
Total outstanding dues of creditors other than micro and small enterprises	4,096	5,930
	4,274	**6,116**

a) Ageing of trade payables

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	178	-	-	-	178
(ii) Others	4,096	-	-	-	4,096
(iii) Disputed dues - Other than MSME	-	-	-	-	-
Total	**4,274**	**-**	**-**	**-**	**4,274**

Summary of material accounting policies and other explanatory information ₹ in Lakhs

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	186	-	-	-	186
(ii) Others	5,908	-	1	1	5,910
(iii) Disputed dues - Other than MSME	-	-	5	15	20
Total	**6,094**	**-**	**6**	**16**	**6,116**

	Particulars	Year ended 31 March 2025	Year ened 31 March 2024
b)	**Total outstanding dues of micro and small enterprises**		
	Dues to micro, small and medium enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006:		
i)	Principal amount remaining unpaid	154	186
ii)	Interest due thereon	-	-
iii)	Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
iv)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
v)	Interest accrued and remaining unpaid as at balance sheet date	24	-
vi)	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
		178	**186**

*The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 and 31 March 2024 has been made in the financials statements based on information received and available with the Company. Further, the Company has not paid any interest to any micro and small enterprises during the current year and previous year.

	Particulars	As at 31 March 2025	As at 31 March 2024
21	**Other current financial liabilities**		
	Employee related payables	598	545
	Other accrued liabilities, (refer note 35(c))*	2,525	2,450
	Total financial liabilities	**3,123**	**2,995**
	*Represents provision for expenses		
22	**Other current liabilities**		
	Statutory dues	635	334
	Unearned revenue	3,737	4,269
		4,372	**4,603**

The following table discloses the movement in the contract assets and unearned revenue during the year ended 31 March 2025 and 31 March 2024:

Particulars	Contract assets		Unearned revenue	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	1,515	1,208	4,269	2,157
Revenue recognised during the year	1,826	1,515	(4,005)	(1,361)
Invoiced during the year	(1,515)	(1,208)	3,473	3,473
Balance at the end of the year	**1,826**	**1,515**	**3,737**	**4,269**

Summary of material accounting policies and other explanatory information

₹ in Lakhs

	Particulars	Year ended 31 March 2025	Year ened 31 March 2024
23	**Revenue from operations**		
	Sale of goods	8,665	20,702
	Sale of services (Also, refer note 35(b))	29,147	27,048
	Other operating income	30	33
	Revenue from operations	**37,842**	**47,783**
	Disaggregate revenue information is as follows:		
	Nature of operations (also refer notes below)		
	Revenue transferred at a point in time		
	Sale of products / hardware	8,665	20,702
	Revenue transferred over time		
	Services	28,433	25,895
	Warranty management Services	744	1,186
		37,842	**47,783**

a) Entity's remaining performance obligation

The aggregate amount of transaction price that is allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting period is ₹ 21,702 lakhs (₹ 20,372 lakhs for the year ended 31 March 2024). The management expects to be recognise the same as revenue in the subsequent years as detailed in the below table:

Aggregate amount of transaction price	Expected period of revenue recognition			
	Total	Less than 1 year	1-3 years	More than 3 years
> As at 31 March 2024	21,702	12,267	7,768	1,667
> As at 31 March 2024	20,372	13,831	4,448	2,093

b) Liquidated damages (adjusment to contract price)

The Company based on the historic trend and assessment of the contract performance, estimates the potential liquidated damages / penalty likely to be charged by the customers as a % of the revenue recognised for the financial year. These liquidated damages/ penalties (LD) are adjusted against the revenue from operations in the statement of profit and loss. A reconciliation of the same is as below:

Particulars	31 March 25	31 March 24
Revenue recognised (excluding LD)	38,045	47,964
Less : Estimated LD included in Revenue from operations	(203)	(181)
Revenue recognised (net-off LD)	37,842	47,783

b) No element of financing is deemed to be present as the sales are made with the credit term for a period less than one year.

24	**Other income**		
	Liabilities no longer required written back	431	87
	Interest income from financial assets at amortised cost, fixed deposits	171	157
	Interest income from financial assets at amortised cost, rental deposits	9	19
	Net gain on foreign currency transactions and translations	9	53
	Gain on sale of investments in mutual funds	154	-
	Gain on fair valuation investments in mutual funds	54	-
	Reversal of provision for doubtful advances recovered, refer note 35 (b)	50	-
	Interest on income tax refund	34	30
	Miscellaneous Income	39	21
		951	**367**
25	**Purchases of stock-in-trade**		
	Purchases of stock-in-trade	8263	19,478
		8,263	**19,478**

Summary of material accounting policies and other explanatory information

₹ in Lakhs

	Particulars		Year ended 31 March 2025	Year ened 31 March 2024
26	**Changes in inventories of stock-in-trade and finished goods**			
	Opening stock:			
	Finished goods, (net)		14	14
	Stock in trade		1,096	1,131
	Less: Provision for inventories		(724)	(781)
			386	**364**
	Closing stock:			
	Finished goods, (net)		14	14
	Stock in trade		924	1,096
	Less: Provision for inventories		(611)	(724)
			(327)	**386**
	Net decrease / (increase) in inventories		**59**	**(22)**
27	**Sub-contracting and outsourcing cost**			
	Sub-contracting and outsourcing cost		11,614	9,705
			11,614	**9,705**
28	**Employee benefits expense**			
	Salaries, wages and bonus		10,553	10,181
	Gratuity expenses (Also, refer note 34)		118	127
	Contribution to provident and other defined contribution funds		441	422
	Staff welfare expenses		102	121
			11,214	**10,851**
29	**Other expenses**			
	Legal and professional fees		929	1157
	Rent (Also, refer note 34)		449	597
	Travelling and conveyance		283	329
	Marketing fee (Also, refer note 35(b))		308	283
	Communication expenses		180	202
	Power and fuel		249	250
	Insurance		189	169
	Freight and forwarding		90	80
	Rates and taxes		81	234
	Bad Debts Written off		-	20
	Impairment of Intangible assets under development (Also, refer note (a) below)		-	91
	Impairment of Goodwill (Also, refer note 4(viii))		542	-
	Provision for credit loss on financial assets		248	178
	Impairment of investments (Refer note 6)			
	- Write off of investments	790		
	- Less : Allowance for credit loss	(790)	-	
	Repairs and maintenance			
	- Leased premises		301	310
	- Equipments		3	2
	- Others		53	39
	Printing and stationery		14	17
	Payments to auditors*			
	- Statutory audit		22	33
	- Group audit		7	10
	- Limited review		9	9
	- Certification		1	-
	- Reimbursement of expenses		2	4
	Directors' sitting fees (Also, refer note 35(b))		26	31
	Corporate Social Responsibility expenses (Also, refer note 41)		40	24
	Miscellaneous expenses		235	206
			4,260	**4,275**

** excluding applicable taxes*

Note :

a) The Company has internally evaluated the recoverable amount of the intangible assets under development as required under Ind AS 36 Impairment and concluded that the same is less than carrying amount and impairment allowances were made during the year to the extent of ₹ Nil Lakhs (Previous Year ₹ 91 lakhs).

b) During the current year, the Company has created allowances for credit loss to the tune of ₹ 196 lakhs (previous year ₹ 178 Lakhs) with respect to trade receivables of unrelated parties based on expected credit loss (ECL) evaluation and an provision for advances of ₹ 52 lakhs on security deposits for which the recovery was considered doubtful as at 31 March 2025.

	Particulars	Year ended 31 March 2025	Year ended 31 March 2024
30	**Finance costs**		
	Interest expenses (Also, refer note 35(b))	343	450
	Interest on lease liabilities (Also, refer note 18(a))	34	15
	Other borrowing costs	192	283
		569	**748**
31	**Depreciation and amortization expense**		
	Depreciation of property, plant & equipment (Also, refer note 4)	224	238
	Amortization of intangible assets (Also, refer note 4)	75	75
	Depreciation of right-of-use asset (Also, refer note 5)	240	145
		539	**458**

32 a) Income taxes

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the Company at 29.12% and the reported tax expense in the statement of profit and loss are as follows:

	Year ended 31 March 2025	Year ended 31 March 2024
Accounting profit before taxes	2275	2,657
Tax rates	29.12%	29.12%
Tax on profit at enacted tax rate	662	774
Tax Impact on the following items:		
- Expenses not deductible for tax	183	82
- Utilisation of brought forward losses during the year (not recognised as deferred tax asset in previous years)	(103)	-
- Deferred tax asset as at 31 March 2024, to the extent not recognised in previous year (also refer note: 9)	(1,075)	-
- Others#	-	(359)
Actual tax expense	**(333)**	**497**
Current tax	(333)	497
Tax expense reported in the statement of profit and loss	**(333)**	**497**

Majorly on account of difference in applicable tax rate (MAT) and effective tax rate, also refer note 9.

b) The Company does not have any item that has not been recorded in books but has been disclosed as income during the current year in the tax assessments.

		Year ended 31 March 2025	Year ended 31 March 2024
33	**Earnings per equity share**		
	Nominal value of equity shares (in ₹)	10	10
	Profit attributable to equity shareholders (A)	2,608	2,160
	Weighted average number of equity shares outstanding during the year (B)	3,96,16,873	3,96,16,873
	Basic and diluted earnings per equity share (A/B) (in ₹)	6.58	5.45

₹ in Lakhs

34 Employee benefits expenses

i) Gratuity

In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund maintained by Life Insurance Corporation.

The following table sets out the funded status of the Gratuity Plan and the amounts recognized in the financial statement:

Particulars	As at 31 March 2025	As at 31 March 2024
Change in projected benefit obligation		
Projected benefit obligation at the beginning of the year	986	825
Current service cost	125	88
Interest cost	65	56
Actuarial loss	50	95
Benefits paid	(129)	(78)
Projected benefit obligation at the end of the year	**1,097**	**986**
Change in plan assets		
Fair value of plan assets at the beginning of the year	1,013	228
Investment income	72	17
Employer contributions	150	820
Benefits paid	(129)	(78)
Actuarial (loss) / Gain	5	26
Fair value of plan assets at the end of the year	**1,111**	**1,013**
Reconciliation of present value of obligation on the fair value of plan assets to the liability recognised		
Present value of projected benefit obligation at the end of the year	1,097	986
Fair value of plan assets at the end of the year	1,111	1,013
(Asset) / Liability recognized in the balance sheet	**(14)**	**(27)**
Thereof		
Funded	1,097	986
Unfunded	-	-
Components of net gratuity costs are		
Current service cost	125	88
Past service cost	-	-
Interest cost	(7)	39
Total amount recognised in the statement of profit or loss	**118**	**127**
Actuarial Loss	45	69
Total amount recognised in other comprehensive income	45	69
Net gratuity cost	**163**	**196**
Principal actuarial assumptions used :		
Discount rate	6.44%	7.09%
Long-term rate of compensation increase	7%	6%
Expected rate of return on plan assets	6.44%	7.09%
Average remaining life (in years)	24.57	24.66
Attrition rate		
Upto 30 years	37%	25%
31 to 44 years	34%	25%
Above 44 years	23%	15%

The Company assesses these assumptions with the projected long-term plans of growth and prevalent industry standards.

The estimates of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Based on historical data, the Company expects contributions of ₹ 107 lakhs to be paid in 2025-26. The weighted average duration of the defined benefit obligation as at 31 March 2025 is 3 years (31 March 2024: 3 years).

Employee benefits - Maturity profile (undiscounted)

Particulars	Less than a Year	Between 2-5 Years	Between 6-10 years	Over 10 year	Total
31 March 2025					
Defined benefit obligation	405	621	247	55	1,328
31 March 2024					
Defined benefit obligation	276	498	375	191	1,340

The significant actuarial assumptions for the determination of the defined benefit obligation are the attrition rate, discount rate and the long-term rate of compensation increase. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability at 31 March 2025.

	Attrition rate		Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2025						
> Sensitivity Level	0.5%	0.5%	1%	1%	1%	1%
> Defined benefit obligation	(51)	81	(27)	28	30	(29)
31 March 2024						
> Sensitivity Level	0.5%	0.5%	1%	1%	1%	1%
> Defined benefit obligation	(17)	18	(34)	37	39	(36)

Risk exposure

The defined benefit plan exposes the Company to actuarial risks such as interest rate risk, investment risk, longevity risk and inflation risk.

Interest rate risk

The present value of the defined benefit liability is calculated using a discount rate determined by reference to market yields of high quality corporate bonds. The estimated term of the bonds is consistent with the estimated term of the defined benefit obligation and it is denominated in Indian rupees. A decrease in market yield on high quality corporate bonds will increase the Company's defined benefit liability, although it is expected that this would be offset partially by an increase in the fair value of certain of the plan assets.

Investment risk

The company maintains plan assets in the form of fund with Life Insurance Corporation of India. The fair value of the plan assets is exposed to the market risks (in India).

Longevity risk

The Company is required to provide benefits for life for the members of the defined benefit liability. Increase in the life expectancy of the members, will increase the defined benefit liability.

Inflation risk

A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the Company's liability.

35 **Related parties**

The below note summarises the list of related parties of the Company and transactions with them. All transactions were made on normal commercial terms and conditions and at market rates:

a) **Names of related parties and nature of relationship**

Name of related party	Nature of relationship
CAC Holdings Corporation, Tokyo, Japan	Holding company
CAC Corporation, Tokyo, Japan	Fellow subsidiary
CAC America Corporation	Fellow subsidiary
CAC Consulting and Technologies, Singapore	Fellow subsidiary
PT Mitrais, Indonesia	Fellow subsidiary
Inspirisys Solutions DMCC, Dubai	Subsidiary
Inspirisys Solutions Japan Kabushiki Kaisha	Subsidiary
Network Programs (USA) Inc., USA	Subsidiary
Inspirisys Solutions North America Inc.,	Subsidiary
Inspirisys Solutions IT Resources Limited, refer note 6(d)	Subsidiary
Inspirisys Solutions Europe Limited, UK	Subsidiary
Koji Iketani (Ceased to be a Director from 31.12.2024)	Non Independent, Non Executive Chairman
Satoshi Iwanaga (Appointed on 01 01 .2025)	Non Independent, Non Executive Chairman
Murali Gopalakrishnan, Executive Director & Chief Executive Officer	Key Management Personnel (KMP)
Balaji Ramanujam, Chief Financial Officer	Key Management Personnel (KMP)
S. Sundaramurty (Company Secretary and Compliance Officer)	Key Management Personnel (KMP)
Rajesh Ramniklal Muni	Independent director
Ruchi Naithani (Ceased to be a director from 10.09.2024)	Independent director
Kaveri Dharmaraj (Appointed on 08.08.2024)	Independent director
M S Jagan	Independent director
Toru Horiuchi	Non Executive and Non Independent Director

This space is intentionally left blank

Summary of material accounting policies and other explanatory information ₹ in Lakhs

b) Transactions with related parties

Name of the related party	Year ended 31 March 2025	Year ended 31 March 2024
Sale of services, also refer note 23		
Inspirisys Solutions North America Inc.,	905	1,141
CAC America Corporation	155	160
CAC Corporation Japan	17	-
Recovery of doubtful advances, also refer note 24		
Inspirisys Solutions DMCC, Dubai	50	-
Purchase of software, also refer note 4		
PT Mitrais, Indonesia	9	9
Interest expense, also refer note 30		
CAC Holdings Corporation, Tokyo, Japan	308	410
Repayment of ECB Loan, also refer note 17		
CAC Holdings Corporation, Tokyo, Japan	4277	-
Reimbursements		
CAC Holdings Corporation, Tokyo, Japan	4	2
CAC Consulting and Technologies, Singapore	22	32
Marketing Fee, also refer note 29		
Inspirisys Solutions North America Inc.,	308	283
Management fees, also refer note 30		
CAC Holdings Corporation, Tokyo, Japan	78	99
Remuneration*		
Murali Gopalakrishnan	206	111
Balaji Ramanujam	66	49
S. Sundaramurty	29	26
Rajesh Ramniklal Muni	10	13
Ruchi Naithani	4	9
Kaveri Dharmaraj	5	-
M S Jagan	7	9

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arms's length basis.

***Gratuity and Compensated absences are being provided based on actuarial valuation performed for the Company as a whole and accordingly is not identifiable separately for the KMPs.**

This space is intentionally left blank

c) Balance with related parties (Unsecured, unless stated otherwise)

Name of the related party	As at 31 March 2025	As at 31 March 2024
Advances, also refer note 8		
CAC Corporation, Tokyo, Japan	-	1
Loans receivable, also refer note 14		
Inspirisys Solutions DMCC, Dubai #	225	275
Inspirisys Solutions Europe Limited, UK #	54	54
Loans Payable, also refer note 17		
CAC Holdings Corporation, Tokyo, Japan	-	4,140
Trade receivables*, also refer note 7		
Network Programs (USA) Inc., USA #	201	196
Inspirisys Solutions North America Inc., USA	175	4,049
Inspirisys Solutions DMCC, Dubai #	378	369
CAC America Corporation	-	14
Other Payables, also refer note 11		
CAC Holdings Corporation, Tokyo, Japan	2	-
Contract assets** (refer note: 11)		
Inspirisys Solutions North America Inc., USA	93	69
CAC America Corporation	12	13
Management fees payable*,** also refer note 22		
CAC Holdings Corporation, Tokyo, Japan	78	99
Guarantee received ##		
CAC Holdings Corporation, Tokyo, Japan	17,750	17,750

The Company has provided allowances for credit losses for the entire balance.
* Trade receivables generally carry a credit period of 60 Days and are to be settled in cash.
** Contract assets represents unbilled revenue which will be billed subsequently as per the terms of the contract.
*** Management fees payable represents management support fees payable to holding company and is to be settled in cash.
Guarantee has been provided to SMBC bank (₹ 5,000 lakhs) and Mizuho Bank (₹ 12,750 lakhs) by CAC holdings Corporation till 31st March 2026 and 30th November 2025 respectively.

d) Maximum balances outstanding during the year in accordance with Schedule V of SEBI (LODR) Regulations, 2015

Name of the related party	Year ended 31 March 2025		Year ended 31 March 2024	
	Loans received	Loans given	Loans received	Loans given
CAC Holding Corporation, Tokyo, Japan	4,277	-	4,140	-
Inspirisys Solutions DMCC, Dubai	-	225	-	275
Inspirisys Solutions Europe Limited, UK	-	54	-	54

e) Loans or advances to the below persons that are either repayable on demand or without any specific repayment terms:

Type of Borrower	As at 31 March 2025		As at 31 March 2024	
	Amount outstanding	% of Total	Amount outstanding	% of Total
Related Parties	279	100%	330	100%
Total	**279**	**100%**	**330**	**100%**

f) Terms and security details

Name of the Company	Rate of Interest	Due Date	Purpose of Loan and security	31 March 2025	31 March 2024
Inspirisys Solutions DMCC, Dubai	-	Repayable on demand	Working Capital and Unsecured	225	275
Inspirisys Solutions Europe Limited, UK	11%			54	54

g) No loans or advances have been made during the current year.

Summary of material accounting policies and other explanatory information ₹ in Lakhs

36 Fair value measurement

a) Financial instruments by category

	Level	As at 31 March 2025			As at 31 March 2024		
		Amortized cost	Total carrying value	Fair value @	Amortized cost	Total carrying value	Fair value @
Financial assets	**Level 1**						
Investment*		-	4,378	4,378	-	-	-
Trade receivables, net		8,323	8,323	8,323	13,662	13,662	13,662
Cash and cash equivalents		2,376	2,376	2,376	4,559	4,559	4,559
Bank balances other than cash and cash equivalents		908	908	908	1,137	1,137	1,137
Loans, (net)		-	-	-	-	-	-
Other financial assets		1,178	1,178	1,178	736	736	736
Total financial assets		**12,785**	**17,163**	**17,163**	**20,094**	**20,094**	**20,094**
Financial liabilities	**Level 3**						
Borrowings		44	44	44	4,449	4,449	4,449
Lease liabilities		467	467	467	69	69	69
Trade payables		4,274	4,274	4,274	6,116	6,116	6,116
Other financial liabilities		3,123	3,123	3,123	2,995	2,995	2,995
Total financial liabilities		**7,909**	**7,909**	**7,909**	**13,629**	**13,629**	**13,629**

* Does not include Investment which are accounted at cost in wholly owned subsidiaries.

@ Management recognises all financial assets and liabilities at amortised cost and considers it to approximate fair value. The company does not have any assets measured at FVOCI.

b) Fair value measurement hierarchy

The Company records certain financial assets and financial liabilities at fair value on a recurring basis. The Company determines fair values based on the price it would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability.

The Company holds certain financial assets which must be measured using the fair value hierarchy and related valuation methodologies. The guidance specifies a hierarchy of valuation techniques based on whether the inputs to each measurement are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions about current market conditions. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Financial assets and financial liabilities measured at fair value in the balance sheet are grouped into three Levels of fair value hierarchy. These levels are based on the observability of significant inputs to the measurement, as follows:

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

> Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

> Level 3: Unobservable inputs for the asset or liability.

Investment in Telesis Global Solutions Limited, India is impaired as more recent information is not available to measure fair value. The management had impaired the investment hence there is no carrying value for this investment.

* Does not include Investment in subsidiaries which are accounted at cost in accordance with Ind AS 27.

c) Interest-bearing loans and borrowings:

Particulars	As at 31 March 2025	As at 31 March 2024
a) Interest-bearing loans and borrowings:		
Floating rate borrowings	-	4,388
Fixed rate borrowings	44	61

The fair values of the Company's interest-bearing borrowings and loans are determined under amortised cost method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. These rates are considered to reflect the market rate of interest and hence the carrying value are considered to be at fair value.

Loans, cash and bank balances, trade receivables, other financial assets, trade payables and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

Summary of material accounting policies and other explanatory information ₹ in Lakhs

37 Financial risk management

The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its and group companies operations. The Company's principal financial assets include loans, trade and other receivables, investments, cash and deposits that derive directly from its operations.

The Company is exposed to market risk, interest rate risk, foreign currency risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management assesses the financial risks and the appropriate financial risk governance framework in accordance with the Company's policies and risk objectives. The Board of Directors review and agree on policies for managing each of these risks, which are summarised below.

a) Market risk

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates are managed by borrowing at fixed interest rates.

c) Interest rate sensitivity

The following table illustrates the sensitivity of profit to a reasonably possible change in interest rates of +/- 1% for the year ended 31 March 2025 and 31 March 2024. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

		Profit before tax for the	
	Interest rate fluctuation	Year ended 31 March 2025	Year ended 31 March 2024
Increase in interest rate / (Decrease) in profit for the year	+1%	-	44
(Decrease) in interest rate / Increase in profit for the year	-1%	-	(44)

d) Foreign currency risk

Most of the Company's transactions are carried out in Indian rupees. Exposures to currency exchange rates arise from the Company's overseas sales and purchases, which are primarily denominated in US dollars (USD), United Arab Emirates dirham (AED) and Great Britain Pound (GBP). The Company's foreign currency exposure is predominantly against the group and related entities.

Foreign currency denominated financial assets and financial liabilities which expose the Company to currency risk are disclosed below. The amounts shown are those reported to key management translated at the closing rate:-

Foreign currency exposure (in ₹)

Particulars	USD	GBP	AED	JPY
31 March 2025				
Financial assets	1,762	77	25	-
Financial liabilities	3	-	-	2
1 March 2024				
Financial assets	5,722	73	25	-
Financial liabilities	4,141	-	-	-

Currency risk (or foreign exchange risk) arises on financial instruments that are denominated in a foreign currency, i.e. in a currency other than the functional currency in which they are measured. For the purpose of this disclosure, currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency.

The following table illustrates the sensitivity of profit and equity in regards to the Company's financial assets and financial liabilities and the USD/₹ exchange rate, AED/₹ exchange rate and GBP/₹ exchange rate , 'all other things being equal'. It assumes a +/- 1% change of the USD/₹ exchange rate for the year ended at 31 March 2025 (31 March 2024: +/-1%), +/- 1% change of the AED/₹ exchange rate for the year ended 31 March 2025 (31 March 2024:+/- 1%) , +/- 1% change of the JPY/₹ exchange rate for the year ended 31 March 2025 (31 March 2024:+/- 1%) and a +/- 1% change is considered for the GBP/₹ exchange rate for the year ended at 31 March 2025 (31 March 2024: +/-1%).

If the ₹ had strengthened against the USD by 1% during the year ended 31 March 2025 (31 March 2024: 1%), AED by 1% during the year ended 31 March 2025 (31 March 2024: 1%), JPY by 1% during the year ended 31 March 2025 (31 March 2024: 1%) and GBP by 1% during the year ended 31 March 2025 (31 March 2024: 1%) respectively then this would have had the following impact on profit before tax and equity before tax:

If the ₹ had weakened against the USD by 1% during the year ended 31 March 2025 (31 March 2024: 1%), AED by 1% during the year ended 31 March 2025 (31 March 2024: 1%), JPY by 1% during the year ended 31 March 2025 (31 March 2024: 1%) and GBP by 1% during the year ended 31 March 2025 (31 March 2024: 1%) respectively then there would an equal but opposite effect on the above currencies to the amount shown above, on the basis that all other variables remain constant.

₹ in Lakhs

Particulars		Year ended 31 March 2025	Year ended 31 March 2024
Profit before tax			
USD	+1%	18	16
GBP	+1%	1	1
AED	+1%	3	2
JPY	+1%	0	-
Profit before tax			
USD	-1%	(18)	(16)
GBP	-1%	(1)	(1)
AED	-1%	(3)	(2)
JPY	-1%	(0)	-

e) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example trade receivables, placing deposits, investment etc. the Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting period, as summarised below:

Particulars	As at 31 March 2025	As at 31 March 2024
Classes of financial assets		
Trade receivables	8,323	13,662
Cash and cash equivalents	2,376	4,559
Bank balances other than cash and cash equivalents	908	1,137
Loans, (net)	-	-
Other Financials assets	1,178	736

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. The Company's policy is to transact only with counterparties who are highly creditworthy which are assessed based on internal due diligence parameters.

In respect of trade receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics except subsidiaries. Trade receivables consist of a large number of customers in various geographical areas. Based on historical information about customer default rates management consider the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and bank balances are considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Other financial assets mainly comprises of rental deposits, security deposits and loans which are given to landlords or other governmental agencies in relation to contracts executed and related parties are assessed by the Company for credit risk on a continuous basis.

f) Liquidity risk

Liquidity risk is that the Company might be unable to meet its obligations. The Company manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on a monthly, quarterly, and yearly basis depending on the business needs. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Company's objective is to maintain cash and bank's short term credit facilities to meet its liquidity requirements for 30-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.

The Company considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. Cash flows from trade receivables are all contractually due within twelve months except for retention and long term trade receivables which are governed by the relevant contract conditions.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of short-term borrowings. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

As at 31 March, the Company's non-derivative financial liabilities have contractual maturities as summarised below:

As at 31 March 2025	Current		Non Current
Particulars	**Within 6 months**	**6 to 12 months**	**1 to 5 years**
Borrowings	5	5	34
Lease Liabilities	110	102	255
Trade and other payables	4,274	-	-
Other financial liabilities	3,123	-	-
As at 31 March 2024			
Particulars	**Within 6 months**	**6 to 12 months**	**1 to 5 years**
Borrowings	467	3,938	44
Lease Liabilities	26	28	88
Trade and other payables	6,116	-	-
Other financial liabilities	2,995	-	-

g) Price risk

The Group is exposed to price risks arising from investments in Mutual funds. These investments are held to gain better returns on the surplus funds generated and not for trading purposes. The sensitivity analyses given below have been determined based on the exposure to price risks at the end of the reporting period.

If prices had been 1% higher/lower, profit/equity for the year ended 31 March 2025 would increase / decrease by ₹ 43.77 lakhs (31 March 2024: ₹ Nil) as a result of the changes in fair value of mutual funds measured at FVTPLI. There is no impact of change in price of mutual funds on other comprehensive income.

38. Other Disclosures

(a) Analytical ratios.

Ratio	Notes/ reference	Numerator A Amount (i)	Numerator B Amount (ii)	Notes/ reference	Denominator A Amount (iii)	Denominator B Amount (iv)	Ratio A v = (i)/(iii)	Ratio B vi = (i)/(iii)	% Variance vii=(v)-(vi)	Variance reasons (refer explanation below)
Current ratio (in times)	38 (i)	21,173	23,842	38 (iv)	12,225	18,442	1.73	1.29	33.96%	2
Trade receivables turnover ratio (in times)	23	37,842	47,783	38 (v)	10,993	12,726	3.44	3.75	(8.32%)	1
Working capital turnover ratio (in times)	23	37,842	47,783	38 (vi)	8,948	5,400	4.23	8.85	(52.20%)	3
Debt - equity ratio (in times)	17	44	4,449	38 (ix)	13,688	11,111	0.00	0.40	(99.20%)	
Inventory turnover ratio (in times)	23	37,842	47,783	38 (xi)	357	375	106.09	127.37	(16.71%)	1
Trade payables turnover ratio (in times)	26	8,263	19,478	38 (xiii)	5,195	5,334	1.59	3.65	(56.44%)	4
Return on equity (in %)	38 (ii)	2,608	2,160	38 (vii)	12,400	10,053	21.03%	21.49%	(2.11%)	1
Return on investment (in %)	6	2,608	2,160	24	13,688	11,111	19.05%	0.00%	100.00%	7
Return on capital employed (in %)	38 (iii)	2,844	3,405	38 (xiv)	14,199	15,629	20.03%	21.79%	(8.08%)	1
Net profit ratio (in %)	38 (ii)	2,608	2,160	23	37,842	47,783	6.89%	4.52%	52.45%	5
Debt service coverage ratio (in times)	38 (viii)	3,059	2,782	38 (x)	4,894	928	0.63	3.00	(79.15%)	6

A - 31 March 2025; B - 31 March 2024; NA - Not Applicable.

Reference

i. Total of current assets ii. Profit after tax iii. Profit before tax plus finance cost iv. Total of current liabilities v. Average of trade receivables vi. Working capital vii. Average of total equity viii.Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other non cash adjustments ix.Total equity x. Total of Lease liabilities and Borrowing paid during the year (including interest paid) xi. Average of inventories xii. Net Credit Purchases during the year xiii. Average of trade payables xiv. Total equity, total borrowings and total lease liabilities

Explanation

1. Variances are below 25%, hence no explanation is required.
2. The company had repaid the ECB loan availed from its holding company in full during the year and accordingly, the Current ratio has improved.

3. Favourable variance due to repayment of the borrowings from the holding company during the year which resulted in reduction of the total capital employed and debt outstanding as at the yearend.
4. Decrease in turnover days is on account of early payouts to certain vendors during the previous year.
5. Favourable variance on account of increase in profits during the year.
6. Favourable variance on account of repayment of the borrowing form holding company during the year as detailed in point 1 above.
7. Represents gain on investments in mutual funds in the current year.

(b) The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(c) There are no charges or satisfaction which are yet to be registered with ROC beyond the statutory period.

(d) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(f) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(g) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

39. Contingent liabilities

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Disputed Demands on Sales tax (including Goods & Service Tax)	17	1,174
Disputed Income Tax demands	5,495	1,836
Customs duty demands	236	236
Others	76	76
	5,824	**3,322**

Note : (1) Sales Tax significantly represents claims against the company towards dispute on tax rates considered for certain services rendered by the company and non-realisation of export proceeds.

(2) As at 31 March 2025, in respect of income tax matters disputed demands amounted to ₹ 5,495 Lakhs (₹ 1,836 Lakhs as at 31 March 2024). The demands majorly represent demands arising on completion of assessment proceedings under the Income Tax Act, 1961. These claims are on account of multiple issues of disallowances such as prior period expenses, Depreciation on Lease hold Improvements, application software, goodwill, IPO expenses, disallowances of profits earned by STPI unit, and certain provisions for employee benefits. Amount paid to statutory authorities against the tax claims amounted to ₹ 1,836 lakhs and ₹ 1,836 lakhs as at March 31, 2025 and March 31, 2024, respectively. Future cash outflows in respect of contingent liabilities are determinable only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. The Company is contesting these demands and the Management, including its advisors, believe that its position will likely be upheld in the appellate process.

(3) Customs duty represents, claims towards dispute on duty rates considered for import of certain goods.

These matters are pending before various Appellate Authorities and the management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company’s financial position and results of operations

(4) Others represents legal proceedings and claims, which have arisen in the ordinary course of business and Company’s management reasonably expects that these legal actions, when ultimately concluded and determined, will not have a material and adverse effect on the Company’s results or financial condition.

Summary of material accounting policies and other explanatory information

40. Commitments

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Capital commitments	-	8

Capital commitments represents payable towards purchase of a software under a non-cancellable contract. All other commitments are cancellable at the option of the company and hence not disclosed.

41. Figures for the previous years have been regrouped/rearranged wherever considered necessary to conform to the current year classification.

42. Corporate Social Responsibility

Particulars	As at 31 March 2025	As at 31 March 2024
Amount required to be spent as per section 135 of the Act	**40**	**24**
a) Gross amount required to be spent by the company during the year	40	24
b) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) Purposes other than (i) above	40	24
c) Shortfall/(Excess) spent at the end of the year	-	-
d) Details of related party transactions	-	-
e) Whether any provision made based on contractual obligation to undertake CSR activity	-	-

The CSR funds have been spent to provide endowment scholarships for under-privileged students.

43. Overseas branch operations

The Company has a branch at Singapore; whose financial information is translated into Indian rupees and included against each line item in the standalone financial statements of the Company. The summary of the Branch's financials are as follows:

Particulars	31 March 2025		31 March 2024	
	in USD	in ₹	in USD	in ₹
Revenue	-	-	-	-
Profit	(0.13)	(11.13)	(0.51)	(42.36)
Total assets	0.06	5.03	1.47	122.39
Net assets	(0.18)	(15.42)	1.37	114.55

44. Events after the reporting period

a) No adjusting or significant non-adjusting events have occurred since the reporting date other than those disclosed.

b) Inspirisys Solutions DMCC (ISDMCC), a company registered under the laws of Dubai Multi Commodities Centre Authority (DMCC) is a wholly owned subsidiary of the holding company. ISDMCC has incurred continuous losses over the last several years particularly during and after Covid Pandemic. The Board in their meeting held on 28th September 2023 decided to voluntarily windup and liquidate ISDMCC in the best interest of the company. The liquidation process got completed and the company received the dissolution order from DMCC authorities dated 05th May 2025.

Summary of material accounting policies and other explanatory information 1-3
Notes 1 to 44 form an integral part of these standalone financial statements

This is the Standalone balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of
Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

Place : Chennai
Date : 09 May 2025

S Sundaramurthy
Company Secretary
M. No. : F8203
Place : Chennai
Date : 09 May 2025

FORM AOC - 1

(PURSUANT TO FIRST PROVISO TO SUB SECTION(3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014)

STATEMENT CONTAINING SAILENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES.

₹ in Lakhs

Sl. No.	1	2	3	4	5
Name of the Subsidiary	**Inspirisys Solutions DMCC**	**Inspirisys Solutions North America Inc**	**Inspirisys Solutions Europe Limited**	**Inspirisys Solutions Japan KK**	**Network Programs USA Inc**
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	As on 31-03-2025	As on 31-03-2025	As on 31-03-2025	As on 31-03-2025	As on 31-03-2025
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	AED - Exchange Rate as on 31-03-2025 - ₹ 23.26	USD - Exchange Rate as on 31-03-2025 - ₹ 85.58	GBP - Exchange Rate as on 31-03-2025 - ₹ 110.74	JPY - Exchange Rate as on 31-03-2025 - ₹ 0.57	USD - Exchange Rate as on 31-03-2025 - ₹ 85.58
Share capital	70	561	22	105	43
Reserves & surplus	(70)	(7,197)	(380)	(111)	(1,132)
Total assets	-	1,589	1	2	8
Total Liabilities	-	8,225	359	8	1,097
Investments	-	-	-	-	-
Turnover	52	2,229	14	1,190	-
Profit before taxation	(7)	(101)	14	1,187	(529)
Provision for taxation	-	-	-	-	-
Profit after taxation	(7)	(101)	14	1,187	(529)
Proposed Dividend	Nil	Nil	Nil	Nil	Nil
% of shareholding	100	100	100	100	100

For and on behalf of the Board of Directors of

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

Place : Chennai
Date : 09 May 2025

S Sundaramurthy
Company Secretary
M. No. F8203
Place : Chennai
Date : 09 May 2025

Independent Auditor's Report

To the Members of Inspirisys Solutions Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Inspirisys Solutions Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company, and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025 and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reports of other auditors on separate financial statements, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Groupas at March 31, 2025, of consolidated profit and other comprehensive loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Accounting for revenue from services

The Group's Services Division, which includes Infrastructure, Security, Cloud and Software services, earns revenue through a variety of contractual arrangements with external customers such as fixed-price maintenance & support service contracts, fixed-price software contracts and time-and-material contracts.

Revenue recognition for these arrangements involves multiple methods:

- For **fixed-price maintenance and support services,** revenue is recognized on a straight-line basis over the contract period, adjusted for expected liquidated damages or deductions.
- For **fixed-price software contracts,** revenue is recognized using the **percentage-of-completion method** where the performance obligations are satisfied over a period of time and customer billings are done based on achievement of milestone.
- For **time-and-material contracts,** revenue is recognized as the services are performed based on the efforts burnt multiplied with the agreed rate with customers.

Significant Management judgmentsare involved in determining the timing and amount of revenue to be recognized, especially in:

- Estimating costs to complete fixed-price contracts.
- Assessing the stage of completion.
- Determining the existence of any uncertainties affecting the measurement or collectability of consideration.

Due to multiple revenue streams, the estimation involved, and the associated risk of misstatement, revenue recognition in the services division was considered to be a key audit matter.

How the matter was addressed in the audit

Our audit approach included testing of the design and operating effectiveness of the internal controls and substantive testing but were not limited to the following:

- We read the Holding Company's revenue recognition policy and related disclosures. We performed walkthroughs of each significant class of revenue transactions and assessed and tested the design effectiveness and operating effectiveness for key controlsover contract revenue recognition.
- Assessing the appropriateness of the Holding Company's revenue recognition policies with reference to the IND AS 115-Revenue from Contracts with Customers.

- Reviewing the samples of customer contracts to assess whether the revenue recognition method applied was appropriate and consistent with contractual terms.
- Testing the mathematical accuracy of revenue recognized under the straight-line and percentage-of-completion methods.
- We performed cut off procedures by reference to the contract.
- Evaluating the adequacy of disclosures related to revenue recognition in the financial statements.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management discussion & analysis report and Director's report including annexures to Director's report, but does not include the consolidated financial statements and our auditor's report thereon. The Management discussion & analysis report and Director's report including annexures to Director's reportis expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management discussion & analysis report and Director's report including annexures to Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Managementand Those Charged with Governancefor the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

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

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

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

Other Matters

a) We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets of ₹ 1,600.41 lakhs as at March 31, 2025, total revenues of ₹ 3,485.09 lakhs and net cash outflows amounting to ₹ 46.36 lakhsfor the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors. Our Opinion is not modified on the above matter.

b) The consolidated financial statements of the Holding Company for the year ended March 31, 2024, were audited by another auditor. They had modified their report dated May 10, 2024, with respect to recoverability of the carrying value of Holding Company's trade receivables amounting to ₹ 4,049 lakhs from its wholly owned subsidiary, Inspirisys Solutions North America, Inc, USA which were significantly overdue as at March 31, 2024 and related regulatory non-compliance. Our opinion is not modified on the above matter as the Holding Company's trade receivables have been collected during the financial year.

Report on Other Legal and Regulatory Requirements

1) As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the Separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports except for the matters stated in paragraph 2(h)(vi) below on reporting under rule 11(g).

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3) (b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).

g) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, - Refer Note 40 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary Company.

iv. (a) The Management of the Holding Company has represented that, to the best of their knowledge and belief and as stated in note 43 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiary") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiary.

(b) The Management of the Holding Company has represented that, to the best of their knowledge and belief and as stated in note 43 to the consolidated financial statements, no funds have been received by the Holding Company, from any person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company, shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, and according to the information and explanations provided to us by the Management of the Holding Company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material mis-statement.

v. The Holding Company has neither declared nor paid any dividend during the year.

vi. Based on our examination which included test checks, the Holding Company has used four accounting software(s) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature was enabled at the application level and database level with effect from May 09, 2024 in respect of two accounting software(s) to log any direct data changes.

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

2) In our opinion, according to information, explanations given to us, the remuneration paid by the Group, to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

3) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies Auditor's Report Order, 2020 ("the Order") ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, CARO is not applicable to foreign Subsidiary companies and based on the CARO reports issued by us for the Holding Company, we report that there are no Qualifications or adverse remarks.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Geetha Jeyakumar
Partner
Membership No. 029409
UDIN: 25029409BMMIPA7724

Place: Chennai
Date: 09 May, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INSPIRISYS SOLUTIONS LIMITED

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.
- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended March 31, 2025, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Geetha Jeyakumar
Partner
Membership No. 029409
UDIN: 25029409BMMIPA7724

Place: Chennai
Date: 09 May, 2025

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INSPIRISYS SOLUTIONS LIMITED

[Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Inspirisys Solutions Limited on the consolidated Financial Statements for the year ended March 31, 2025]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls reference to consolidated financial statements of Inspirisys Solutions Limited (hereinafter referred to as "the Holding Company"), as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI").

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

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

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

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Geetha Jeyakumar
Partner
Membership No. 029409
UDIN: 25029409BMMIPA7724

Place: Chennai
Date: 09 May, 2025

Consolidated Balance Sheet as at 31 March 2025

₹ in Lakhs

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4(a)	407	464
Right-of-use assets	5	449	59
Goodwill	4(b)	-	542
Other intangible assets	4(c)	246	299
Intangible assets under development	4(d)	193	81
Financial assets			
- Investments (net)	6(a)	-	-
- Trade receivables	7	-	73
- Other financial assets	8	477	60
Deferred tax assets (net)	9	1,032	-
Non-current tax assets (net)	10	2,140	3,091
Other non-current assets	11	151	1,199
Total Non Current Assets		**5,095**	**5,868**
Current assets			
Inventories	12	327	386
Financial assets			
- Investments	6(b)	4,378	-
- Trade receivables	7	8,478	9,818
- Cash and cash equivalents	13(a)	2,566	4,771
- Bank balances other than cash and cash equivalents	13(b)	908	1,137
- Other financial assets	8	702	679
Other current assets	11	4,254	3,573
Total Current Assets		**21,613**	**20,364**
Discontinued Operations - Assets held for sale	34	2	61
TOTAL ASSETS		**26,710**	**26,293**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	3,962	3,962
Other equity	15	1,891	(1,033)
Total equity		**5,853**	**2,929**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	16	7,974	584
- Lease liabilities	17	253	15
Provisions	18	64	87
Total Non Current Liabilities		**8,291**	**686**
Current liabilities			
Financial liabilities			
- Borrowings	16	10	7,648
- Lease liabilities	17	213	54
- Trade payables	19		
Total outstanding dues of micro and small enterprises;		178	186
Total outstanding dues of creditors other than micro and small enterprises		4,097	5,930
- Other financial liabilities	20	3,418	3,360
Other current liabilities	21	4,410	4,685
Provisions	18	232	269
Total Current Liabilities		**12,558**	**22,131**
Discontinued Operations - Liabilities related to assets held for sale	34	8	547
Total liabilities		**20,857**	**23,364**
Total equity and liabilities		**26,710**	**26,293**

Summary of material accounting policies and other explanatory information **1-3**

Notes 1 to 45 form an integral part of these standalone financial statements

This is the Consolidated balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of
Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

S Sundaramurthy
Company Secretary
M. No. : F8203

Place : Chennai
Date : 09 May 2025

Place : Chennai
Date : 09 May 2025

Consolidated Statement of Profit and Loss for the year ended 31 March 2025

₹ in Lakhs

Particulars	Note No.	For the year ended 31 March 2025	For the year ended 31 March 2024
Continuing operations			
INCOME			
Revenue from operations	22	38,815	49,049
Other income	23	944	373
Total income		**39,759**	**49,422**
EXPENSES			
Purchases of stock-in-trade	24	8,264	19,478
Changes in inventories of stock in trade and finished goods	25	59	(22)
Sub-contracting and outsourcing cost	27	11,616	9,717
Employee benefits expense	26	12,000	12,264
Other expenses	28	4,095	4,339
Total expenses		**36,034**	**45,776**
Profit before tax, finance cost, depreciation and amortization expenses		**3,725**	**3,646**
Finance costs	29	876	1,055
Depreciation and amortization expense	30	539	458
Profit before tax from continuing operations		**2,310**	**2,133**
Tax expense			
Current tax	31	686	497
Deferred tax		(1,019)	-
Total tax expense / (credit)		**(333)**	**497**
Profit after tax from continuing operations		**2,643**	**1,636**
Discontinued operation			
Profit / (Loss) on discontinued operations	34	530	(1,270)
Tax expense of discontinued operation			
Current tax		-	-
Deferred Tax		-	-
Profit/ (loss) on Discontinued Operations		**530**	**(1,270)**
Profit for the year		**3,173**	**367**
Other comprehensive income			
i) Items that will not be reclassified to profit and loss			
- Re-measurement of post employment benefit obligation, (net)		(45)	(69)
- Income tax relating to items that will not be reclassified to profit and loss		13	20
ii) Items that will be reclassified to profit or loss			
- Exchange difference on translation of continuing operations		(207)	105
- Exchange difference on translation of discontinued operations		(9)	52
- Income tax relating to translation of foreign operations		-	(1)
Other comprehensive income/(loss) for the year, net of tax		**(249)**	**107**
Total comprehensive income for the year		**2,924**	**474**
Profit from continuing operations attributable to:			
Owners of the Company		2,643	1,636
Non-controlling interest		-	-
Profit/ (loss) from discontinued operations attributable to:			
Owners of the Company		530	(1,270)

Consolidated Statement of Profit and Loss for the year ended 31 March 2025

₹ in Lakhs

Particulars	Note No.	For the year ended 31 March 2025	For the year ended 31 March 2024
Total Profit from continuing and discontinued operations attributable to:			
Owners of the Company		3173	367
Non-controlling interest		-	-
		3173	**367**
Other comprehensive income/ (loss) attributable to:			
Owners of the Company		(249)	107
Non-controlling interest		-	-
		(249)	**107**
Total comprehensive income/ (loss) attributable to:			
Owners of the Company		2,924	474
Non-controlling interest		-	-
		2,924	**474**
Earnings per equity share (continuing operations) (EPS)	32		
Basic and diluted (in ₹)		6.67	4.13
Nominal value of equity shares (in ₹)		10.00	10.00
Earnings per equity share (discontinued operations) (EPS)	32		
Basic and diluted (in ₹)		1.34	(3.21)
Nominal value of equity shares (in ₹)		10.00	10.00
Earnings per equity share for continuing and discontinued operations (EPS)	32		
Basic and diluted (in ₹)		8.01	0.93
Nominal value of equity shares (in ₹)		10.00	10.00

Summary of material accounting policies and other explanatory information **1-3**
Notes 1 to 45 form an integral part of these standalone financial statements

This is the Consolidated balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of
Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

Place : Chennai
Date : 09 May 2025

S Sundaramurthy
Company Secretary
M. No. : F8203
Place : Chennai
Date : 09 May 2025

Consolidated Statement of Cash Flows for the year ended 31 March 2025

₹ in Lakhs

Particulars	For the Year ended 31 March 2025	For the Year ended 31 March 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,310	2,043
Adjustments for:		
Depreciation and amortization expense	539	458
Income on reversal of lease liabilities	(6)	-
Interest expense	875	1,058
Interest income from financial assets at amortized cost	(180)	(157)
Impairment of goodwil	542	-
Provision for credit loss on financial assets	248	293
Liquidated damages	203	181
Net unrealised foreign exchange loss	(86)	(378)
(Reversal) for gratuity and compensated absences	(54)	(649)
(Reversal) for inventory obsolescence	(113)	(57)
Profit on sale of property, plant and equipment	(1)	-
(Reversal)/ provision for warranty	(38)	70
Gain on sale of investments in mutual funds	(154)	-
Gain on fair valuation on investments in mutual funds	(54)	-
Bad debts written-off	-	20
Liabilities no longer required written back	(431)	-
Interest on income tax refund	(34)	(30)
Operating profit before working capital changes	**3,566**	**2,852**
Adjustments for decrease / increase :		
Trade payables	(1,912)	2,351
Other financial liabilities	115	1,156
Other current liabilities	(202)	1,206
Inventories	172	35
Trade receivables	1,285	(3,138)
Other financial assets	164	433
Other non-current assets	1,020	(591)
Other current assets	(664)	(1,333)
Cash generated from operating activities	**3,544**	**2,971**
Direct taxes refund received/ (paid), net	297	(341)
Net cash generated from operating activities from continuing operations	**3,841**	**2,630**
Net cash generated from operating activities from discontinued operations	**29**	**247**
B. Cash flow from investing activities		
Purchase of property, plant and equipment, intangible assets, intangible assets under development	(309)	(396)
Proceeds from sale of property, plant and equipment and other intangible assets	5	-
Net proceeds from sale of investments in mutual funds	154	-
Investments in mutual funds, net	(4,324)	-
Interest received from financial assets at amortized cost	171	157
Investment in bank deposits (original maturity more than 3 months), net	(283)	(1,015)
Net cash generated (used) in investing activities from continuing operations	**(4,586)**	**(1,254)**
Net cash generated from / (used in) investing activities from discontinued operations	**-**	**-**
C. Cash flow from financing activities		
(Repayment) / proceeds short term borrowings, net (refer note 16)	(248)	157
Proceeds from long term borrowings (refer note 16)	4,000	1,440
Repayment of long term borrowings (refer note 16)	(4,157)	(26)
Principal elements of lease payments	(223)	(168)
Interest paid	(875)	(1,058)
Net cash generated from / (used) in financing activities from continuing operations	**(1,503)**	**345**
Net cash (used) in financing activities from discontinued operations	**-**	**(248)**
D. Net (decrease) / increase in cash and cash equivalents	**(2,219)**	**1,720**
E. Cash and cash equivalents at the beginning of the year	4,794	3,081
Effects of foreign currency translation	(7)	(7)
F. Cash and cash equivalents at the end of the year	**2,568**	**4,794**
Cash and cash equivalents include:		
Cash on hand	1	4
Balances with banks in current accounts (Includes Funds in Transit of ₹ 12 Lakhs (March 31, 2024 ₹ 75 Lakhs)	2,565	4,769
Balances with banks - in current accounts of discountinued operations	2	21
Cash and cash equivalents (Also refer note 13)	**2568**	**4794**

Summary of material accounting policies and other explanatory information 1-3

Notes 1 to 45 form an integral part of these standalone financial statements

This is the Consolidated balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of
Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

S Sundaramurthy
Company Secretary
M. No. : F8203

Place : Chennai
Date : 09 May 2025

Place : Chennai
Date : 09 May 2025

Consolidated Statement of Changes in Equity for the year ended 31 March 2025

₹ in Lakhs

Particulars	Equity share capital	Other Equity							Total
		Reserves and Surplus			Other Comprehensive Income		Contribution from Ultimate Holding Company	Total other equity	
		General reserve	Retained Earnings	Securities Premium	Re-measurement of post employment benefit obligation	Foreign currency translation reserves			
Balances as at 01 April 2023	**3,962**	**859**	**(16,146)**	**11,555**	**(184)**	**(883)**	**-**	**(4,799)**	**(837)**
Additions for the year	-	-	-	-	-	-	3,292	3,292	3,292
Profit for the year	-	-	367	-	-	-	-	367	367
Other comprehensive income / (loss), net of tax	-	-	-	-	(49)	156	-	107	107
Total comprehensive income / (loss) for the year	**-**	**-**	**367**	**-**	**(49)**	**156**	**3,292**	**3,766**	**3,766**
Balances as at 31 March 2024	**3,962**	**859**	**(15,779)**	**11,555**	**(233)**	**(727)**	**-**	**(1,033)**	**2,929**
Profit for the year	-	-	3,173	-	-	-	-	3,173	3,173
Transfer from (retained earnings) to foreign currency translation reserve	-	-	(105)	-	-	105	-	-	-
Other comprehensive income / (loss), net of tax	-	-	-	-	(32)	(217)	-	(249)	(249)
Total comprehensive income / (loss) for the year	**-**	**-**	**3,068**	**-**	**(32)**	**(112)**	**-**	**2,924**	**2,924**
Balances as at 31 March 2025	**3,962**	**859**	**(12,711)**	**11,555**	**(265)**	**(839)**	**3,292**	**1,891**	**5,853**

Summary of material accounting policies and other explanatory information 1-3
Notes 1 to 45 form an integral part of these standalone financial statements

This is the Consolidated balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No.: 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of
Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

S Sundaramurthy
Company Secretary
M. No. : F8203

Place : Chennai
Date : 09 May 2025

Place : Chennai
Date : 09 May 2025

Summary of material accounting policies and other explanatory information

1 Background

Inspirisys Solutions Limited ("Inspirisys" or the Company) and its subsidiaries (collectively referred to as "the Group") was incorporated on 8 June 1995 and is listed on the National Stock Exchange of India ('NSE') and Bombay Stock Exchange Limited ('BSE'). The Group's principal lines of business is IT services which includes, providing system integration solutions comprising network design, hardware and software, IT infrastructure management solutions, warranty management solutions for imported and indigenous equipment, development, implementation and maintenance of software applications. The Registered office of the Group is located at First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk. Chennai – 600 010, Tamil Nadu, India.

The Consolidated financial statements were approved by the Board of Directors and authorized for issue on 09 May, 2025.

2 Summary of material accounting policies

a) Basis of preparation and presentation of consolidated financial statements

The consolidated financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial assets and liabilities which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendments rules issued thereafter.

The financial statements of the Group are prepared in Indian Rupee (₹), which is also the functional currency of the Group. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months. Figures for the previous years have been regrouped/rearranged wherever considered necessary to conform to the current year classification.

Basis of consolidation

The Consolidated financial statements include the financial statements of the Subsidiary companies as listed below. The financial statements of the subsidiary undertakings forming part of these consolidated financial statements are drawn up to 31 March 2025. Subsidiaries are all entities over which the Holding Company has the ability to control the financial and operating policies. All material intercompany transactions and accounts are eliminated on consolidation.

The company has the following subsidiaries.

Name	Holding	Abbreviation	Country of incorporation/origin
Inspirisys Solutions DMCC, UAE,	100%	ISDMCC	Established as a wholly owned subsidiary enterprise as per the license by DMCC, Dubai.
Network Programs (USA), Inc., USA	100%	NPUS	Incorporated under the laws of the State of Delaware, USA.
Inspirisys Solutions Japan Kabushiki Kaisha, Japan	100%	ISJKK	Incorporated under the laws of Japan in Tokyo, Japan.
Inspirisys Solutions North America, Inc., USA	100%	ISNA	Incorporated under the laws of the State of California, USA.
Inspirisys Solutions IT Resources Limited, India	100%	ISITRL	Incorporated under the Companies Act, 1956.
Inspirisys Solutions Europe Limited, UK	100%	ISEL	Incorporated under the laws of United Kingdom.

The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under Ind AS 110 - Consolidated Financial Statements and accounting standards as specified in the Ind ASs notified by the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Group combines the financial statements of the Parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses resulting from intra-group transactions are also eliminated except to the extent recoverable value of related assets is lower than their cost to the Group. Profit or loss of subsidiaries acquired or disposed during the year is recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted.

Subsidiaries are all entities over which the Group exercises control. The Group controls an entity when the Group is exposed to or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct relevant activities of the entity. Subsidiaries are fully consolidated from the date on which the control is transferred to the Group and are deconsolidated from the date the control ceases.

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in the other comprehensive income. After the investor's interest is reduced to zero, additional losses are provided for, and a liability is recognized, only to the extent that the investor has incurred legal or constructive obligations or made payments on behalf of the investee. If the investee subsequently reports profits, the investor resumes recognizing its share of the profits only after its share of the profits equals the share of losses not recognized. Unrealized gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transitions provides evidence of an impairment of the assets transferred. The carrying amount of equity accounted investments are tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired.

Excess of acquisition cost over the carrying amount of the Parent's share of equity of the acquiree at the date of acquisition is recognized as goodwill. In cases where the share of the equity in the acquiree as on the date of acquisition is in excess of acquisition cost, such excess of share in equity is recognised as 'Capital reserve' and classified under 'Reserves and Surplus'. The Parent's share of equity in the subsidiary is determined on the basis of book values of assets and liabilities as per the financial statements of the subsidiary as at the date of acquisition.

The amounts shown in respect of reserves comprise the amount of relevant reserves as per the balance sheet of the Parent and its share in the relevant reserves of the subsidiary.

As per Ind AS 110 - Consolidated Financial Statements prescribed under the Ind ASs notified by the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 only the notes involving items which are material need to be disclosed. Materiality for this purpose is assessed in relation to the information contained in the consolidated financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary or the Parent having no bearing on the true and fair view of the consolidated financial statements of the group are not disclosed in the consolidated financial statements.

b) Use of estimates and judgements

TThe preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the grouping disclosures, and the disclosure of contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Group bases its estimates and assumptions on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Significant management estimates and judgements

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the financial statements.

Classification of leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts.

Recognition of deferred tax assets and income tax treatments

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Capitalisation of internally developed intangible assets

Distinguishing the research and development phases of a new customised project and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. In assessing impairment, management estimates the recoverable amount of each asset or cash generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Recoverability of advances / receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Useful lives of depreciable / amortizable assets

Management reviews its estimate of the useful lives of depreciable / amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain items of property, plant and equipment.

Inventory

Inventories are stated at lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost is determined on weighted average basis for raw materials, stock in trade and finished goods and includes expenditure incurred in the normal course of business in bringing inventories to its location and condition, where applicable. Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision/write off is made for such inventories.

Fair value measurements

WWhen the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The policy has been further explained under note 2(r) financial instruments.

c) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has evaluated and considered its operating cycle as 12 months.

d) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready or substantially ready for use, as intended by management.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains / losses are recognised in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred.

Property, plant and equipment are depreciated using straight line method over the estimated useful lives of the assets. The estimated useful lives of the assets are as follows:

Particulars	Useful life (years)
Computer hardware	3 - 6
Furniture and fittings	10
Office equipment	5
Plant and machinery	15
Leasehold improvements	Over primary Lease term
Vehicles	5

The Group has evaluated the applicability of component accounting as prescribed under Ind AS 16 and Schedule II of the Companies Act, 2013, the management has not identified any significant component having different useful lives. Schedule II requires the Group to identify and depreciate significant components with different useful lives separately. The useful lives of these assets are in line with the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

e) Intangible assets

Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and impairment. Advances paid towards the acquisition of intangible assets outstanding at each Balance Sheet date are disclosed as other non-current assets and the cost of intangible assets not ready for their intended use before such date are disclosed as intangible assets under development. Intangible assets are amortized on a straight line basis over the estimated useful economic life. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

The residual values, useful lives and methods of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. Goodwill of the Group is not amortised since the same has a infinite useful life.

A summary of useful life's considered for the intangible assets is as below:

Particulars	Useful life
Software	7 years
Goodwill	Infinite

f) Impairment of intangible assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Group estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or 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 recognised 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 asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the Statement of Profit and Loss.

Intangible assets that have an indefinite useful life, not subject to amortisation and Intangible assets under development are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

g) Revenue recognition

The Group earns revenue primarily from Information Technology (IT) services which includes, providing system integration solutions comprising network design, hardware and software, IT Infrastructure management solutions, warranty management solutions for imported and indigenous equipment and development, implementation and maintenance of software applications.

To determine whether to recognise revenue from contracts with customers, the Group follows a 5-step process:

1 Identifying the contract with customer

2 Identifying the performance obligations

3 Determining the transaction price

4 Allocating the transaction price to the performance obligations

5 Recognising revenue when/as performance obligation(s) are satisfied.

A performance obligation is satisfied over time if one of the following criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs;

(b) the entity's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced ; or

(c) the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length. Invoicing in excess of revenues are classified as contract liabilities (which we refer to as "unearned revenue").

The Group disaggregates revenue from contracts with customers by nature of offerings (sales and services).

System Integration (Product / Hardware)

System Integration division carries out sale of servers, IT and Network related products and software across India based on contracts with the customers.

- Revenue from third party supply is recognised when control of the product is transferred to the customer, being the point of time when the product / software is delivered and acknowledged by the customer. In cases where installation services are rendered, the sale and installation service is considered as multiple performance obligations and revenue is recognised separately as and when the delivery and the installation service is performed.

Services (Infra, Security, Cloud and Software)

Services division provides maintenance services of hardware, software and other network related parts and also outsources certain maintenance contracts to the other service providers. Services division also carries out software development services to its subsidiary in USA and external customers and the same are provided to the customers based on contracts.

- Under fixed price maintenance and support services, the performance obligations relating to the service are satisfied over a period of time and the revenue is recognised on a straight line basis over the period of contract, net of expected liquidated damages or deductions.
- Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as contract assets. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

  Contracts assets are recognised when there is an excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Other contract assets have been disclosed as contract assets within other assets. Unearned and deferred revenue("contract liability") is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance based payments and/or milestone-based progress payments . Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Warranty Management services (WMS)

Warranty Management Services division is a vendor agnostic, full-service, warranty management service provider in the field of IT, Telecom, Security surveillance, Home Automation and other areas.

- Revenue from contracts is recognised as the service transactions are performed and acknowledgement by the customer.

h) Other income

Other income is comprised primarily of interest income, dividend income, gain/loss on investments, exchange gain/loss on translation of assets and liabilities.

Interest income

Interest income is reported on an accrual basis using the effective interest method and is included under the head "other income" in the Statement of Profit and Loss.

i) Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined on weighted average basis and includes expenditure incurred in the normal course of business in bringing inventories to its location and condition, labour and overhead, where applicable. Inventories are written down for obsolete/slow moving/ non moving items wherever necessary.

j) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature. The costs of the Group are broadly categorised in employee benefit expenses, finance cost, depreciation and amortisation expense and other expenses. Employee benefit expenses include salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Other expenses mainly include fees to professional and consultants, rent, outsourcing costs, travel expenses, communication expenses, freight expenses and other miscellaneous expenses. Other miscellaneous expenses is an aggregation of costs which are individually not material such as repairs and maintenance, electricity charges and advertisement and brokerage, etc.

k) Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan

(i) Provident fund

This is a defined contribution plan where contributions are remitted to provident fund authorities in accordance with the relevant statute and charged to the Statement of Profit and Loss in the period in which the related employee services are rendered. The Group has no further obligations for future provident fund benefits in respect of these employees other than its monthly contributions.

Defined benefit plan

(i) Gratuity

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets (if any). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

(ii) Compensated absences

The Group provides benefit of compensated absences under which unavailed leave are allowed to be accumulated to be availed in future. The compensated absences comprises of non vesting benefit. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method.

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

Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost.

Gains and losses through re-measurements of the defined benefit plans are recognized in other comprehensive income, which are not reclassified to profit or loss in a subsequent period. .

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

l) Leases

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- Amounts expected to be payable under a residual value guarantee.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months and low value lease. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

m) Foreign currency transactions

Functional and presentation currency

The functional currency of the Group is the Indian Rupee. These financial statements are presented in Indian Rupees (₹) (rounded off to nearest lakhs).

Transactions and translations

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance sheet date. The gains or losses resulting from such transactions are included in net profit in the Statement of Profit and Loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rates prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rates prevalent at the date of transaction.

Transaction gains or losses realized upon settlement of foreign currency translations are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/ (losses).

n) Investments in subsidiaries

The Group's investment in equity instruments in subsidiaries are accounted for at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

o) Income taxes

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

Current income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The current income tax expense includes income taxes payable by the Group and branch in overseas. The current tax payable by the Group in India is Indian income tax payable on worldwide income after taking credit for tax relief available for export operations in Special Economic Zones (SEZs).

Current income tax payable by overseas branches of the Group is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Group's worldwide income.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that 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.

The carrying amount of deferred 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 tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to setoff the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

p) Provisions and contingencies

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

q) Financial instruments

Financial assets

Initial recognition and measurement

Financial assets (other than trade receivables) are recognized when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through statement of profit and loss which are measured initially at fair value. Subsequent measurement of financial assets is described below. Trade receivables are recognized at their transaction price as the same do not contain significant financing component.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified and measured based on the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

a. Amortized cost

b. Fair Value Through Other Comprehensive Income (FVTOCI) or

c. Fair Value Through Profit or Loss (FVTPL)

All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

(i) Financial asset at amortised cost

Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are measured subsequently at amortized cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

(ii) Financial assets at Fair Value Through Other Comprehensive Income (FVTOCI)

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Group, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These elections are made on an instrument-by instrument (i.e. share-by-share) basis. If the Group decides to classify an equity instrument at

FVTOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognized in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognized in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognized in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

(iii) Financial assets at Fair Value Through Profit or Loss (FVTPL)

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortized cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognized in statement of profit and loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognized in the statement of profit and loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's consolidated balance sheet) when:

a. The rights to receive cash flows from the asset have expired, or

b. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (i) the Group has transferred substantially all the risks and rewards of the asset, or (ii) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 Financial Instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liability at amortised cost

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Equity instruments

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Fair value of financial instruments

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices, and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. For financial assets and liabilities maturing within one year from the Balance sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

r) Impairment of financial assets

In accordance with Ind AS 109 Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

The Group tracks credit risk and changes thereon for each customer. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss, except trade receivables.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

-All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity uses the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group uses default rate for credit risk to determine impairment loss allowance on portfolio of its trade receivables.

Trade receivables

The Group applies approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Default is considered to exist when the counter party fails to make the contractual payment within 30 days of when they fall due.

A trade receivable is considered to be credit impaired when the management considers the amount to be non recoverable.

Significant increase in credit risk is said to have occurred when the recoverability has not occurred post 90 days of becoming due.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit and Loss.

s) Impairment of non-financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

t) Fair value measurement

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.
  The principal or the most advantageous market must be accessible by the Group.

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

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

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

u) Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks and on hand which are unrestricted for withdrawal and usage. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

v) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group has identified the following as reportable segments: a) System integration (SI) (Products / Hardware) Solutions comprising supply, installation, commissioning of network design, hardware, software and related services, b) Services (Infra, Security, Cloud, Software), c) Warranty management services (WMS).

Per Para 4 of Ind AS 108 Operating Segments, when entity's financial report contains both the consolidated financial statements of a parent that is within the scope of this Ind AS well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Hence segment information is disclosed as part of consolidated financial statements for the year ended 31 March 2025.

w) Earnings / (Loss) per Share (EPS)

Basic EPS are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Group (after adjusting for interest on the convertible preference shares, if any) 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. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

x) Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of 3 months or less, as applicable.

y) Transfer Pricing

The Group is required to use certain specific methods in computing arm's length price of international transactions between the associated enterprises and maintain prescribed information and documents relating to such transactions. The appropriate method to be adopted will depend on the nature of transactions/ class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Transfer pricing study for the financial year ended 31 March 2025 is in progress and accordingly, the contracts may be amended subsequently and related adjustment, if any, will be quantified upon completion of this study. However, in the opinion of the Management, the outcome of the study will not have material impact on the Group's results.

z) Discontinued Operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from those of the rest of the Group and which represents a separate major line of business or geographical areas of operations and

- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or

- is a subsidiary acquired exclusively with a view to re-sale.

Classification of discontinued operation occurs upon disposal or when the operations meets the criteria to be classified as held for sale, if earlier.

When an operation is classified as discontinued operation, the comparative statement of profit and loss is represented as if the operation had been discontinued from the start of the comparative period.

a) Recent accounting pronouncements

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. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 - Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements. On May 9, 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company is currently assessing the probable impact of these amendments on its financial statements.

3. Measurement of Profit before finance cost, depreciation and amortization expense (PBITDA)

As permitted by the Guidance Note on division II - IND AS Schedule III to the act, the Company has elected to present Profit before finance cost, depreciation and amortization expense (PBITDA) as a separate line item on the face of the consolidated statement of profit and loss. In its measurement of PBITDA, the Company includes other income but does not include depreciation and amortisation expense, finance cost and tax expense.

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

Summary of material accounting policies and other explanatory information

4 Property, plant and equipment, Intangible assets and Intangible assets under development ₹ in Lakhs

Particulars	Property, plant and equipment							Intangible assets		
	Refer Note 4(a)							Refer Note 4(b)	Refer Note 4(c)	Refer Note 4(d)
	Leasehold improve-ments	Plant and machinery	Furniture and electrical fittings	Office equipment	Computers	Vehicles	Total	Goodwill	Softwares	Under develop-ment
Gross block										
Balance as at 01 April 2023	**315**	**123**	**80**	**117**	**1,245**	**156**	**2,036**	**864**	**1,562**	**42**
Additions	14	-	-	11	170	58	253	-	11	130
Deletions	-	-	-	-	(22)	(39)	(61)	-	-	-
Balance as at 31 March 2024	**329**	**123**	**80**	**128**	**1,393**	**175**	**2,228**	**864**	**1,573**	**172**
Additions	-	-	1	11	139	18	175	-	22	134
Deletions	(100)	(28)	(4)	(17)	(23)	(103)	(274)	-	-	-
Transfer from intangible assets under development	-	-	-	-	-	-	-	-	-	(22)
Balance as at 31 March 2025	**235**	**95**	**77**	**122**	**1,509**	**90**	**2,129**	**864**	**1,595**	**284**
Accumulated depreciation/amortization										
Balance as at 01 April 2023	**252**	**100**	**73**	**81**	**965**	**115**	**1,586**	**322**	**1,199**	**-**
Charge for the year	45	5	4	11	134	40	239	-	75	-
Impairment loss for the year (Also, refer note 28)	-	-	-	-	-	-	-	-	-	91
Reversal on deletions	-	-	-	-	(22)	(39)	(61)	-	-	-
Balance as at 31 March 2024	**297**	**105**	**77**	**92**	**1,077**	**116**	**1,764**	**322**	**1,274**	**91**
Charge for the year	12	13	2	13	166	18	224	-	75	-
Impairment loss for the year (Also, refer note 28)	-	-	-	-	-	-	-	542	-	-
Reversal on deletions	(97)	(27)	(4)	(17)	(19)	(103)	(266)	-	-	-
Balance as at 31 March 2025	**212**	**91**	**75**	**88**	**1,224**	**31**	**1,722**	**864**	**1,349**	**91**
Net Block										
Balance as at 31 March 2024	**32**	**18**	**3**	**36**	**316**	**59**	**464**	**542**	**299**	**81**
Balance as at 31 March 2025	**23**	**4**	**2**	**34**	**285**	**59**	**407**	**-**	**246**	**193**

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

i) All property, plant and equipment pledged as security. Refer note 16

ii) There are no proceedings that have been initiated or pending against the Company under the Prohibition of Benami Property Transactions Act, 1988, as amended, as the Company does not hold any benami properties.

iii) The Group does not own any immovable properties and w.r.to the leased premises the lease agreements are duly executed in favour of the lessee.

iv) The Group has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

v) Software includes own developed software Gross block ₹ 1,426 Lakhs (31 March 2024 ₹ 1,426 Lakhs); Net block ₹ 204 Lakhs (31 March 2024 ₹ 273 Lakhs)

vi) Software includes boughtout software Gross block ₹ 169 Lakhs (31 March 2024 ₹ 147 Lakhs); Net block ₹ 42 Lakhs (31 March 2024 ₹ 26 Lakhs)

vii) Intangibles under development (IUD)

Intangibles under development represents the internally developed software which will be used to earn licensing income.

Ageing schedule

	Amount in Intangible under development for a period of							
	As at 31 March 2025				As at 31 March 2024			
Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress	122	71	-	-	81	-	-	-

Movement of Intangible assets under development

Particulars	As at 1 April 2024	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2025
Amount	81	134	(22)	-	-	193
Particulars	**As at 1 April 2023**	**Expenditure during the year**	**Capitalized during the year**	**Impairment**	**Written off**	**Closing as at 31 March 2024**
Amount	42	130	-	(91)	-	81

* none of the intangible assets under development are suspended.

There is no Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2025 and 31 March 2024.

All Intangible assets under development are under development stage.

viii) Goodwill

The Group in FY 2011-12 recognised Goodwill amounting to ₹ 1,610 Lakhs pertaining to an acquisition of software business. In accordance with the requirements of Indian Accounting Standard (Ind AS) 36 'Impairment of Assets', the management has tested the same for impairment using a Discounted Cash Flow (DCF) model all these years. For the year ended March 31, 2025, the Group through an external valuer obtained the report to determine the recoverable value of the Cash Generating Unit (CGU) to which the Goodwill was associated. Based on such testing, the carrying amount of the CGU is higher than the value of Goodwill that was being carried in the books of the Company. However, the management after considering the factors such as US foreign policy Changes, political climate prevailing and Contractual uncertainties of the business for this CGU, is of the opinion to impair the carrying value of Goodwill amounting to ₹ 542 Lakhs as at 31 March 2025. Following are the key assumptions used by the management to calculate the value in use.

Particulars	As at 31 March 2025
Sales growth rate (%)	10-15
Long term growth rate (%)	2
Budgeted EBITDA (%)	14-15
Budgeted EBIT (%)	12-13
Discount rate (%)	20.96

Management has determined the values assigned to each of the above key assumptions as follows:

Assumptions	Approach used to determine values
Sales growth rate	Average annual growth rate over the three year period forecast which is based on past performance and management's expectations of market development.
Budgeted EBITDA	Based on past performance and management's expectations for the future.
Budgeted EBIT	Based on past performance and management's expectations for the future.
Long term growth rate	This is the weighted average growth rate used to extrapolate the cash flows beyond the budget period. The rates are consistent with the forecasts included in industry reports.
Discount rate	Reflects specific risks relating to the business and the country in which they operate.

Summary of material accounting policies and other explanatory information

₹ in Lakhs

	Particulars	As at 31 March 2025	As at 31 March 2024
5	**Right-of-use asset**		
	Buildings		
	Balance at the beginning of the year	**59**	**204**
	Additions	685	-
	Deletions	(55)	-
	Depreciation of right-of-use assets (Also, refer note 30)	(240)	(145)
	Balance as at the end of the year	**449**	**59**

1. Discounting rate used for the purpose of computing right of use asset is 8%.

2. Rental amount per annum is ₹ 257.13 lakhs, which also carries clause of extension of agreements based on mutual understanding between Lessor and Lesse.

3. Right of Use asset is depreciated on a straight line basis over their respective lease period.

4. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any major covenants other than security deposit in the leased assets that are held by the lessor. Lessed asset are not used as security for borrowing purposes.

5. The company did not enter into lease contracts that contain variable lease options.

6. Escalation clause - the percentage of escalation varies from 3 % to 13%.

	Particulars	Number	Face value	As at 31 March 2025	As at 31 March 2024
6	**a) Non-current Investments**				
	Investments carried at fair value through profit and loss				
	i) Investments in equity shares of other companies (fully paid-up) (Unquoted)				
	Telesis Global Solutions Limited, India	96,374	₹ 10	30	30
	Less: Impairment in the value of investments			(30)	(30)
	Total Non - current investments			-	-
	Aggregate amount of unquoted investments			30	30
	Aggregate amount of impairment in value of investments			(30)	(30)

	Particulars	Units	NAV	As at 31 March 2025	As at 31 March 2024
	b) Current investments				
i)	**Investments carried at fair value through profit or loss (Unquoted)**				
	Liquid mutual fund units				
	Axis Money Market Fund Direct Growth	51614.31	1415.96	731	-
	Axis Treasury Advantage Fund - Direct Growth	26543.71	3175.22	843	-
	Mirae Asset Low Duration Fund - Direct Plan - Growth	18278.53	2407.03	440	-
	Mirae Asset Money Market Fund Direct Plan - Growth	42235.64	1252.61	529	-
	Nippon India Mutual Funds	28911.70	6346.89	1,835	-
				4,378	**-**
	Aggregate amount of unquoted investments			4,378	-
	Aggregate amount of impairment in value of investments			-	-

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

		As at 31 March 2025		As at 31 March 2024	
		Non-current	Current	Non-current	Current
7	**Trade receivables**				
	(Unsecured, considered good unless otherwise stated)				
	a) Receivables - considered good (Also, refer note 36 (c))	-	10,612	73	11,216
		-	10,612	73	11,216
	Allowances for expected credit loss				
	Allowance for credit loss	-	(2,134)	-	(1,398)
		-	**8,478**	**73**	**9,818**

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
(a) Receivables - considered good	7,382	2,325	15	1	1	-	9,724
Disputed							
(a) Receivables - considered good	-	162	157	109	120	340	888
Total	**7,382**	**2,487**	**172**	**110**	**121**	**340**	**10,612**

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
(a) Receivables - considered good	4,361	5,518	780	84	30	29	10,802
Disputed							
(a) Receivables - considered good	-	4	21	29	88	345	487
Total	**4,361**	**5,522**	**801**	**113**	**118**	**374**	**11,289**

* the above balances are before adjustment for Expected Credit Losses (ECL).

a) Trade receivables include due from related parties (CAC America Corporation) amounting to ₹ Nil lakhs (31 March 2024: ₹ 14 lakhs). The carrying amount of the current trade receivable is considered a reasonable approximation of fair value as is expected to be collected within twelve months, such that the effect of any difference between the effective interest rate applied and the estimated current market rate is not significant.

b) All the group's trade receivables have been reviewed for indicators of impairment. The Group has impaired its trade receivables using a provisioning matrix representing expected credit losses based on a range of outcomes.

c) The Holding company realised the overdue trade receivables which was outstanding since 2018-19 from one of its wholly owned subsidiary, Inspirisys Solutions North America Inc ("ISNA") during the quarter ended 31 March 2025. This was a subject matter of qualification in the audit reports for the year ended 31 March 2024.

d) Customer credit risk is managed based on the Group's established policy, procedures and control relating to customer credit risk management, pursuant to which outstanding customer receivables are regularly monitored by the management. Outstanding customer receivables are regularly monitored by the management to ensure the risk of credit loss is minimal. Credit quality of a customer is assessed based on historical information in relation to pattern of collections, defaults and credit worthiness of the customer.

e) There are no debts due by directors or other offices of the Company.

	As at 31 March 2025	As at 31 March 2024
f) Movement of expected credit loss		
Balance at beginning of the year	1,398	1,918
Additions during the year, net	(781)	202
Utilised during the year	(45)	(722)
Balance at end of the year	**2,134**	**1,398**

g) **On that basis, the loss allowance as at 31 March 2024 and 31 March 2023 was determined as follows for trade receivables.**

31 March 2025	Carrying amount - Trade receivables *	Expected credit Loss %	Loss Allowance
Up to 30 days	6,171	6%	374
31 to 60 days	1,877	12%	231
61 to 90 days	1,010	19%	196
91 to 180 days	342	37%	127
181 to 365 days	217	97%	211
1 to 2 year	154	100%	154
2 to 3 years	97	100%	97
Above 3 years	744	100%	744
Total	**10,612**		**2,134**

31 March 2024	Carrying amount-Trade receivables *	Expected credit Loss %	Loss Allowance
Up to 30 days	3,239	7%	237
31 to 60 days	991	8%	79
61 to 90 days	1,553	10%	150
91 to 180 days	1,391	13%	181
181 to 365 days	3,503	6%	210
1 to 2 year	113	69%	78
2 to 3 years	118	81%	96
Above 3 years	367	100%	367
Total	**11,275**		**1,398**

** excludes receivables from the related parties amounting to ₹ Nil lakhs as at 31 March 2025 (₹ 14 lakhs as at 31 March 2024) and its corresponding loss allowance amounting to ₹ Nil lakhs as at 31 March 2025 (₹ Nil as at 31 March 2024).*

The expected credit loss percentages have been arrived based on the probability of default using the historic data of past 3 financial years.

The trade receivables are not interest bearing and are generally on credit terms of 45 to 90 days.

	Particulars	As at 31 March 2025 Non-current	As at 31 March 2025 Current	As at 31 March 2024 Non-current	As at 31 March 2024 Current
8	**Other financial assets**				
	(Unsecured, considered good unless otherwise stated)				
	Security deposits	207	135	-	317
	Bank Balances with original maturity more than 12 months	5	507	-	-
	Rental deposits	265	34	60	278
	Other receivables*	-	14	-	77
	Other advances**	-	12	-	7
	(Unsecured, considered doubtful unless otherwise stated)				
	Security deposits	-	76	-	24
	Rental deposits	-	55	-	55
	Other receivables	-	16	-	16
	Allowances for expected credit loss				
	Allowance for credit loss	-	(147)	-	(95)
		477	**702**	**60**	**679**

* Represents statutory charges paid on behalf of principals.

** Represents advances made to employees as staff advance and travel advance.

	Particulars	As at 31 March 2025	As at 31 March 2024
9	**a) Deferred tax asset (net)***		
	The breakup of deferred tax liability is as follows:		
	Deferred tax liability arising on account of :		
	- Fair valuation of the mutual funds	16	-
		16	**-**
	Deferred tax asset arising on account of :		
	- Timing difference between depreciation / amortization as per financials and depreciation as per tax act, 1961.	60	65
	- Provision for employee benefits	26	36
	- Allowances for expected credit loss	695	667
	- Provision for inventory	178	211
	- Provision for warranty	56	68
	- Provision for advances	28	28
	- Lease Liabilities	5	-
		1,048	**1,075**
	Net deferred tax asset*	**1,032**	-

*The Holding Company has not recognised deferred tax asset till 31 March 2024 as it was not probable as on that date that the taxable profit will be available for utilizing the unused tax losses and temporary differences. However, as the Holding company started to make consistent profits and expects steady growth in profitability in upcoming years, it has recognised deferred tax asset as it is probable that the taxable profit will be available for utilizing the unused tax losses and temporary differences. Further the business loss have been utilised completely in the current year and hence no deferred tax has been created for the same. However, the MAT credit unutilised are due for expiry within 15 years from the end of the financial year in which they are created. The Holding Company on a prudent basis has not recognised MAT credit.

The below table represents the year wise breakup of unutilised MAT credit and Unabsorbed business loss.

Financial Year	As on 31 March, 2025		As on 31 March, 2024	
	MAT	Buisness loss	MAT	Buisness loss
Upto 2014-15	59	-	59	-
2015-16	-	-	-	276
2016-17	-	-	-	353
2017-18	294	-	294	-
2018-19	-	-	-	-
2019-20	173	-	173	-
2020-21	59	-	59	-
2021-22	65	-	65	-
2022-23	333	-	333	-
2023-24	430	-	430	-
2024-25	-	-	-	-
Total	**1,413**	**-**	**1,413**	**629**

*The Holding Company also has an long term capital loss of ₹ 790 lakhs on account of writing off the investments in one of the subsidiary named Inspirisys Solutions IT Resources Limited, India. The long term capital loss unutlised are due for expiry within 8 assessment years from the end of assessment year 2025-26. The Holding Company may not have long term capital gains in the near future, hence deferred tax on the same has not been created, refer note 6 (d).

b) Movement in Deferred tax asset / (liabilities), net*

	Balance as at 01 April 2024	(Charge) / credit to statement of profit and loss	(Charge) / credit OCI	Balance as at 31 March 2025
- Fair valuation of investments in Mutual Funds	-	16	-	(16)
- Timing difference between depreciation / amortization as per financials and depreciation as per tax	-	(60)	-	60
- Provision for employee benefits	-	(13)	(13)	26
- Allowances for expected credit loss	-	(695)	-	695
- Provision for inventory	-	(178)	-	178
- Provision for Warranty	-	(56)	-	56
- Provision for advances	-	(28)	-	28
- Lease Liabilities	-	(5)	-	5
	-	**(1,019)**	**(13)**	**1,032**

*Comparative information are not disclosed as neither deferred tax asset nor liabilities were recognised in the past two financial years.

	Particulars	As at 31 March 2025	As at 31 March 2024
10	**Non-current tax assets (net)**		
	Advance income tax, (net of provision for taxation amounting to ₹ 686 lakhs)	2,140	3,091
		2,140	**3,091**

₹ in Lakhs

	Particulars	As at 31 March 2025		As at 31 March 2024	
11	**Other assets**	**Non-current**	**Current**	**Non current**	**Current**
	Balances with government authorities	-	410	609	-
	Prepaid expenses	151	1868	563	1,945
	Contract assets @ (Also, refer note 21)	-	1916	-	1,594
	Supplier advances	-	46	-	34
	Gratuity fund balance, net of provisions @ (Also, refer note 33)	-	14	27	-
		151	**4,254**	**1,199**	**3,573**

@ all contract assets are not due as at 31 March 2025 and 31 March 2024.

	Particulars	As at 31 March 2025	As at 31 March 2024
12	**Inventories**		
	Raw Materials	14	14
	Stock in trade *	924	1,096
	Less: Provision for inventory obsolescence	(611)	(724)
		327	**386**

** Includes goods in transit of ₹ 25 lakhs (31 March 2024; ₹ 25 lakhs)*

The value of inventories were neither written down in the current year nor previous years. Further, provisions are made based on the ageing of the inventories as per Group's policy.

Also, refer note 39(d) for reconciliation of quarterly returns or statements of current assets filed with banks or financial institutions.

13	**Cash and bank balances**		
	(a) Cash and cash equivalents		
	Cash in hand	1	4
	Balances with banks - current accounts (includes Funds in Transit of ₹12 Lakhs (March 31, 2024 ₹ 75 Lakhs)	2,565	2,657
	Balances with banks - deposit accounts with original maturity less than three months	-	2,110
	(A)	**2,566**	**4,771**
	(b) Bank balances other than mentioned in cash and cash equivalents (Also, refer note (i) and (ii) below)		
	Balances with banks - In deposits with original maturity of more than three months but remaining maturity less than twelve months	908	1,137
	(B)	**908**	**1,137**
	(A+B)	**3,474**	**5,908**

(i) These balances represent interest-bearing margin money deposits given as lien to obtain bank guarantees. They are issued to customers as collateral for the execution of contracts.

(ii) These balances are restricted and are therefore not available for general use by the Group.

(iii) Balances with banks - current accounts includes balances with EEFC account amounting to ₹ 1,844 lakhs (as at 31 March 2024 - ₹ 121 lakhs)

₹ in Lakhs

		As at 31 March 2025		As at 31 March 2024	
		Nos.	Amount	Nos.	Amount
14	**Share Capital**				
	Authorized				
	Equity shares of ₹ 10 each	50,000,000	5,000	50,000,000	5,000
	Issued, subscribed and fully paid up				
	Equity shares of ₹ 10 each	3,96,16,873	3,962	3,96,16,873	3,962
		3,96,16,873	**3,962**	**3,96,16,873**	**3,962**

		As at 31 March 2025		As at 31 March 2024	
		Nos.	Amount	Nos.	Amount
a)	**Reconciliation of number of shares**				
	Equity shares				
	Opening balance	3,96,16,873	3,962	3,96,16,873	3,962
	Issued during the year	-	-	-	-
	Closing Balance	**3,96,16,873**	**3,962**	**3,96,16,873**	**3,962**
b)	**Shares held by the holding company**				
	Equity shares of ₹ 10 each				
	CAC Holdings Corporation	2,77,12,125	2,771	2,77,12,125	2,771
c)	**Shareholders holding more than 5% of the aggregate shares in the Company**	**Nos.***	**% holding**	**Nos.***	**% holding**
	Equity Shares of ₹ 10 each				
	CAC Holdings Corporation, Holding company	2,77,12,125	70%	2,77,12,125	70%
	Amicorp Trustees (India) Private Limited (Also, refer note (g) below)	44,64,279	11%	44,64,279	11%
	**number of shares are in absolute number*				
d)	**Shares held by promotor**				
		Nos.*	**% holding**	**Nos.***	**% holding**
	Equity Shares of ₹ 10 each				
	CAC Holdings Corporation, Holding company	2,77,12,125	70%	2,77,12,125	70%

**number of shares are in absolute number.*

There is no change in the promoter holding during the year ended 31 March 2025 and 31 March 2024.

e) Terms / rights attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their share holding.

f) There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back during the last 5 years immediately preceding 31 March 2025.

g) In terms of the Settlement Agreement and Release dated 15 March 2017 entered into between Inspirisys Solutions Limited ('the Company'), CAC Holdings Corporation, Japan (the current promoter) and Accel Limited, Mr N R Panicker and Accel Systems Group Inc, (the erstwhile promoter group of Accel Frontline Limited) 44,64,279 shares (representing 11% (previous year: 11%) of the shareholding of the company) held by the erstwhile promoter group was transferred by such erstwhile promoter group to a Trust between 21st July 2017 and 25th August 2017. The Company does not control this trust including the decisions relating to dealing with these shares. However, the Company is the end beneficiary only of the consideration if and when the shares are sold by the trustees.

Summary of material accounting policies and other explanatory information ₹ in Lakhs

h) Capital management policies and procedures

The Group's capital management objectives are:

- to safeguard the Company's ability to continue as a going concern, and continue to provide optimum returns to the shareholders and all other stakeholders by building a strong capital base.
- to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the return capital to shareholders, issue new shares, or sell investments / other assets to reduce debt.

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders plus its borrowings and cash credit facility, if any, less cash and cash equivalents as presented on the face of the balance sheet. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The amounts managed as capital by the Group for the reporting years are summarized as follows:

		As at 31 March 2025	As at 31 March 2024
Borrowings		7,984	8,719
Lease liabilities		466	69
Cash and bank balances		(3,474)	(5,910)
Net debt	**(A)**	**4,976**	**2,878**
Total equity	**(B)**	**5,853**	**2,929**
Overall financing	**(A+B)**	**10,829**	**5,738**
Net debt to equity ratio	(A/(A+B))	**46%**	**50%**

15 Other Equity

Securities premium	**11,555**	**11,555**
General reserve	**859**	**859**
Retained earnings		
Balance at the beginning of the year	**(15,779)**	**(16,146)**
Add : Transferred from statement of profit and loss	3,173	367
Less : Transfer to Foreign currency translation reserve	(105)	-
Balance at the end of the year	**(12,711)**	**(15,779)**
Contribution from Ultimate Holding company (also refer note: 16(f))	3,292	3,292
Accumulated other comprehensive income		
Balance at the beginning of the year	**(233)**	**(184)**
Add : Transfer from other comprehensive income	(32)	(49)
Balance at the end of the year	**(265)**	**(233)**
Foreign currency translation reserve		
Balance at the beginning of the year	**(727)**	**(883)**
Add : Transfer from other comprehensive income	(217)	156
Add : Transfer from Retained earnings	105	-
Balance at the end of the year	**(839)**	**(727)**
Total other equity	**(1,891)**	**(1,033)**

a) Securities premium
Securities premium comprises of the amount of share issue price received over and above the face value of ₹ 10 each.

b) General reserve
General reserve represents an appropriation of profits by the Company.

c) Accumulated other comprehensive income
Represents remeasurement of defined benefit liability which comprises of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability.

d) Retained earnings
Retained earnings represents the amounts of accumulated earnings of the Company.

e) Foreign currency translation reserve
Exchange differences arising on translation of the foreign operations of subsidiaries and branch are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity.

f) Contribution from Ultimate Holding Company
This amount represents waiver of loan repaid by CAC Holidngs Corporation, the Ultimate Holding company, to Emirates National Bank of Dubai on behalf of Inspirisys Solutions DMCC (ISDMCC).

₹ in Lakhs

		As at 31 March 2025		As at 31 March 2024	
		Non-current	Current	Non-current	Current
16	**Borrowings**				
i)	**Secured**				
	From Banks				
	Vehicle loan (Also, refer note (a) below)	34	10	44	17
	A	**34**	**10**	**44**	**17**
ii)	**Unsecured**				
	Borrowings				
	From banks				
	Post shipment credit in foreign currency	-	-	-	248
	From others				
	Loans and advances from related parties (Also, refer note (b) below)	7,940	-	540	7,383
	B	**7,940**	**-**	**540**	**7,631**
	Total Borrowings (A+B)	**7,974**	**10**	**584**	**7,648**

Nature of security and terms of repayment for non-current borrowings:

a) ICICI bank (refer note 4(a))

Particulars	Loan 1	Loan 2
Maturity date	10-Oct-2028	05-Apr-2030
Rate of interest	9.10%	9.50%
Terms of repayment	EMI	EMI
Installment amount	₹ 93,247	₹ 21,101
Security	Hypothecation of Vehicle bought under loan	Hypothecation of Vehicle bought under loan

The details of lease commitments in terms of Minimum lease payments (MLP) and Present value (PV) of MLP are as follows:

	As at 31 March 2025		As at 31 March 2024	
Payments falling due:	**MLP**	**PV of MLP**	**MLP**	**PV of MLP**
Payable not later than 1 year	13	10	22	17
Payable later than one year but not later than 5 years	39	34	50	44
Total	**52**	**44**	**72**	**61**
Less: Amounts representing interest	(8)	-	(11)	-
	44	**44**	**61**	**61**

b) The loans and advances from related parties represents loan from the ultimate holding company, CAC Holding Corporation, to;

- Inspirisys Solutions Limited to the tune of ₹ Nil (including interest payable) (As at 31 March 2024: ₹ 4,140 lakhs) at an interest rate of 4.5%+6 months SOFR rate and the entire amount being repaid in 2024-25. (Also refer note 35). This loan from Holding Company was denominated in USD and was due on 01 December, 2024 which was renewed with a maturity date of 26 September, 2032.
- Inspirisys Solutions North America Inc., USA to the tune of ₹ 7,683 Lakhs (As at 31 March 2024: ₹ 3,535 Lakhs) at an interest rate of 2.25%+6 months SOFR rate and repayable between 2025-26 and 2026-27, except for the additional intrerest free loan received during the year amounting to ₹ 4,048 Lakhs which is repayable in 2029-30.
- Network Programs (USA) Inc., USA, to the tune of ₹ 250 (As at 31 March 2024: ₹ 250) at an interest rate of 3.25%+6 months SOFR rate and and repayable between 2023-24 and 2024-25. (Also refer note 35).
- Inspirisys Solutions Japan Kabushiki Kaisha., Japan, to the tune of ₹ Nil (As at 31 March 2024: ₹ 487 Lakhs) at an interest rate of 0.65%. The company got waiver of loan consequent to initiation of voluntary liquidation of the company. (Also refer note 35).
- One of the subsidiaries, Inspirisys Solutions DMCC (ISDMCC), UAE, has availed a cash credit facility from Emirates NBD worth Nil (As at 31 March 2024: ₹ Nil) which is secured by the Corporate Guarantee provided by CAC Holdings Corporation, Japan ('CAC'). This facility amounting to ₹ 3,292 was repaid by CAC to ENBD and the repayment obligation of ISDMCC has been waived off by CAC during the year ended 31 March 2024.

c) Details of security

- The Holding Company has availed PSCFC (Post Shipment Credit in Foreign Currency) worth ₹ Nil (as at 31 March 2024: ₹ 248) from Sumitomo Mitsui Banking Corporation at an interest rate of relevant period SOFR + applicable credit cost + 0.7% p.a. i.e., ranging from 7% to 8% for the year ended 31 March 2025 (as at 31 March 2024: 7% to 8%) which is secured by a Corporate Guarantee provided by CAC Holdings Corporation, Japan. The same is repayable on the respective due dates of each drawdown, which is generally less than 12 months.
- The Holding Company has a financing facility from HDFC bank limited to the tune of ₹ 2,000 lakhs (Fund based ₹ 200 lakhs and Non Fund Based ₹ 1,800 lakhs) as at 31 March 2025. This loan is secured by First and exclusive charge on the fixed assets and current assets of the company. The Company has not utilised this facility during the year and the balance as at 31 March 2025 is ₹ Nil.
- The Holding Company has a financing facility from Axis Bank to the tune of ₹ 260 lakhs (Non Fund Based ₹ 260 lakhs) as at 31 March 2025 (₹ 260 lakhs (Non Fund Based ₹ 260 lakhs) as at 31 March 2024). This loan is secured by 100% Cash Collateral and is being closed on a run down basis.

d) The short-term facilities are secured by the corporate guarantee provided by the holding company and these are not secured against the current assets by the group.

e) The Group is generally regular in repayment of its borrowings and hence, it has not been declared as wilful defaulter by any bank or financial institutions.

f) The Group has duly registered all the creation and satisfaction of the charges with the Registrar of Companies on or before the prescribed time limit.

g) The below table contains details of undrawn facility

Bank	Total Facility	Facility Utilised (Funded)	Facility Utilised (Non-Funded)	Untilised Facility
SMBC	5,000	-	4,417	583
Mizuho Bank Limited	12,750	-	5,793	6,957
HDFC Bank Limited	2,000	-	-	2,000
Total	**19,750**	**-**	**10,210**	**9,540**

	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
17 Lease liability				
Lease liability (Also, refer note (a) below)	253	213	15	54
	253	**213**	**15**	**54**

	As at 31 March 2025	As at 31 March 2024
(a) Movement in lease liability		
Balance as at beginning of the year	69	236
Additions	685	-
Deletions	(65)	-
Finance cost accrued during the year (Also, refer note 29)	34	15
Payment of lease liabilities	(257)	(182)
Balance as at end of the year	**466**	**69**
(b) Summary of contractual maturities of lease liabilities		
Less than one year	241	46
One to five years	276	88
More than five years	-	-
Total undiscounted lease liabilities	**517**	**134**

Summary of material accounting policies and other explanatory information ₹ in Lakhs

(c) Variable lease payments

The Company did not enter into lease contracts that contain variable lease options.

(d) Short-term leases

The Company has lease contracts for office premises and these lease contracts are cancellable/ renewable for further period on mutually agreeable terms during the tenure of lease contracts. These lease contracts are classified as short term lease contracts under Ind AS 116.

	Year ended 31 March 2025	Year ended 31 March 2024
Lease expense during the year, representing the minimum lease payments	466	614

		As at 31 March 2025		As at 31 March 2024	
		Non-current	Current	Non-current	Current
18	**Provisions**				
	Provisions for employee benefits				
	Compensated absences (refer note (a) (ii) below)	64	38	87	37
	Provision for warranty (refer note (b) below)	-	194	-	232
		64	**232**	**87**	**269**

a) Compensated absences

The liability in respect of the Group, for outstanding balance of privilege leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary. The Group does not maintain any plan assets to fund its obligation towards compensated absences.

	As at 31 March 2025	As at 31 March 2024
Principal actuarial assumptions used* :		
Discount rate	6.44%	7.09%
Long-term rate of compensation increase	7%	6%
Attrition rate		
Upto 30 years	37%	25%
31 to 44 years	34%	25%
Above 44 years	23%	15%

Sensitivity analysis is carried out by Projected Unit Credit Method (PUCM) by changing only the respective assumption and keeping all other assumption same as that used to estimate the liability. The impact given is the difference between the liability as on the date of valuation and the liability if the given assumption changes by the stated amount. The limitation of this method is that it considers the change in the respective assumption in isolation without affecting the other assumptions which in reality may not be the case.

b) Provision for warranty

Balance at the beginning of the year	232	162
Created during the year, net	-	99
Utilised/reversed during the year	(38)	(29)
Balance at the end of the year	**194**	**232**

A provision is recognized for expected warranty claims on supply of banking licenses, based on past experience of level of technical support costs incurred. The current and non-current classification of the provision is made based on the remaining warranty period of the licenses supplied as at the balance sheet date. The assumptions used to calculate the provision for warranties are based on the Company's current status of licenses supplied that are under warranty and information available about expenditure more probable to be incurred based on the Company's warranty terms which provides for a warranty period of about 12 months.

	Particulars	As at 31 March 2025	As at 31 March 2024
19	**Trade payables**		
	Total outstanding dues of micro and small enterprises*	178	186
	Total outstanding dues of creditors other than micro and small enterprises	4,097	5,930
		4,275	**6,116**

Summary of material accounting policies and other explanatory information ₹ in Lakhs

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	178	-	-	-	178
(ii) Others	4,085	-	-	12	4,097
(iii) Disputed dues – Other than MSME	-	-	-	-	-
Total	**4,263**	**-**	**-**	**12**	**4,275**

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	186	-	-	-	186
(ii) Others	5,908	-	1	1	5,910
(iii) Disputed dues – Other than MSME	-	-	5	15	20
Total	**6,094**	**-**	**6**	**16**	**6,116**

Particulars	As at 31 March 2025	As at 31 March 2024
a) Dues to micro, small and medium enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006:		
i) Principal amount remaining unpaid.	154	186
ii) Interest due thereon.	-	-
iii) Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
iv) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
v) Interest accrued and remaining unpaid as at balance sheet date	24	-
vi) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
	178	**186**

*The management has identified enterprises which have provided goods and services to the Group and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 and 31 March 2024 has been made in the financials statements based on information received and available with the Group. Further, the Group has not paid any interest to any micro and small enterprises during the current year and previous year.

	As at 31 March 2025	As at 31 March 2024
20 Other current financial liabilities		
Employee related payables	598	545
Other accrued liabilities (refer note 35 (c))*	2,820	2,815
Total financial liabilities	**3,418**	**3,360**
*Represents provision for expenses		
21 Other current liabilities		
Statutory dues	673	403
Unearned revenue	3737	4,282
	4410	**4,685**

Summary of material accounting policies and other explanatory information ₹ in Lakhs

The following table discloses the movement in the Contract assets and unearned revenue during the year ended 31 March 2025 and 31 March 2024.

Particulars	Contract assets		Unearned revenue	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	1,594	1,637	4,282	2,388
Revenue recognised during the year	1,916	1,594	(4,018)	(1,579)
Invoiced during the year	(1,594)	(1,637)	3,473	3,473
Balance at end of the year	**1,916**	**1,594**	**3,737**	**4,282**

22 Revenue from operations

	As at 31 March 2025	As at 31 March 2024
Sale of goods		
From continuing operations	8,665	20,702
From discontinued operations	-	273
Sale of services (Also, refer note 35 (b))		
From continuing operations	30,120	28,314
From discontinued operations	-	362
Other operating income		
From continuing operations	30	33
From discontinued operations	-	-
Revenue from operations	**38,815**	**49,684**
From continuing operations	38,815	49,049
From discontinued operations	-	635
Disaggregate revenue information is as follows:		
Nature of operations (Also, refer notes below)		
Revenue transferred at a point in time		
Sale of products/hardware (traded goods)	8,665	20,975
Revenue transferred over time		
Services	28,964	27,161
Warranty management Services	1,186	1,186
	38,815	**49,322**

a) Entities remaining performance obligation

The aggregate amount of transaction price that is allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting period is ₹ 25,343 (₹ 21,715 for the year ended 31 March 2024). The management expects to recognise the same as revenue in the subsequent years as detailed in the below table:

Aggregate amount of transaction price	Expected period of revenue recognition			
	Total	Less than 1 year	1-3 years	More than 3 years
> As at 31 March 2025	25,343	15,908	7,768	1,667
> As at 31 March 2024	21,715	15,174	4,448	2,093

b) Liquidated damages (adjustment to contract price)

The Company based on the historic trend and assessment of the contract performance, estimates the potential liquidated damages/ penalty likely to be charged by the customers as a % of the revenue recognised for the financial year. These liquidated damages/ penalties (LD) are adjusted against the revenue from operations in the statement of profit and loss. A reconciliation of the same is as below:

Particulars	31 March 25	31 March 24
Revenue recognised (excluding LD)	39,018	49,865
Less : Estimated LD included in Revenue from operations	(203)	(181)
Revenue recognised (net-off LD)	38,815	49,684

* LD provisions against Revenue from discontinued operations is Nil for the year ended 31 March 2025 (Nil for year ended 31 March 2024)

₹ in Lakhs

c) No element of financing is deemed to be present as the sales are made with the credit term for a period less than one year.

		Year ended 31 March 2025	Year ended 31 March 2024
23	**Other income**		
	Liabilities no longer required written back	431	87
	Interest income from financial assets at amortised cost, fixed deposits	173	157
	Interest income from financial assets at amortised cost, rental deposits	9	20
	Gain on sale of investments in mutual funds	154	-
	Gain on fair valuation investments in mutual funds	54	-
	Net gain on foreign currency transactions & translations	17	59
	Interest on income tax refund	34	30
	Miscellaneous Income	72	20
		944	**373**
24	**Purchases of stock-in-trade**	8,264	19,478
	Purchases of stock-in-trade	**8,264**	**19,478**
25	**Changes in inventories of stock-in-trade and finished goods**		
	Opening stock:		
	Finished goods	14	14
	Stock-in-trade	1,096	1,131
	Less: Provision for inventories	(724)	(781)
		386	**364**
	Closing stock:		
	Finished goods, (net)	14	14
	Stock-in-trade	924	1,096
	Less: Provision for inventories	(611)	(724)
		327	**386**
	Net decrease / (increase) in inventories	**59**	**(22)**
26	**Employee benefits expense**		
	Salaries, wages and bonus	11,339	11,594
	Gratuity expense (Also, refer Note 33)	118	127
	Contribution to provident and other defined contribution funds	441	422
	Staff welfare expenses	102	121
		12,000	**12,264**
27	**Sub-contracting and outsourcing cost**	11,616	9,717
	Sub-contracting and outsourcing cost	**11,616**	**9,717**

Summary of material accounting policies and other explanatory information

₹ in Lakhs

			Year ended 31 March 2025	Year ended 31 March 2024
28	**Other expenses**			
	Rent (Also, refer note 17(d))		466	614
	Legal and professional fees		965	1,278
	Travelling and conveyance		283	335
	Freight and forwarding		90	80
	Communication expenses		180	202
	Repairs and maintenance			
	- Leased premises		301	310
	- Equipment's		3	2
	- Others		53	39
	Power and fuel		249	250
	Insurance		197	178
	Rates and taxes		153	291
	Printing and stationery		15	17
	Impairment of investments (Refer note 6)			
	- Write off of investments	790		
	- Less : Allowance for credit loss	(790)	-	
	Payments to auditors*			
	- Statutory audit		22	33
	- Group audit		7	10
	- Limited review		9	9
	- Certification		1	-
	- Reimbursement of expenses		2	4
	Directors' sitting fees (Also, refer note 35 (b))		26	31
	Advertising and sales promotion		25	-
	Bad debts written off		-	20
	Impairment of intangibles under development		-	91
	Provision for credit loss on financial assets		248	202
	Impairment of goodwill		542	-
	Exchange differences (net)		-	56
	Corporate Social Responsibility expenses (Also, refer note 42)		40	24
	Miscellaneous expenses		218	263
			4,095	**4,339**

** excluding applicable taxes*

Note:

a) The Group has internally evaluated the recoverable amount of the intangible assets under development as required under Ind AS 36 Impairment and concluded that the same is less than carrying amount and impairment allowances were made during the year to the extent of ₹ Nil Lakhs (Previous Year ₹ 91 lakhs).

b) During the current year, the group has created allowances for credit loss to the tune of ₹ 196 lakhs (previous year ₹ 178 Lakhs) with respect to trade receivables of unrelated parties based on expected credit loss (ECL) evaluation and an provision for advances of ₹ 52 lakhs on security deposits for which the recovery was considered doubtful as at 31 March 2025.

		Year ended 31 March 2025	Year ended 31 March 2024
29	**Finance costs**		
	Interest Expenses, (Also, refer note 35 (b))	650	757
	Interest on Lease liabilities, ((Also, refer note 17(a))	34	15
	Other borrowing costs	192	283
		876	**1,055**
30	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment (Also refer note 4)	224	238
	Amortization of intangible assets (Also refer note 4)	75	75
	Depreciation of right to use assets (Also, refer note 5)	240	145
		539	**458**

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

Summary of material accounting policies and other explanatory information ₹ in Lakhs

31 Income taxes

a) The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the Group at 29.12% and the reported tax expense in the statement of profit and loss for the year ended 31 March 2025 and 31 March 2024 are as follows:

	Year ended 31 March 2025	Year ended 31 March 2024
Tax expense comprises of:		
Current Income tax	686	497
Current tax relating to previous years	-	-
Tax expense reported in the statement of profit and loss	**686**	**497**
Income tax expense attributable to:		
Continuing operations	686	497
Discontinued operations	-	-
Total	**686**	**497**
Reconciliation of income tax expense and the accounting profit/(loss) multiplied by India's tax rate:		
Profit before tax from continuing operations	2,310	2,134
Loss before tax from discontinued operations	530	(1,270)
Accounting profit before taxes	**2,840**	**864**
Tax rates	29.12%	29.12%
Tax on profit at enacted tax rate	827	252
Tax impact on the following items :		
- Tax impact relating to subsidiaries losses	(165)	1,243
- Expenses not deductible for tax	183	82
- Utilisation of brought forward losses during the year (not recognised as deferred tax asset in previous years)	(103)	-
- Deferred tax asset as at 31 March 2024, to the extent not recognised in previous year (also refer note: 9)	(1,075)	-
- Others#	-	(1,080)
Actual tax expense / (credit)	**(333)**	**497**
Current tax	(333)	497
Current tax relating to previous years	-	-
Tax expense reported in the statement of profit and loss	**(333)**	**497**

Majorily on account of creation of deferred tax assets during the year, also refer note 9.

b) The Group does not have any item that has not been recorded in books but has been disclosed as income during the current year in the tax assessments.

	Year ended 31 March 2025	Year ended 31 March 2024
32 Earnings / (Loss) per share		
Nominal value of equity shares (in ₹)	10	10
Profit from continuing operations (in ₹) (A)	2,643	1,636
Profit / (loss) from discontinued operations (in ₹) (B)	530	(1,270)
Profit for the year attributable to equity shareholders (in ₹) ((A)+(B))	**3,173**	**367**
Weighted average number of equity shares outstanding during the year (C)	39,616,873	39,616,873
Basic and diluted earnings per equity share from continuing operations (in ₹) (A/C)	6.67	4.13
Basic and diluted earnings per equity share from discontinued operations (in ₹) (B/C)	**1.34**	**(3.21)**
Basic and diluted earnings per equity share from continuing and discontinued operations (in ₹) ((A+B)/C)	**8.01**	**0.93**

33 Employee benefits

i) Gratuity

In accordance with applicable Indian laws, the group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the group makes annual contribution to the gratuity fund maintained by Life Insurance Corporation.

The following table sets out the funded status of the Gratuity Plan and the amounts recognized in the financial statement:

	As at 31 March 2025	As at 31 March 2024
Change in projected benefit obligation		
Projected benefit obligation at the beginning of the year	986	825
Current service cost	125	88
Interest cost	65	56
Actuarial loss	50	95
Benefits paid	(129)	(78)
Projected benefit obligation at the end of the year	**1,097**	**986**
Change in plan assets		
Fair value of plan assets at the beginning of the year	1,013	228
Investment income	72	17
Employer contributions	150	820
Benefits paid	(129)	(78)
Actuarial loss	5	26
Fair value of plan assets at the end of the year	**1,111**	**1,013**
Reconciliation of present value of obligation on the fair value of plan assets to the liability recognised		
Present value of projected benefit obligation at the end of the year	1,097	986
Fair value of plan assets at the end of the year	1,111	1,013
(Asset) / Liability recognized in the balance sheet	**(14)**	**(27)**
Thereof		
Funded	1097	986
Unfunded	-	-
Components of net gratuity costs are		
Current service cost	125	88
Past service cost	-	-
Interest cost	(7)	39
Total amount recognised in the statement of profit and loss	**118**	**127**
Actuarial Loss	45	69
Total amount recognised in other comprehensive income	**45**	**69**
Net gratuity cost	**163**	**196**
Principal actuarial assumptions used* :		
Discount rate	6.44%	7.09%
Long-term rate of compensation increase	7%	6%
Expected rate of return on plan assets	6.44%	7.09%
Average remaining life (in years)	24.57	24.66
Attrition rate		
Upto 30 years	37%	25%
31 to 44 years	34%	25%
Above 44 years	23%	15%

The Group assesses these assumptions with the projected long-term plans of growth and prevalent industry standards.

The estimates of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Based on historical data, the group expects contributions of ₹ 107 lakhs to be paid in 2025-26. The weighted average duration of the defined benefit obligation as at 31 March 2025 is 3 years (31 March 2024: 3 years).

Summary of material accounting policies and other explanatory information ₹ in Lakhs

Employee benefits - Maturity profile (Undiscounted)

Particulars	Less than a year	Between 2-5 years	Between 6-10 years	Over 10 years	Total
31 March 2025					
Defined benefit obligation	405	621	247	55	1328
31 March 2024					
Defined benefit obligation	276	498	375	191	1,340

The significant actuarial assumptions for the determination of the defined benefit obligation are the attrition rate, discount rate and the long-term rate of compensation increase. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability at 31 March 2025.

	Attrition rate		Discount rate		Future salary	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
31 March 2025						
> Sensitivity Level	0.5%	0.5%	1%	1%	1%	1%
> Defined benefit obligation	(51)	81	(27)	28	30	(29)
31 March 2024						
> Sensitivity Level	0.5%	0.5%	1%	1%	1%	1%
> Defined benefit obligation	(17)	18	(34)	37	39	(36)

Risk exposure

The defined benefit plan exposes the group to actuarial risks such as interest rate risk, investment risk, longevity risk and inflation risk.

Interest rate risk

The present value of the defined benefit liability is calculated using a discount rate determined by reference to market yields of high quality corporate bonds. The estimated term of the bonds is consistent with the estimated term of the defined benefit obligation and it is denominated in Indian rupees. A decrease in market yield on high quality corporate bonds will increase the group's defined benefit liability, although it is expected that this would be offset partially by an increase in the fair value of certain of the plan assets.

Investment risk

The group maintains plan assets in the form of fund with Life Insurance Corporation of India. The fair value of the plan assets is exposed to the market risks (in India).

Longevity risk

The Company is required to provide benefits for life for the members of the defined benefit liability. Increase in the life expectancy of the members, will increase the defined benefit liability.

Inflation risk

A significant proportion of the defined benefit liability is linked to inflation. An increase in the inflation rate will increase the group's liability.

Sensitivity analysis is carried out by Projected Unit Credit Method (PUCM) by changing only the respective assumption and keeping all other assumption same as that used to estimate the liability. The impact given is the difference between the liability as on the date of valuation and the liability if the given assumption changes by the stated amount. The limitation of this method is that it considers the change in the respective assumption in isolation without affecting the other assumptions which in reality may not be the case.

34 Discontinued Operation

(i) Inspirisys Solutions DMCC (ISDMCC), UAE (refer note 45(b))

Inspirisys Solutions DMCC (ISDMCC), UAE, a wholly owned subsidiary had accumulated losses as at 31 March 2025 and 31 March 2024 and the negative net-worth as at 31 March 2024. ISDMCC has incurred continuous losses over the last several years particularly during and after Covid Pandemic and the Board in their meeting held on 28th September 2023 decided to voluntarily windup and liquidate ISDMCC in the best interest of the company.

The disclosures as required under Ind AS 105 - Non-current assets held for sale and discontinued operations are as below:

A. The financial performance presented below is for the year ended 31 March 2025 and 31 March 2024:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations	-	635
Other income	52	219
Total Revenue	52	854
Total Expenses	9	2,033
Results from operating activities	**43**	**(1,179)**
Income tax	-	-
Loss from discontinued operation	**43**	**(1,179)**
Exchange difference on translation of discontinued operations	-	52
Other comprehensive income from discontinued operations	**-**	**52**

The gain from discontinued operation of ₹ 43 lakhs (Previous year : ₹ 1,179 lakhs) is attributable entirely to the owners of the Company. The profit of continuing operations ₹ 2,643 lakhs (FY 2023-24 ₹ 1,636 lakhs) is attributable entirely to the owners of the company.

B. The cash flow information for the year ended 31 March 2025 and 31 March 2024 is as follows:

Net cash used in operating activities	29	247
Net cash generated from investing activities	-	-
Net cash generated from financing activities	-	(248)
Net decrease in cash and cash equivalents	**29**	**(1)**

C. Details of carrying values of assets and liabilities classified as held for sale as at 31 March 2025 and 31 March 2024 are as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Assets		
Property, plant and equipment	-	-
Other financial assets	-	36
Other non-current assets	-	2
- Trade receivables	-	-
Cash and cash equivalents	-	21
- Other financial assets	-	-
Other current assets	-	-
Total assets	**-**	**59**
Liabilities		
Non-current liabilities		
Borrowings	-	-
Provisions	-	-
Trade payables	-	-
Other financial liabilities	-	(51)
Other current liabilities	-	-
Total liabilities	**-**	**(51)**
Net assets	**-**	**8**

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

(ii) Inspirisys Solutions Kabhushiki Kaisha, Japan

IInspirisys Solutions Kabhushiki Kaisha, Japan (ISJKK) is a wholly owned subsidiary of the Holding company. The board of directors of the holding company in their meeting held on 07th February 2025, given its consent and approved for initiating the process of voluntary liquidation of ISJKK. This decision has been taken in the interest of the group , since it had been inactive for a considerable period and is not currently engaged in any business operations with no foreseeable business opportunities or prospects that could ensure the revival or growth of ISJKK.

ISKK was not previously classified as held for sale or as discontinued operation. The comparative Consolidated statement of profit or loss has been re-presented to show the discontinued operations separately from continuing operations.

The disclosures as required under Ind AS 105 - Non-current assets held for sale and discontinued operations are as below:

A. The financial performance presented below is for the year ended 31 March 2025 and 31 March 2024:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations	-	-
Other income	490	-
Total Revenue	490	-
Expenses	3	90
Results from discontinued operations	**487**	**(90)**
Income tax	-	-
Loss from discontinued operation	**487**	**(90)**
Exchange difference on translation of discontinued operations	(9)	(12)
Other comprehensive income from discontinued operations	**(9)**	**(12)**

The gain from discontinued operation of ₹ 43 lakhs (Previous year : ₹ 1,179 lakhs) is attributable entirely to the owners of the Company. The profit of continuing operations ₹ 3,130 lakhs (FY 2023-24 ₹ 1,546 lakhs) is attributable entirely to the owners of the company.

B. The cash flow information for the year ended 31 March 2025 and 31 March 2024 is as follows:

Net cash used in operating activities	719	(25)
Net cash generated from investing activities	-	-
Net cash generated from financing activities	(719)	25
Net decrease in cash and cash equivalents	**-**	**-**

C. Details of carrying values of assets and liabilities classified as held for sale as at 31 March 2025 and 31 March 2024 are as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Assets		
Property, plant and equipment	-	-
Other financial assets	-	-
Other non-current assets	-	-
- Trade receivables	-	-
Cash and cash equivalents	2	2
- Other financial assets	-	-
Other current assets	-	-
Total assets	**2**	**2**
Liabilities		
Non-current liabilities		
Borrowings	-	(487)
Provisions	-	-
Trade payables	-	-
Other financial liabilities	(8)	(8)
Other current liabilities	-	-
Total liabilities	**(8)**	**(496)**
Net assets	**(6)**	**(494)**

Summary of material accounting policies and other explanatory information ₹ in Lakhs

35 Related parties

a) Names of related parties and nature of relationship

Name of related party	Nature of relationship
CAC Holding Corporation, Tokyo, Japan	Holding company
CAC Corporation, Tokyo, Japan	Fellow subsidiary
CAC America Corporation	Fellow subsidiary
CAC Consulting and Technologies, Singapore	Fellow subsidiary
PT Mitrais, Indonesia	Fellow subsidiary
Koji Iketani (Ceased to be a Director from 31.12.2024)	Non Independent Non Executive Chairman
Satoshi Iwanaga (Appointed on 01.01.2025)	Non Independent Non Executive Chairman
Murali Gopalakrishnan, Executive Director & Chief Executive Officer	Key Management Personnel (KMP)
Balaji Ramanujam, Chief Financial Officer	Key Management Personnel (KMP)
S. Sundaramurty (Company Secretary and Compliance Officer)	Key Management Personnel (KMP)
Rajesh Ramniklal Muni	Independent director
Ruchi Naithani (Ceased to be a director from 10.09.2024)	Independent director
Kaveri Dharmaraj (Appointed on 08.08.2024)	Independent director
M S Jagan	Independent director
Toru Horiuchi	Non Executive and Non Independent Director

b) Transactions with related parties

Name of the related party	Year ended 31 March 2025	Year ended 31 March 2024
Sale of services, also refer note 22		
CAC America Corporation	155	160
CAC Corporation Japan	17	-
Loan waivers received, also refer note 16(b)		
CAC Holdings Corporation, Tokyo, Japan	494	-
Purchase of software, also refer note 4		
PT Mitrais, Indonesia	9	9
Interest expense, also refer note 29		
CAC Holdings Corporation, Tokyo, Japan	616	721
Repayment of ECB Loan, also refer note 16(b)		
CAC Holdings Corporation, Tokyo, Japan	4,277	-
Receipt of Unsecured Loan, also refer note 16(b)		
CAC Holdings Corporation, Tokyo, Japan	4,048	-
Reimbursements		
CAC Holdings Corporation, Tokyo, Japan	4	2
CAC Consulting and Technologies, Singapore	22	32
Remuneration #		
Murali Gopalakrishnan	206	111
Balaji Ramanujam	66	49
S. Sundaramurty	29	26
Kaveri Dharmaraj	5	-
Rajesh Ramniklal Muni	10	13
Ruchi Naithani	4	9
M S Jagan	7	9
Management Fees,** also refer note 28		
CAC Corporation, Tokyo, Japan	78	99

#Gratuity and Compensated absences are being provided based on actuarial valuation performed for the Company as a whole and accordingly is not identifiable separately for the KMPs.

c) Balance with related parties (Unsecured, unless stated otherwise)

Name of the related party	As at 31 March 2025	As at 31 March 2024
Advances		
CAC Corporation, Tokyo, Japan	-	1
Loans Payable, (refer note 16(ii))		
CAC Holdings Corporation, Tokyo, Japan	7,940	8,410
Trade receivables*, (refer note 7)		
CAC America Corporation	-	14
Interest Payable, (refer note 20)		
CAC Holdings Corporation, Tokyo, Japan	239	-
Management Fees Payable, (refer note 20)		
CAC Holdings Corporation, Tokyo, Japan	78	99
Contract assets, (refer note 11)		
CAC America Corporation	12	13
Guarantee received#, (refer note 16(ii))		
CAC Holdings Corporation, Tokyo, Japan	17,750	17,750
Trade payables*, (refer note 19)		
CAC Holdings Corporation, Tokyo, Japan	2	-

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arms's length basis.

*****Trade receivables and trade payables generally carry a credit period of 60 Days and are to be settled in cash.

Contract assets represents unbilled revenue which will be billed subsequently as per the terms of the contract.

******Management fees payable represents management support fees payable to holding company and is to be settled in cash.

Guarantee has been provided to SMBC bank (₹ 5,000 lakhs) and Mizuho Bank (₹ 12,750 lakhs) by CAC holdings Corporation till 31st March 2026 and 30th November 2025 respectively.

d) Maximum balances outstanding during the year in accordance with Schedule V of SEBI (LODR) Regulations, 2015

Name of the related party	Year ended 31 March 2025	Year ended 31 March 2024
	Loans received	Loans received
CAC Holdings Corporation, Tokyo, Japan	7,940	8,410

e) No loans or advances have been made during the current year.

36 Fair value measurement

a) Financial instruments by category

	Level	As at 31 March 2025			As at 31 March 2024		
		Amortized cost@	Total carrying value	Fair value@	Amortized cost@	Total carrying value	Fair value@
Financial assets							
Investment*	Level 1	-	-	4,378	-	-	-
Trade receivables, net		8,478	8,478	8,478	9,891	9,891	9,891
Cash and cash equivalents		2,566	2,566	2,566	4,773	4,773	4,773
Bank balances other than cash and cash equivalents		908	908	908	1,137	1,137	1,137
Other financial assets		1,179	1,179	1,179	739	739	739
Total financial assets		**13,131**	**13,131**	**17,509**	**16,540**	**16,540**	**16,540**

Summary of material accounting policies and other explanatory information ₹ in Lakhs

	Level	As at 31 March 2025			As at 31 March 2024		
		Amortized cost@	Total carrying value	Fair value@	Amortized cost@	Total carrying value	Fair value@
Financial liabilities							
Borrowings	Level 3	7,984	7,984	7,984	8,719	8,719	8,719
Lease liabilities		466	466	466	69	69	69
Trade payables		4,275	4,275	4,275	6,116	6,116	6,116
Other financial liabilities		3,418	3,418	3,418	3,368	3,368	3,368
Total financial liabilities		**16,143**	**16,143**	**16,143**	**18,272**	**18,272**	**18,272**

@ Management recognises all financial assets and liabilities at amortised cost and considers it to approximate fair value. The Group does not have any assets measured at FVOCI.

b) Fair value measurement hierarchy

The Group records certain financial assets and financial liabilities at fair value on a recurring basis. The Group determines fair values based on the price it would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability.

The Group holds certain financial assets which must be measured using the fair value hierarchy and related valuation methodologies. The guidance specifies a hierarchy of valuation techniques based on whether the inputs to each measurement are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Group's assumptions about current market conditions. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Financial assets and financial liabilities measured at fair value in the balance sheet are grouped into three Levels of fair value hierarchy. These levels are based on the observability of significant inputs to the measurement, as follows:

> **Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities.

> **Level 2:** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

> **Level 3:** Unobservable inputs for the asset or liability.

Investment in Telesis Global Solutions Limited, India is impaired as more recent information is not available to measure fair value. The management had impaired the investment hence there is no carrying value for this investment.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
c) Interest-bearing loans and borrowings:		
a) Interest-bearing loans and borrowings:		
Floating rate borrowings	3,982	8,171
Fixed rate borrowings	44	61

The fair values of the Group's interest-bearing borrowings and loans are determined under amortised cost method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. These rates are considered to reflect the market rate of interest and hence the carrying value are considered to be at fair value.

Loans, cash and bank balances, trade receivables, other financial assets, trade payables and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

37 Financial risk management

The Group's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its and group companies operations. The Group's principal financial assets include loans, trade and other receivables, investments, cash and deposits that derive directly from its operations.

The Group is exposed to market risk, interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management assesses the financial risks and the appropriate financial risk governance framework in accordance with the Group's policies and risk objectives. The Board of Directors review and agree on policies for managing each of these risks, which are summarised below.

a) Market risk

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates are managed by borrowing at fixed interest rates. During the year Group did not have any floating rate borrowings except for the borrowings from the Holding Group which is charged at 6 months SOFR + 4.5% and PSCFC facility which is charged at relevant period SOFR + Applicable credit cost + 0.7% p.a.

c) Interest rate sensitivity

The following table illustrates the sensitivity of profit to a reasonably possible change in interest rates of +/- 1% for the year ended 31 March 2024 and 31 March 2023. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

Particulars	Interest rate fluctuation	Profit before tax for the Year ended 31 March 2025	Year ended 31 March 2024
Increase in interest rate / (Decrease) in profit for the year	+1%	(79)	(87)
(Decrease) in interest rate / Increase in profit for the year	-1%	79	87

d) Foreign currency risk

Most of the Group's transactions are carried out in Indian rupees. Exposures to currency exchange rates arise from the Group's overseas sales and purchases, which are primarily denominated in US dollars (USD), Japanese Yen (JPY) and Great Britain Pound (GBP). The Group's foreign currency exposure is predominantly against the group and related entities.

Foreign currency denominated financial assets and financial liabilities which expose the Group to currency risk are disclosed below. The amounts shown are those reported to key management translated at the closing rate:-

Particulars	Foreign currency exposure (in ₹ Lakhs)		
	USD	GBP	JPY
31 March 2025			
Financial assets	784	11	-
Financial liabilities	8,176	-	2
31 March 2024			
Financial assets	831	10	-
Financial liabilities	8,197	-	487

Currency risk (or foreign exchange risk) arises on financial instruments that are denominated in a foreign currency, i.e. in a currency other than the functional currency in which they are measured. For the purpose of this disclosure, currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency.

The following table illustrates the sensitivity of profit and equity in regards to the Group's financial assets and financial liabilities and the USD/₹ exchange rate, JPY/₹ exchange rate and GBP/₹ exchange rate, 'all other things being equal'. It assumes a +/- 1% change of the USD/₹ exchange rate for the year ended at 31 March 2025 (31 March 2024: 1%), a +/- 1% change is considered for the JPY/₹ exchange rate for the year ended at 31 March 2025 (31 March 2024: 1%) and a +/- 1% change is considered for the GBP/₹ exchange rate for the year ended at 31 March 2025 (31 March 2024: 1%).

If the ₹ had strengthened against the USD by 1% during the year ended 31 March 2025 (31 March 2024: 1%), JPY by 1% during the year ended 31 March 2025 (31 March 2024: 1%) and GBP by 1% during the year ended 31 March 2025 (31 March 2024: 1%) respectively then this would have had the following impact on profit before tax and equity before tax.

If the ₹ had weakened against the USD by 1% during the year ended 31 March 2025 (31 March 2024: 1%), JPY by 1% during the year ended 31 March 2025 (31 March 2024: 1%) and GBP by 1% during the year ended 31 March 2025 (31 March 2024: 1%) respectively then there would an equal but opposite effect on the above currencies to the amount shown above, on the basis that all other variables remain constant.

₹ in Lakhs

Particulars		Year ended 31 March 2025	Year ended 31 March 2024
Profit before tax			
USD	+1%	(74)	(74)
GBP	+1%	0	-
JPY	+1%	(0)	(5)
Profit before tax			
USD	-1%	74	74
GBP	-1%	(0)	-
JPY	-1%	0	5

e) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example trade receivables, placing deposits, investment etc. the Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting period, as summarised below:

Particulars	As at 31 March 2025	As at 31 March 2024
Classes of financial assets		
Trade receivables	8,478	9,891
Cash and bank balance	2,566	4,773
Bank balances other than cash and cash equivalents	908	1,137
Other Financials assets	1,179	739

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. The Group's policy is to transact only with counterparties who are highly creditworthy which are assessed based on internal due diligence parameters.

In respect of trade receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. Based on historical information about customer default rates management consider the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and bank balances are considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Other financial assets mainly comprises of rental deposits and security deposits which are given to landlords or other governmental agencies in relation to contracts executed and are assessed by the Group for credit risk on a continuous basis.

f) Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on a monthly, quarterly, and yearly basis depending on the business needs. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Group's objective is to maintain cash and bank's short term credit facilities to meet its liquidity requirements for 30-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. Cash flows from trade receivables are all contractually due within twelve months except for retention and long term trade receivables which are governed by the relevant contract conditions.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of short-term borrowings. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

As at 31 March, the Group's non-derivative financial liabilities have contractual maturities as summarised below:

As at 31 March 2025

Particulars	Within 6 months	6 to 12 months	1 to 5 years
Borrowings	5	5	7,974
Lease Liabilities	110	102	255
Trade and other payables	4,275	-	-
Other financial liabilities	3,418	-	-

As at 31 March 2024

Particulars	Within 6 months	6 to 12 months	1 to 5 years
Borrowings	636	7,499	584
Lease Liabilities	26	28	88
Trade and other payables	6,116	-	-
Other financial liabilities	3,368	-	-

g) Price risk

The Group is exposed to price risks arising from investments in Mutual funds. These investments are held to gain better returns on the surplus funds generated and not for trading purposes. The sensitivity analyses given below have been determined based on the exposure to price risks at the end of the reporting period.

If prices had been 1% higher/lower, profit/equity for the year ended 31 March 2025 would increase / decrease by ₹ 43.77 lakhs (31 March 2024: ₹ Nil) as a result of the changes in fair value of mutual funds measured at FVTPLI. There is no impact of change in price of mutual funds on other comprehensive income.

39 Segment reporting

a) Identification of Segments

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

The Company's principal lines of business is IT services which includes, providing system integration (SI) solutions comprising network design, hardware and software, Services which comprises of IT Infrastructure management solutions, software development and support and warranty management solutions (WMS) for imported and indigenous equipments, development, implementation and maintenance of software applications.

Year ended 31 March, 2025

Particulars	SI	Services*	WMS	Unallocated	Total
Revenue					
Sales*	8,669	29,402	744	-	38,815
Total revenue from operations	**8,669**	**29,402**	**744**	**-**	**38,815**
Results					
Segment result*	(14)	4,099	192	-	4,277
Unallocated corporate expenses	-	-	-	(1,993)	(1,993)
Operating (loss) / profit	(14)	4,099	192	(1,993)	**2,284**
Interest and finance charges	-	-	-	(881)	(881)
Unallocated income	-	-	-	1,436	1,436
(Loss) / Profit before tax	(14)	4,099	192	**(1,437)**	**2,840**
Income taxes	-	-	-	(333)	(333)
(Loss) / Profit for the year	(14)	4,099	192	**(1,104)**	**3,173**
Other information					
Segment assets#	3,209	11,370	503	-	15,082
Unallocated corporate assets	-	-	-	11,628	11,628
Total assets	3,209	11,370	503	11,628	**26,710**
Segment liabilities^	4,453	13,558	160	-	18,171
Unallocated corporate liabilities	-	-	-	2,686	2,686
Total liabilities	4,453	13,558	160	2,686	**20,857**
Capital expenditure	3	185	9	124	321
Depreciation and amortization	5	322	17	195	539
Other non cash expenditure, net	51	884	6	52	993

₹ in Lakhs

Year ended 31 March, 2024

Particulars	SI	Services*	WMS	Unallocated	Total
Revenue					
Sales*	21,337	27,162	1,186	-	49,685
Total revenue from operations	**21,337**	**27,162**	**1,186**	**-**	**49,685**
Results					
Segment result*	1,256	2,663	27	-	3,946
Unallocated corporate expenses	-	-	-	(2,399)	(2,399)
Operating (loss) / profit	**1,256**	**2,663**	**27**	**(2,399)**	**1,547**
Interest and finance charges	-	-	-	(1,274)	(1,274)
Unallocated income	-	-	-	591	591
(Loss) / Profit before tax	**1,256**	**2,663**	**27**	**(3,082)**	**864**
Income taxes	-	-	-	497	497
(Loss) / Profit for the year	**1,256**	**2,663**	**27**	**(3,579)**	**367**
Other information					
Segment assets#	3,709	13,974	810	-	18,493
Unallocated corporate assets	-	-	-	7,795	7,795
Total assets	**3,709**	**13,974**	**810**	**7,795**	**26,288**
Segment liabilities^	4,566	12,532	346	-	17,444
Unallocated corporate liabilities	-	-	-	5,915	5,915
Total liabilities	**4,566**	**12,532**	**346**	**5,915**	**23,359**
Capital expenditure	-	61	14	178	253
Depreciation and amortization	3	82	12	361	458
Other non cash expenditure, net	16	157	1	(378)	(204)

* Including discontinued operations related revenue from operations and segment results.

Including discontinued operations - Assets held for sale under services ₹ 59 as on 31 March 2025.

^ Including discontinued operations - Liabilities related to Assets held for sale under services ₹ 51 as on 31 March 2025.

b) Geographical information

The company is domiciled in India. The amount of its revenue from external customers broken down by location and non - current assets other than financial instruments, income tax and deferred tax assets, broken down by location of the assets, is shown below:

Particulars	31 March 2025			31 March 2024		
	India	Rest of World	Total	India	Rest of World	Total
Revenue	35,371	3,444	38,815	46,415	2,634	49,049
Non - Current assets	2,448	-	2,448	2,614	-	2,614
Other Non current assets	25,996	714	26,710	19,525	6,768	26,293

c) Customer information

Revenue from two customers amounting to ₹ 11,612 (31 March 2024: ₹ 19,634), arising from sales in the system integration (FY 2024-25: ₹ 4,115 ; FY 2023-24: ₹ 13,310): and services segment (FY 2024-25: ₹ 7,497; FY 2023-24: ₹ 6,324).

₹ in Lakhs

	As at 31 March 2025	As at 31 March 2024
40 Contingent liabilities		
Disputed Demands on Sales tax (including Goods & Service Tax)	17	1,174
Disputed Income Tax demands	5,495	1,836
Customs duty demands	236	236
Others	76	76
	5,824	**3,322**

Note :

(1) Sales Tax, Goods & Service tax significantly represents claims against the group towards dispute on tax rates considered for certain services rendered by the group.

(2) As at 31 March 2025, in respect of income tax matters amounted to ₹ 5,495 Lakhs (₹ 1,836 Lakhs as at 31 March 2024). The demands majorly represent demands arising on completion of assessment proceedings under the Income Tax Act, 1961. These claims are on account of multiple issues of disallowances such as prior period expenses, Depreciation on Lease hold Improvements, application software, goodwill, IPO expenses, disallowances of profits earned by STPI unit, and certain provisions for employee benefits. Amount paid to statutory authorities against the tax claims amounted to ₹ 1,836 lakhs and ₹ 1,836 lakhs as at March 31, 2025 and March 31, 2024, respectively.

(3) Customs duty represents, claims towards dispute on duty rates considered for import of certain goods.

These matters are pending before various Appellate Authorities and the management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position and results of operations.

(4) Others represents legal proceedings and claims, which have arisen in the ordinary course of business. The group's management reasonably expects that these legal actions, when ultimately concluded and determined, will not have a material and adverse effect on the group's results or financial condition.

41 Commitments

	As at 31 March 2025	As at 31 March 2024
Capital commitments	-	8

Capital commitments represents payable towards purchase of a software under a non-cancellable contract. All other commitments are cancellable at the option of the company and hence not disclosed.

42 Corporate Social Responsibility

Particulars	As at 31 March 2025	As at 31 March 2024
Amount required to be spent as per section 135 of the Act	**40**	**24**
a) Gross amount required to be spent by the company during the year	40	24
b) Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) Purposes other than (i) above	40	24
c) Shortfall / (Excess) spent at the end of the year	-	-
d) Details of related party transactions	-	-
e) Whether any provision made based on contractual obligation to undertake CSR activity	-	-

The CSR funds have been spent to provide endowment scholarships for under-privileged students.

43 Other Disclosures

a) The Group has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

b) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

c) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

d) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

e) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

f) The Holding Company had a wholly owned subsidiary M/s Inspirisys Solutions IT Resources Limited (ISITRL). The investment made in this company was provided in the books of the Holding company during the financial year 2018-19. Based on the board resolution passed in the board meeting dated 08th August 2024, the company filed a voluntary strike-off application with the Ministry of Corporate Affairs dated 15 November 2024, ISITRL has been struck-off from the Register of the Companies and considered dissolved vide order dated 30 January 2025 from that date. The dissolution of the wholly owned subsidiary does not have any material impact on the financial results of the holding company for the year ended 31 March 2025. Consequent to this, the Company had written off its investment in that holding company and the board of directors in their meeting held on 09 May 2025 have taken a note of the write off of investment as at 31 March 2025. There were no cash flows and profits/(loss) during the period ended 30 January 2025 (31 March 2024 : ₹ (36) Lakhs) and the net assets were Nil as at 31 March 2025 (31 March 2024 ₹ Nil)

g) There are no charges or satisfaction which are yet to be registered with ROC beyond the statutory period.

44 a) Additional information as required under schedule III to the companies act, 2013, of enterprises consolidated as subsidiary (31 March 2025)

Name of enterprises	As % of consolidated net assets	Net assets	As % of consolidated profit or loss	Share of profit or loss	As % of consolidated OCI	Share of OCI	As % of total comprehensive income	Total comprehensive income
Parent								
Inspirisys Solutions Limited	234%	13,688	82%	2,608	12%	(31)	88%	2,577
Indian subsidiary								
Inspirisys Solutions IT Resources Limited	0%	-	0%	-	-	-	0%	-
Foreign subsidiary								
Inspirisys Solutions DMCC	0%	-	0%	(4)	-	-	0%	(4)
Inspirisys Solutions Japan Kabushiki Kaisha	(0%)	(8)	37%	1,187	-	-	41%	1,186
Network Programs (USA) Inc.,	(19%)	(1,090)	(17%)	(529)	-	-	(18%)	(529)
Inspirisys Solutions North America Inc., USA	(113%)	(6,634)	(3%)	(101)	-	-	(3%)	(101)
Inspirisys Solutions Europe Limited, UK	(6%)	(358)	(1%)	14	-	-	0%	14
Adjustments arising on consolidation	4%	255	0%	-	88%	(218)	(7%)	(218)
	100%	**5,853**	**100%**	**3,173**	**100%**	**(249)**	**100%**	**2,923**

b) Additional information as required under schedule III to the companies act, 2013, of enterprises consolidated as subsidiary (31 March 2024)

Name of enterprises	As % of consolidated net assets	Net assets	As % of consolidated profit or loss	Share of profit or loss	As % of consolidated OCI	Share of OCI	As % of total comprehensive income	Total comprehensive income
Parent								
Inspirisys Solutions Limited	379%	11,111	589%	2,160	(42%)	(45)	447%	2,115
Indian subsidiary								
Inspirisys Solutions IT Resources Limited	0%	(2)	(10%)	(36)	-	-	(8%)	(36)
Foreign subsidiary								
Inspirisys Solutions DMCC	0%	8	876%	3,213	-	-	678%	3,213
Inspirisys Solutions Japan Kabushiki Kaisha	(41%)	(1,199)	(25%)	(90)	-	-	(19%)	(90)
Network Programs (USA) Inc.,	(18%)	(539)	(7%)	(26)	-	-	(5%)	(26)
Inspirisys Solutions North America Inc., USA	(217%)	(6,366)	(1123%)	(4,118)	-	-	(869%)	(4,118)
Inspirisys Solutions Europe Limited, UK	(12%)	(356)	1%	6	-	-	1%	6
Adjustments arising on consolidation	9%	273	(200%)	(742)	142%	152	(125%)	(590)
	100%	**2,929**	**100%**	**367**	**100%**	**107**	**100%**	**474**

45 Events after reporting period.

a) No adjusting or significant non-adjusting events have occurred since the reporting date other than those disclosed.

b) Inspirisys Solutions DMCC (ISDMCC), a company registered under the laws of Dubai Multi Commodities Centre Authority (DMCC) is a wholly owned subsidiary of the holding company. ISDMCC has incurred continuous losses over the last several years particularly during and after Covid Pandemic. The Board in their meeting held on 28th September 2023 decided to voluntarily windup and liquidate ISDMCC in the best interest of the company. The liquidation process got completed and the company received the dissolution order from DMCC authorities dated 05th May 2025.

Summary of material accounting policies and other explanatory information **1-3**
Notes 1 to 45 form an integral part of these standalone financial statements

This is the Consolidated balance sheet referred to in our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Geetha Jeyakumar
Partner
Membership No. 029409

Place : Chennai
Date : 09 May 2025

For and on behalf of the Board of Directors of
Inspirisys Solutions Limited
CIN: L30006TN1995PLC031736

Murali Gopalakrishnan
Executive Director & Chief Executive Officer
DIN: 08066529

Rajesh Ramniklal Muni
Director
DIN: 00193527

Balaji Ramanujam
Chief Financial Officer

Place : Chennai
Date : 09 May 2025

S Sundaramurthy
Company Secretary
M. No. : F8203
Place : Chennai
Date : 09 May 2025

NOTES

Inspirisys Solutions Limited, First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

NOTES

NOTES

INSPIRISYS SOLUTIONS LIMITED
First Floor, Dowlath Towers,
New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk, Chennai - 600 010.
Tel: 044 - 4225 2000
Email: sundaramurthy.s@inspirisys.com
Website: www.inspirisys.com
CIN : L30006TN1995PLC031736

srinithi.thiyagarajan@inspirisys.com

From: Smith Gulve <Smith.Gulve@nsdl.com>
Sent: 04 June 2025 11:08
To: vinethkumar
Cc: Amit Vishal; Pallavi Mhatre; Elango Sethuramalingam; GopalaKrishnan A; Prajakta Pawle; Shruthi Shetty; Nihar Kudaskar; sundaramurthy.s@inspirisys.com; srinithi.thiyagarajan@inspirisys.com
Subject: RE: [EXTERNAL]RE: 30th Annual General Meeting ('AGM') of the Members of Inspirisys Solutions Limited is scheduled to be held on Friday, 27th June, 2025 at 02.00 P.M. (IST) through two-way Video Conferencing ('VC') facility / Other Audio Visual Means ('OAV

CAUTION: This email originated from outside your organization. Exercise caution when opening attachments or on clicking links from unknown senders.

Dear Sir /Madam,

We refer to the electronic voting facility provided by NSDL in respect of ensuing evoting for Inspirisys Solutions Limited - AGM - EVEN 133942

In this regard, we wish to confirm that the email communication has been sent to 7,588 shareholders on June 04, 2025.

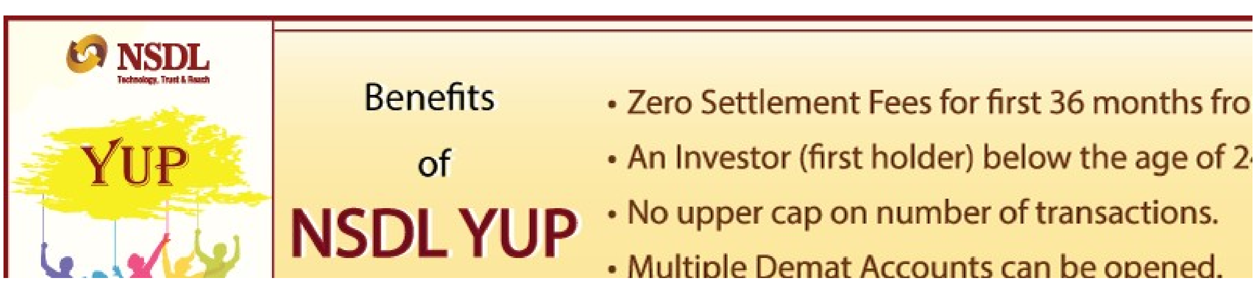
This is for your information and records.

For further information, the bounce cases file will be kept in RTA's Login after T+2 days. You are requested to Check with RTA for the same.

Note : This is with reference to the e-Voting event of your esteemed company. In this regard, please note that in line with SEBI circular dated December 9, 2020, The listed entity shall provide the details of the upcoming events requiring voting to the Depository. In view of the aforesaid, you are requested to update the upcoming e-Voting details on Issuer Portal of NSDL on an immediate basis. Link to login on issuer portal: https://eservices.nsdl.com/Auth/#/

Regards,
Smith Gulve| Assistant Manager|Business Development and Product
National Securities Depository Limited | Mobile: 9773449016| email:Smith.Gulve@nsdl.com
Web: www.nsdl.co.in

NSDL
Technology, Trust & Reach



srinithi.thiyagarajan@inspirisys.com

From:	Sanket Gore <sanket.gore@in.mpms.mufg.com>
Sent:	04 June 2025 13:13
To:	srinithi.thiyagarajan@inspirisys.com
Cc:	'vinethkumar'; 'Sundaramurthy S'; Nikita Jirepatil
Subject:	RE: Upload of Annual Report on NSDL Website

CAUTION: This email originated from outside your organization. Exercise caution when opening attachments or on clicking links from unknown senders.

Dear Ma'am,

We have dispatched the non-email Inland letters (AGM) Quantity – 746

This is for your information.

Regards,

Sanket Gore
Associate – Client Relations

MUFG Intime India Private Limited
A part of MUFG Corporate Markets, a division of MUFG Pension & Market Services
(Formerly Link Intime India Private Limited)

C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
www.in.mpms.mufg.com | Follow us: LinkedIn

T: +91 22 49186000 (Extn: 2323)
sanket.gore@in.mpms.mufg.com