September 2, 2025

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
NSE Symbol: AXISCADES

The Manager
Dptt. of Corporate Services
BSE Limited
Floor 25 Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai – 400 051
BSE Scrip Code: 532395

Dear Sir/Madam,

Sub.: Annual Report for FY 2024-25 and Notice of the Thirty Fifth (35th) Annual General Meeting of the Company

In compliance with the Companies Act 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the Annual Report, Business Responsibility and Sustainability Report ('BRSR') and Notice of Annual General Meeting for the Financial Year 2024-25, which is being sent to the Shareholders through electronic mode whose e-mail addresses are registered with the Company/Depository Participant(s) ('DPs').

Further, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be sending a letter to Shareholders whose e-mail addresses are not registered with Company/DPs providing the weblink from where the Annual Report FY 2024-25 can be accessed on the Company's website.

The 35th AGM will be held on Wednesday, September 24, 2025, at 11.30 AM (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM").

The 35th AGM Notice and Annual Report FY 2024-25 will be made available on the Company's website - https://www.axiscades.com.

Information at a glance:

Particulars	Details
Time and Date of AGM	11:30 AM (IST), Wednesday, September 24, 2025
Mode	Video Conference ("VC") / Other Audio-Visual Means ("OAVM")
Cut-off date for e-voting	Wednesday, September 17, 2025
E-voting start time and date	9:00 AM (IST), Sunday, September 21, 2025
E-voting end time and date	5:00 PM (IST), Tuesday, September 23, 2025

Kindly take the above information on record.

Yours faithfully,

For **AXISCADES Technologies Limited**

Sonal Dudani

Digitally signed by Sonal Dudani
Date: 2025.09.02 19:16:12 +05'30'

Sonal Dudani

Company Secretary & Compliance Officer

Encl: A/a

AXISCADES

ANNUAL REPORT 2024-25

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Disclaimer

This Annual Report may contain forward-looking statements relating to the Company's strategies, objectives, and future goals, which are subject to risks and uncertainties and may differ materially from actual results; the Company undertakes no obligation to update such statements, and all industry images used herein are for representation purposes only.

About the **COMPANY**

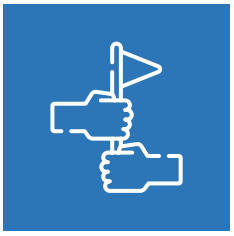
AXISCADES Technologies Ltd. is a leading, innovation-driven technology solutions and products company, delivering customized, end-to-end product lifecycle support to global OEMs and Tier-1 suppliers. With a strong foundation in Aerospace, Defence and ESAI (Electronics, Semiconductor and Artificial Intelligence), the Company is poised to grow multi fold in the coming years with focus on core businesses.

AXISCADES blends engineering excellence with Artificial Intelligence to help clients build smarter, safer and more sustainable products and systems. It delivers end-to-end product engineering, manufacturing, and lifecycle support to global OEMs and Tier-1 clients.

With over three decades of engineering excellence in Aerospace, Defence & Electronics, Semiconductor, Artificial Intelligence (ESAI) and the trust of global OEMs, we deliver mission- ready products and solutions. Headquartered in Bengaluru, India, AXISCADES has a global presence, with operations across North America, Europe and Asia Pacific in addition to India. The Company is publicly listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

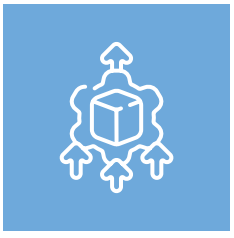
Vision

To be a product-driven, non-linear technology leader in Aerospace, Defence and ESAI, delivering cutting-edge innovation and creating unparalleled value for all stakeholders.



Mission

To drive sustainable growth and establish AXISCADES as a prominent technology enabler in Aerospace, Defence, and ESAI, by strengthening our core strengths, forging global partnerships, and accelerating expansion through strategic investments.



Growth Vision

- Aim to be amongst one of the top 3 players in India, in Aerospace, Defence and ESAI.
- Focus on non-linear, product-driven growth leveraging intellectual property and scalable solutions rather than headcount-driven expansion.
- Invest in a new integrated infrastructure (Devanahalli Atmanirbhar Cluster) near Bangalore Airport for Defence, aerospace and strategic electronics.
- Aspire to reach USD 1 billion revenue by FY2030.

Chairman's Message to Shareholders

Dear Shareholders,

It is with great pride and a deep sense of responsibility that I return to AXISCADES after a decade, taking up the mantle to lead the company at a pivotal moment in its journey. The business landscape we operate in is rapidly evolving, with heightened expectations from our stakeholders—investors, employees, and customers alike. The competitive environment is more dynamic than ever, and our commitment to sustained excellence has never been more vital.

We have set an ambitious agenda to drive consistent 40% growth in our core revenue and profits over the medium-term time frame. Achieving this target requires a fundamental transformation, emphasizing non-linear, product- and solution-driven strategies as the backbone of our future growth. Our focus is unwavering—developing innovative, world-class products and solutions across the Aerospace, Defence, and ESAI (Electronics, Semi-Conductors and Artificial Intelligence) domains. Building on our foundation of over 15,000 man-years of expertise, we are poised to deliver lasting value and technological leadership.

Realizing this vision demands bold investments in state-of-the-art infrastructure, the forging of global partnerships, and the cultivation of a highly motivated and cohesive leadership team. We are steadfast in our commitment to these imperatives, confident they will lay the groundwork for AXISCADES's next era of growth and excellence.

Power 930: Our Vision for the Future

Guided by our Power 930 strategy, we have articulated clear and measurable goals: to surpass USD 1 billion (₹9,000 crore) in revenue and to sustain EBITDA margins above 20% by 2030. This vision is embedded across all our business segments:

- **Defence:** Leadership position in Unmanned Warfare, Radars, Strategic Electronics, and Missile Systems in India, and emerge as a major global competitor.
- **Aerospace:** Addressing industry challenges through supply chain transformation, modernization of MRO and repair operations, and the integration of AI-powered tools for manufacturing and maintenance.
- **ESAI:** Meeting the surging demand for AI inferencing through strategic alliances with top silicon manufacturers, while nurturing and expanding our valued relationships with Texas Instruments and Qualcomm.

These focused initiatives are designed to position AXISCADES at the forefront of the defence,

aerospace, and advanced technology sectors, propelling us toward industry leadership.

Leadership for Transformation

Our journey towards Power 930 is fuelled by a dynamic and experienced leadership team. I am pleased to introduce new visionaries to our executive ranks: Head of International Business and Global Operations - Alfonso Martinez, Deputy CEO and President Aerospace -KP Mohana Krishnan, Chief Operating Officer -Murali Krishnan, and President of ESAI - Anurag Sharma. Their expertise and fresh perspective, combined with the steadfast guidance of our seasoned President of Defence, Sharadhi Babu creates a formidable team—one united by a shared commitment to turn aspiration into achievement.

As I often remind our colleagues, "Power 930 is no easy feat—if it were, anyone could do it." It is this blend of ambition, experience, and innovation that will ensure Power 930 becomes a tangible reality.

Building the Foundation: Infrastructure & Ecosystem

To support our strategic ambitions, we are making significant investments in infrastructure and product development, as well as building a robust problem-solving ecosystem. Our efforts are concentrated in four strategic areas:

1. **Electronic City Transformation:** Our historic facility in Electronic City is being reimagined as a hub for Electronics Manufacturing Services (EMS) and Unmanned Warfare technologies.

2. **Aeroland Facility:** The newly established 180,000 sq. ft. Aeroland campus near Bangalore Airport will bring together our entire engineering and leadership teams, and will also house the Centre of Excellence (CoE) for MBDA.

3. **Devanahalli Atmanirbhar Complex (DAC):** Spanning 2.8 million sq. ft. on 20 acres in the Aerospace Park adjacent to Bangalore Airport, this ambitious development will support our global partnerships and accommodate new facilities for development, manufacturing, integration, inspection, maintenance, and testing across our three core sectors. Phase 1 of DAC is expected to be operational by Q4 of FY26, with full completion targeted for Q4 of FY27.

4. **Missile Atmanirbhar Cluster (MAC):** Located in Hyderabad on a proposed 6-acre site, the MAC initiative has just commenced.

The first two facilities are slated for completion by Q3 of FY26, DAC Phase 1 will be completed by Q4 of FY26. The full infrastructure of DAC and MAC to be ready by Q4 of FY27.

Through these initiatives, we are positioning AXISCADES to deliver exceptional value to all stakeholders, foster innovation, and reinforce our industry leadership for years to come.

In closing, I extend my sincere gratitude for your continued trust and support as we embark on this exciting new chapter. Together, we will shape a future defined by growth, excellence, and enduring success.

Sincerely,

Dr. Sampath Ravinarayanan
Chairman & Managing Director

Review by **Head International Business** and **Global Operations**

Dear Stakeholders,

It is a privilege to lead the international operation of this exceptional organization at such a pivotal moment in its growth journey, as we continue to build on our strong foundation and pursue new opportunities to deliver sustained value for our stakeholders.

The Year of Transformation

FY2025 was a transformational year for AXISCADES. The Company crossed the Rs. 1,000-crore revenue milestone and delivered its highest-ever profitability. Alongside strong financial execution, we advanced our strategy, strengthened governance and sustainability frameworks and sharpened our focus on long-term value creation.

Strategic Focus

AXISCADES has strategically consolidated around its core business areas to drive value and efficiency. The three business verticals of Aerospace, Defence and ESAI accounted for 73% of Revenue and 100% of EBITDA in FY25. By building enduring partnerships with global Aerospace & Defence leaders to position as a force multiplier and accelerating ESAI growth we aim to drive sustainable growth, profitability and industry leadership.

Accelerating Defence Growth: From Innovation to Execution

AXISCADES is well-positioned to capitalize on India's growing defence modernization initiatives. After a relevant investment in technology development, the Company is set to scale its defence platforms, with robust order pipeline and further new orders expected in FY2026. It also continues to support key national missile and aerospace programs, including Akash, Pinaka, Astra, as well as Sukhoi and LCA platform upgrades, affirming its relevance in long-term, mission-critical defence projects. AXISCADES also plays an essential role in India's counter drone systems, Radar, UAV and defence offset ecosystems, positioning it as a trusted partner in building self-reliant, next-generation defence capabilities.

Aerospace - Scaling with Strategic Partnerships

Leveraging deep partnerships with global aerospace leaders, we continue to execute across major commercial and military programs including fuselage design, wing repair, and end-to-end customer support. This has driven a 13% year-over-year revenue growth and 19% YoY EBITDA growth, delivering a robust EBITDA margin of 21.2% for FY25.

Going forward, we aim to establish our presence in the high-growth areas of Tool design

and Tool manufacturing as well as maintenance. Repair & Overhaul (MRO) segment, with India's most advanced MRO hub under development at Devanahalli. This facility is aiming to address drones, missiles, airframes, avionics, radars, and subsystems across both civil and defence sectors.

ESAI: Scaling from Design to Full-Stack Product Solutions

In the Electronics, Semiconductor, and AI (ESAI) space, we have evolved from pure-play design services to end-to-end product development and system integration. We now deliver post-silicon, box-level solutions, including prototyping and low-to-mid volume manufacturing—scaling from hundreds to tens of thousands of units.

To accelerate this transformation, we have established a Product Development Centre in Fremont, California, where multiple system-level products are being conceptualized, developed, and tested for global deployment. In parallel, we are reinforcing our European sales presence with a strategic hub in Germany and expanding our distribution ecosystem through resellers and channel partners.

Our German subsidiary, add solution GmbH, strengthens our capabilities in wiring harnesses, micro data centers, and thermal management solutions. These combined efforts position ESAI as a global growth engine, enabling AXISCADES to capture higher-value opportunities and drive recurring revenue through scalable, IP-led product offerings.

Capital Investments

AXISCADES has committed Rs. 180 crores towards near-term investments in FY26 aimed at establishing new facilities and enhancing radar manufacturing and testing infrastructure. This investment forms a critical part of the Company's broader strategy to strengthen its footprint in the defence and aerospace sectors, with a particular focus on building advanced capabilities in radar systems and validation technologies. The Company is also currently evaluating funding options to support future-ready programs. Major investments are planned in a new integrated infrastructure (Devanahalli Atmanirbhar Cluster) near Bangalore Airport for defence, aerospace and strategic electronics.

Future Plans

As we look ahead to the next year, our strategic priority is to seize opportunities in high-growth, emerging sectors such as advanced manufacturing, MRO, chip-to-product integration and next-generation defence technologies, including unmanned systems. Our objective is to drive non-linear, product-led and scalable growth rather than headcount-driven expansion. To this end, we plan to make substantial investments in developing innovative proofs-of-concept and new products, with a strong emphasis on building commercially viable assets that can fuel future revenues.

Securing a top-three leadership position in India across Aerospace, Defence and ESAI sectors within the coming two to three years and aiming for 50%+ EBITDA growth in FY2026 driven by the core verticals is our immediate action plan. Our long-term aspiration is to reach USD 1 billion revenue and EBITDA margins above 20% by 2030.

These initiatives underscore our continued commitment to a focused growth strategy designed to deliver meaningful value for both shareholders and stakeholders.

Leadership Appointments

AXISCADES has a strong leadership team in place with deep sector expertise. The Advisory board has been strengthened with industry veterans from Airbus, McKinsey and Indian defence establishment.

To Summarize

AXISCADES is pivoting towards high-margin, scalable, product-focused growth in aerospace, defence and ESAI, supported by strong leadership, strategic infrastructure investment and robust order pipelines, poised for sustainable profitability and global competitiveness.

I extend my heartfelt thanks to every employee, customer, partner and investor. Your confidence fuels our ambition to delivering safer skies, stronger defences, smarter electronics and sustainable ESAI solutions for India and the world.

Regards,

Alfonso Martinez
Head International Business and Global Operations

Message from the **Chief Operating Officer**

Dear Shareholders,

It gives me a great pleasure to address you at a time when AXISCADES stands on the strong foundation of an exceptional year. Witnessing the company's journey - marked by strategic clarity, operational discipline, and a deep commitment to long-term value has been truly inspiring. I am excited to build on this momentum and work alongside our talented team to drive the next phase of sustainable growth.

Commendable Performance in FY2025

FY2025 marked an inflexion point for AXISCADES. The Company crossed the Rs. 1,000-crore revenue milestone, delivering 7.9 percent growth year-on-year. Profit after tax stood at Rs. 75 crores, up 125 percent, accompanied by a doubling of earnings per share. Net debt reduced significantly to Rs 15 crores.

The core verticals of Aerospace, Defence and ESAI reported 12 percent growth in revenue and a 15 percent rise in EBITDA. These sectors contributed 73 percent of the year's order inflow and overall revenue, a testament to the Company's strategic clarity and focused execution.

Such results are only possible when every function, from engineering and supply chain to talent and quality, is aligned with clear operational goals. I take this opportunity to acknowledge the leadership and every member of the AXISCADES team for their performance and unwavering dedication.

Strategy in Action

The Company's deliberate prioritisation of high-growth verticals – Aerospace, Defence and ESAI – continues to gain momentum. The integration of Mistral Solutions and AXISCADES Aerospace Technologies Pvt. Ltd. under a single Defence cluster has enabled scale in mission-critical domains such as electronic warfare, radar and counter-UAS systems.

The Company is also enabling its business Presidents with optimized structures and a clear decision-making framework to drive scalable and sustainable execution.

With the transformation now well underway, AXISCADES is advancing from its roots in aerospace services to become a diversified, engineering-led technology leader. Strong governance, a maturing ESG framework and a passionate, future-ready workforce power this evolution.

Looking Ahead

Guided by the Power 930 vision to achieve Rs. 9,000 crores in revenues by the year 2030, the Company has set ambitious but focused goals for FY2026 and beyond. We are targeting emerging opportunities in manufacturing, MRO, chip-to-product solutions and advanced Defence technologies, including unmanned systems.

The focus will remain on innovation, developing proof-of-concept and IP-driven products that are not only technologically advanced but also commercially viable.

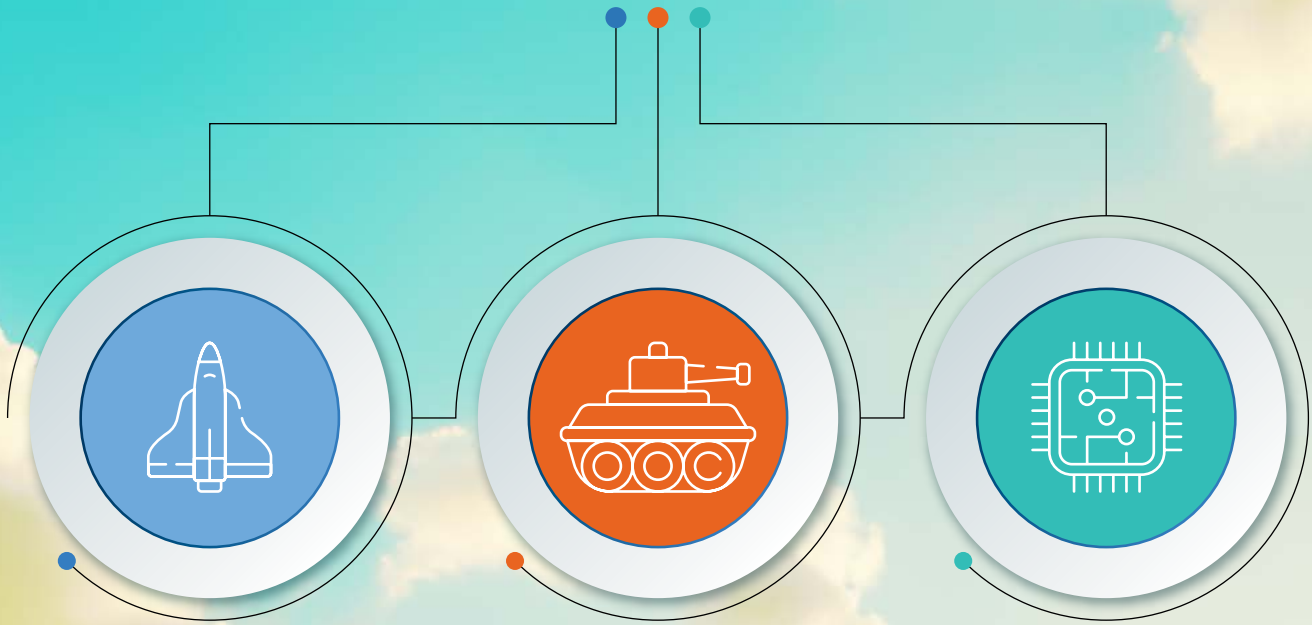
I look forward to working with this exceptional team to execute on our strategic vision and deliver sustained value creation for all stakeholders.

Thank you for your continued trust and support.

Sincerely

D. Murali Krishnan
Chief Operating Officer

BUSINESS AREAS - CORE DOMAINS



Aerospace

Defence

ESAI

(Electronics, Semiconductor and Artificial Intelligence)

The pillars of strength at AXISCADES lies in aerospace, defence and ESAI and the aim lies in establishing itself as a prominent technology enabler within these core domains. The Company also intends to focus on restructuring and repositioning business segments that impede its growth strategy and enterprise profitability.

What do we do in **AEROSPACE?**

At AXISCADES, we support aircraft manufacturers and their Tier-1s at every stage — from designing critical parts, to assisting with production, implementing upgrades, and maintaining aircrafts after they're in service.

35%
Reduced operational cost to the OEM.

30%
Lead Time Reduction for shorter time to market.

95%
KPIs consistently over 95%.

75+
Signatory Authority Delegations.

Our Assistance Spans the Following Core Area:

Engineering & Design

We create detailed 3D designs for major aircraft parts like fuselage, wings, and interiors.

Manufacturing Support

We design tools and systems to help build aircraft parts accurately, including digital and software solutions.

Modifications & Certification

We provide assistance with repairs, upgrades, and certifications, as well as maintenance manuals and digital guides.

Avionics & Systems

We develop hardware and software for aircraft communication, surveillance, and entertainment systems.

Aftermarket & Maintenance

We offer ongoing support like repairs, maintenance, and overhaul services, especially near aerospace hubs like Bengaluru.

Key Client Collaborations

- **Leading International OEM:** Since roughly 2011, AXISCADES has been a nominated engineering partner for fuselage design, product development, and support across the entire OEM's fleet. AXISCADES has won multiple follow - on contracts for these services from OEM.
- **Leading International OEM:** Additional preferred aerospace OEM relationships for varied engineering and design services.

Key Areas and the Service Type	
Aircraft Area	**Service Type**
Fuselage	Structural Design & Stress Analysis
Wings & Empennage	Aero Structures Engineering
Cockpit & Avionics Bay	Avionics Design, Embedded Software
Passenger Cabin	Interiors, Flammability and Electrical Wiring and Systems Integration
Manufacturing Facilities	Tooling, Plant Engineering, NC Programming
In-Service Aircraft	MRO, Modifications, Life-Extension, Retrofit Engineering and P2F conversion

How AXISCADES' Services Help Build and Maintain an Aircraft:

- **Fuselage:** We design and analyze the airplane's main body sections—ensuring strength, safety, and lightweight construction for the front, middle, and rear parts of the aircraft.
- **Wings & Tail:** We work on the wings and tail, making sure these critical parts are strong, optimized for weight, and reliable to provide lift and control during flight.
- **Avionics & Systems:** We develop the electronic "brains" and communication systems inside the plane, including flight controls, navigation, and passenger entertainment.
- **Manufacturing Support:** We design the tools and processes that aircraft factories use to build parts precisely and efficiently, helping turn designs into real aircraft.
- **Aftermarket & Maintenance:** When the aircraft is in service, we support repairs, upgrades, life extension, manuals/catalogs, and maintenance, keeping the aircraft safe and up to date throughout its life.
- **Interiors:** We design passenger cabins, seats, galleys, and other interior parts to ensure comfort, safety, and usability for travelers.

What do we do in **DEFENCE?**

At AXISCADES, we provide a range of engineering, products, technology, systems integration and test solutions services to the defence sector, helping design, build, and maintain mission-critical systems for armed forces, both in India and globally. Our strength lies in complex system integration, embedded software, and support for indigenous programs.

AXISCADES Focus Areas in Defence:

Aero Defence Engineering

- Military aircraft structures
- UAV design and support
- Aircraft upgrades and sustainment

Strategic Electronics

- Real-time software for defence platforms
- Avionics and control systems
- DO-178 & MIL-STD compliant solutions

C4I Systems

- Integration of communication, radar, and surveillance systems
- Tactical network and battlefield management systems
- Mission system software development

Mobility & Land Systems

- Armoured vehicles and tactical platforms
- Vehicle design, analysis, and modernization
- Mechanical and electrical sub-system engineering

Simulators & Training Systems

- Military-grade simulators for pilot and operator training
- Integrated visual and control systems
- Custom hardware-software training environments

Indigenous Defence Programs

- Support to Indian defence R&D (DRDO, HAL, BEL)
- Contributing to India's Atmanirbhar Bharat in defence
- Engineering services for local manufacturing and indigenization

AXISCADES has worked with India's top defence programs by providing engineering, electronics, and software support across land, air, sea, and missile systems. Here's where we contribute:

Air Platforms

- **Fighter jets & military aircraft:** We support upgrades for aircraft like the Su-30MKI, LCA Tejas, and Dornier by providing radar systems, avionics, and display units.
- **Drones (UAVs):** We build indigenous drones and C-UAVs for surveillance, missions, logistics etc.

Radar & Surveillance Systems

- We build sub-systems & systems of advanced radars used in long-range surveillance and airborne targeting.
- These systems are critical for detecting threats and guiding weapons.

Naval Systems

- We develop sonar and torpedo electronics used in submarines to track underwater threats.
- Also involved in water fly underwater warfare technologies.

Missile Systems

- In partnership with global defence companies (like MBDA), we help build missile launchers, guidance systems, and test setups for Indian use.

Land Systems

- We support design and upgrades for armoured vehicles and tactical defence systems used by the Army.

Maintenance & Training

- Provide counter-drone systems to protect bases from UAV threats
- Build military simulators and automated test benches for training and equipment testing.

Segment	Capability Highlights
Air (Aircraft & UAVs)	Avionics, embedded systems, UAV electronics, simulators
Radar & Surveillance	Signal processing, AESA radar, battlefield radars, sonar
Naval	Sonar, torpedo systems, shipboard electronics
Missile Systems	Launchers, test benches, missile subsystems
Land Systems	Armoured vehicle upgrades, tactical command vehicles
EW Systems	Radar detection, jamming, RF processing, embedded EW boards
Counter-UAS	Portable anti-drone systems for Army
Test & Support	Test benches, simulators, tech manuals, long-term support

Our Clients & the Programs Include the Following

Government Agencies and Defence PSUs: DRDO, HAL, BEL — core R&D and production programs

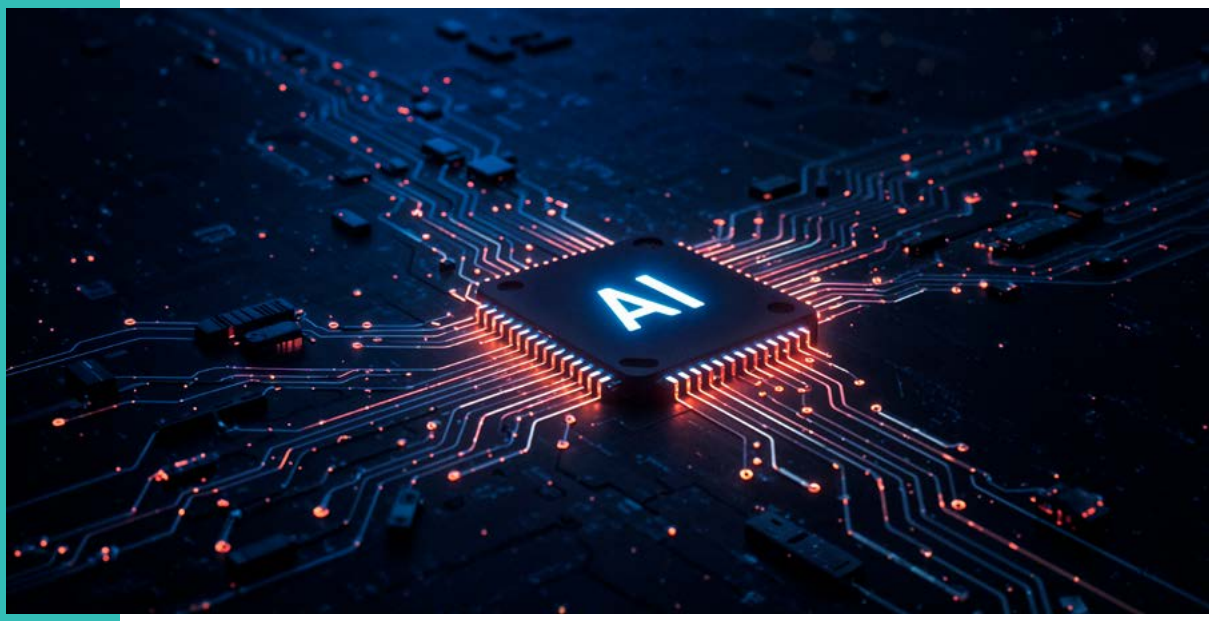
Armed Forces: Army, Navy, Air Force — direct and indirect equipment usage

Foreign OEMs: MBDA, Thales, Indra — strategic missile electronics collaboration

Programs Covered: Aircraft, UAVs, Missiles, Radars, Sonars, EW, Counter-Drone

Client / Partner	Type
DRDO (Defence R&D Org.)	Government R&D Agency
BEL (Bharat Electronics Ltd.)	Defence PSU
HAL (Hindustan Aeronautics)	Aerospace PSU
Indian Army	End-user / Armed Force
Indian Navy	End-user / Armed Force
Indian Air Force	End-user / Armed Force
MBDA (Global Defence OEM)	Foreign OEM (Europe)
Various DRDO Labs	R&D Institutions (LRDE, ADE etc.)
BEL + DRDO Joint Projects	Program-based Consortiums
Private Defence Ecosystem	Tier 1/2 Vendors & Integrators

Nature of Association	Key Programs / Contributions
Long-term engineering & electronics design partner	Arudhra Radar, AESA radar upgrades, UAVs (Lakshya, Ghatak), Sonar, Missiles
Subcontractor / system design partner	Radar Signal Processing (Arudhra MPR), missile electronics
Design & systems engineering collaborator	Avionics for Su-30, LCA Tejas, Dornier; Helicopter electronics (ALH, LCH)
Direct solution provider	Man-portable anti-drone systems, vehicle electronics, C4ISR integrations
Subsystems provider	Torpedo electronics, submarine sonar, shipboard EW systems
Indirect platform contributor (via DRDO, HAL)	Avionics, radar, UAV ground control systems
Strategic offset & co-development partner	Missile launchers, control units, automated test benches
Technical partner for specialized subsystems	Radar processors, signal intelligence, EW boards, UAV payload integration
System integration and electronics provider	Arudhra radar, Kusha battlefield radar, sonar & EW projects
Design and prototyping partner	UAV systems, rugged electronics, simulation, embedded avionics



ESAI

(Electronics, Semiconductor & Artificial Intelligence)

At AXISCADES, we are at the forefront of deep-tech innovation, delivering AI-enabled product development and end-to-end embedded solutions that span the entire product lifecycle, from concept and prototyping to deployment and optimization. Our solutions are designed to help businesses build smarter, faster and more connected systems that meet the ever-evolving demands of the digital age.

With over 27 years of engineering excellence, we empower clients across automotive, aerospace, Semiconductor, industrial automation and healthcare to accelerate their innovation journeys. Our AI and embedded systems expertise drives seamless integration of emerging technologies, enabling enhanced functionality, real-time performance and reliability in mission-critical applications.

Backed by global partnerships with leading semiconductor vendors, automotive OEMs and industrial technology leaders, we help our clients transform ideas into commercially viable, future-ready products. Whether it's AI-powered edge computing, advanced driver-assistance systems (ADAS) or IoT-enabled devices, AXISCADES delivers scalable solutions that redefine industry benchmarks.

An end-to-end partner from Concept to Deployment

The scope of services includes hardware design, FPGA/VLSI, RF/antenna design, mechanical & electrical CAD, software development, application development, system engineering, IP & modules, testing & validation and production.

Application Development

Our deep technical expertise and industry insights empower us to deliver intelligent, secure, and connected embedded solutions tailored to meet the demands of modern industries. We leverage platforms from NVIDIA, Qualcomm, Texas Instruments, Intel and NXP to provide End-to-End Embedded Solutions, including:

- System on Modules (SoMs)
- Development Kits
- Evaluation Modules
- Complete Product Development Services

Our solutions are designed around cutting-edge technologies such as AI, Deep Learning, Embedded Vision, IoT, High-Speed Connectivity and Embedded Security. These enable us to build and deploy advanced products like:

- IoT sensor nodes and gateways
- Robotics and factory automation systems
- AR/VR platforms
- Advanced healthcare monitoring devices
- Fly-by-wire control systems
- Traffic management solutions
- System on Modules (SoMs)
- Development Kits
- Evaluation Modules
- Traffic management solutions

Semiconductor

AXISCADES provides comprehensive semiconductor support services from pre-silicon validation to platform development and reference designs. Our solutions help semiconductor vendors optimize SoC performance and accelerate time-to-market.

Key Offerings:

- Pre-Silicon and Post-Silicon Validation
- Evaluation Modules and Development Platforms
- System-on-Modules (SoMs) and Reference Designs
- Software and Firmware Development for SoCs

Hyperscalers

AXISCADES delivers scalable, secure, and high-performance solutions for hyperscale computing environments. Our expertise supports global technology leaders in optimizing infrastructure for cloud computing, AI/ML and automation.

Key Offerings:

- AI/ML Framework Implementation
- Secure and Encrypted Networking Systems
- High-Performance Computing and Scalable Infrastructure
- Automated Test and Validation Solutions

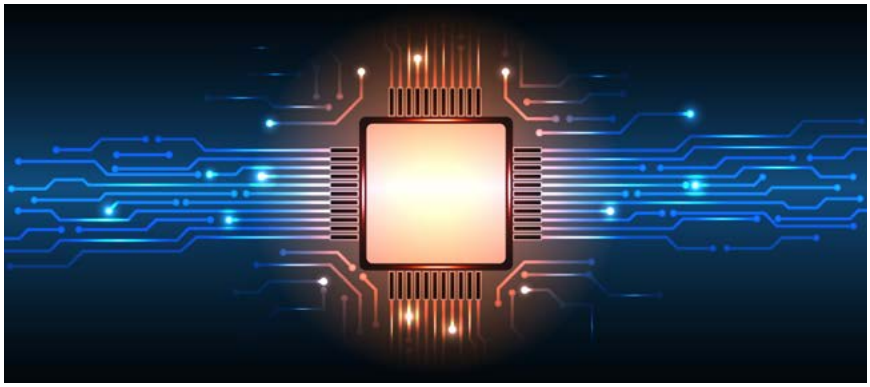
Products and IPs

AXISCADES offers a range of cutting-edge products based on leading semiconductor platforms.

Key Offerings:

- **Qualcomm:** System-on-Modules and development kits for Robotics, Drones, IoT, Industrial, Healthcare, and Consumer Applications
- **Texas Instruments:** Radar Modules and development platforms for Automotive, Robotics, Industrial, and Healthcare applications
- **Lattice Semiconductor:** Data Capture and Playback Module for mmWave Radars
- **NVIDIA:** AI-enabled solutions for Robotics, Autonomous Systems, ADAS, and more

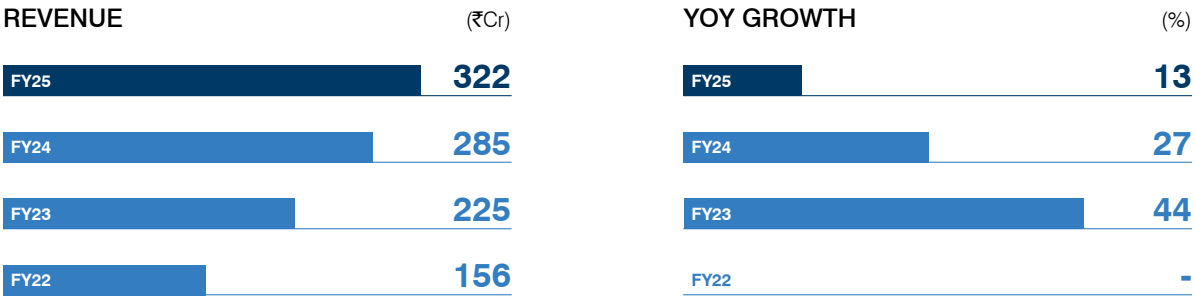
AXISCADES' ESAI vertical transformed from a niche board-design business into a high-margin, system-level growth engine in FY2025. With rising semiconductor capex in India, an aggressive chip-to-product strategy and strong AI demand, ESAI is on track to outpace the Company's overall growth and become a Rs. 500-crore vertical before FY2027, while reinforcing AXISCADES' positioning at the intersection of Electronics, Semiconductor and Artificial Intelligence.



Review of **BUSINESS PERFORMANCE**

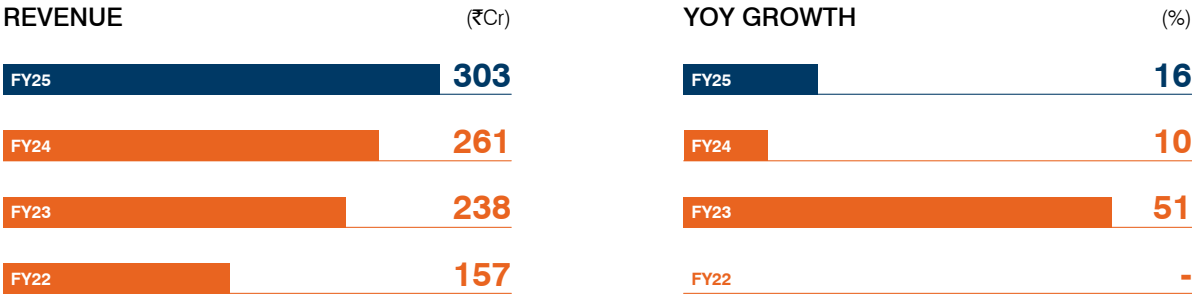
Aerospace

The Aerospace vertical delivered steady growth and maintained healthy margins. It continued to be a core pillar of the business, supported by long-term client relationships and specialized engineering capabilities. Growth was underpinned by deeper engagement with leading aerospace OEMs and Tier-1 suppliers. Investments in AI-enabled engineering services, entry into manufacturing and supply chain solutions, and diversification of offerings ensured sustained demand and competitiveness.



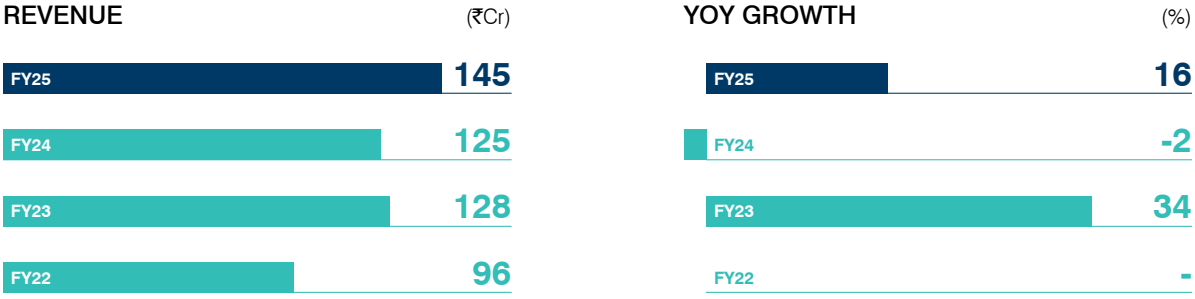
Defence

The Defence vertical sustained strong revenue momentum and recorded a significant step-up in profitability. The business reinforced its role as a cornerstone of the company's growth strategy. Performance was driven by growth in production revenues across key defence platforms including fighter aircraft, surveillance systems, and radar programs. Expansion into electronic warfare, land systems, and counter-drone technologies created new revenue streams and enhanced credibility with leading defence OEMs.



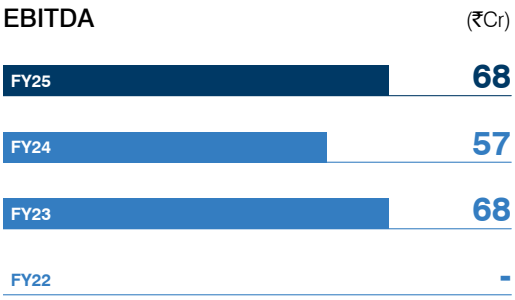
Electronics, Semiconductor & Artificial Intelligence (ESAI)

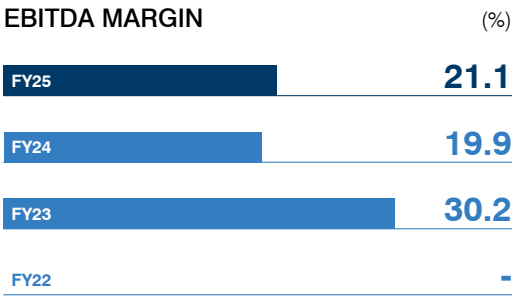
The ESAI vertical delivered resilient performance, maintaining high margins and strengthening its innovation-led positioning within the core portfolio. The vertical benefited from a strong order book, launch of system-level products, and reinforced presence in global markets. New product development centres and expanded customer engagement with leading semiconductor players, supported by strategic diversification ("China + One" and "Tariff + One"), provided additional growth levers.



Outlook

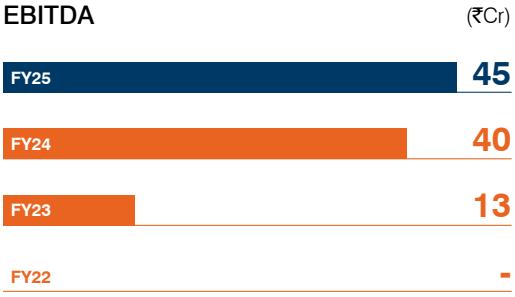
The vertical will continue to scale through broader participation in manufacturing and assembly lines, while strengthening capabilities in structural design support and electrical systems. A sharper go-to-market strategy targeting Tier-1 and global OEMs will drive higher value opportunities and reinforce industry positioning.

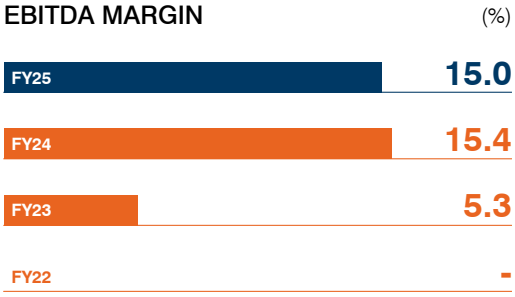




Outlook

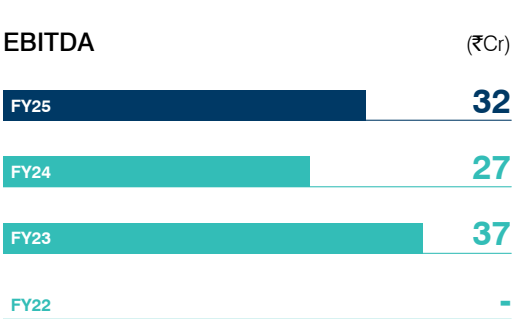
Future growth will be supported by a strong order pipeline, with several design wins transitioning into production. The vertical is also preparing to capture opportunities in exports, aiming to expand its global footprint and diversify its customer base while aligning with the Atmanirbhar Bharat initiative.

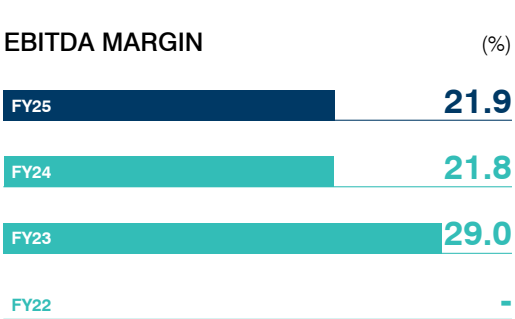




Outlook

The ESAI business will continue to focus on product-led growth, developing disruptive offerings in Semiconductor, electronics, and AI-based systems. By leveraging its global sales ecosystem and innovation pipeline, the vertical is positioned to capture rising demand for advanced electronic solutions across industries.





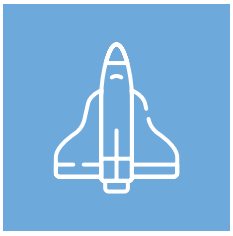
STRATEGY

Repositioning for Non-Linear, Global, High-Value Growth

AXISCADES Technologies is executing a decisive transformation strategy aimed at strengthening its position as a global engineering and technology enabler. With a clear focus on core domains – Aerospace, Defence and ESAI (Electronics, Semiconductor & AI) – the Company is recalibrating its portfolio towards high-margin, IP-led growth areas, while resetting the non-core businesses for profitability. The strategy hinges on building domain leadership, enabling productization, investing in advanced infrastructure and aligning execution with long-term value creation goals

Our Strategy - Where We Play

We are present in markets and verticals where our differentiated capabilities have a substantial impact. AXISCADES focuses on three strategic verticals – Aerospace, Defence and ESAI – which together account for 73% of revenues and the entirety of EBITDA for the financial year under review. These verticals form the foundation of our long-term aspirations and are the source of our competitive advantage.

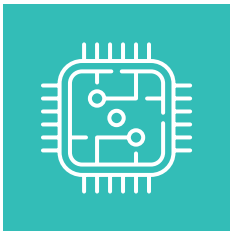


Aerospace

With strong traction in engineering and digital manufacturing, we are expanding our offerings through cross-selling and upselling strategies.

Defence

Our investments are focused on IP-led products and strategic partnerships to tap into India's defence modernisation and export potential.



ESAI

Our electronics, Semiconductor and AI vertical is the core enabler of future growth, driving edge innovation and vertical integration across industries.

In contrast, our non-core domains – specifically, the automotive, energy, and heavy engineering verticals – are undergoing a business reset. While these areas contributed 27% of revenues, they operated at negative EBITDA margins and are being realigned to enhance profitability and synergy with core growth engines like ESAI.

STRATEGY

Our Strategy - How We Win

A fundamental shift, from people-intensive services to product-led, scalable and intelligent engineering solutions drive our strategic choices. We are advancing from traditional service delivery to platformisation, repeatable IPs and ecosystem plays. This approach not only ensures margin expansion but also builds long-term value and client stickiness.

In AEROSPACE

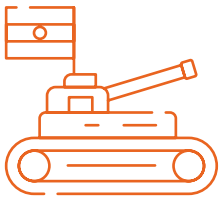
We are deepening our engagement by expanding from design to value-added services that integrate AI, automation and product lifecycle support:

Supply Chain Management and AI-enabled MRO to enhance operational efficiency for global OEMs.

Aircraft Conversion and Interiors to serve niche, high-margin aviation needs.

Power-by-the-Hour Logistics, Speed Shops,Quick Repair Shops,Welding CoEs and Inspection Facilities as part of a differentiated aftermarket and sustainment play.

These initiatives are supported by infrastructure such as the Broughton delivery centre and planned upgrades at Aero Land, enabling rapid deployment, reduced cycle times and increased scale.



In DEFENCE

We are at an inflexion point, moving from engineering service provider to IP-led product player. Our defence roadmap emphasises both indigenous capability and global readiness:

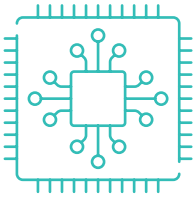
Radar Manufacturing and Integration and Unmanned Warfare Systems to build sovereign platforms.

AI-enabled Strategic RF Products tailored for modern warfare.

Offset Fulfilment Centre Partnerships to deliver to global OEMs under India's offset policy.

Defence MRO and Performance-Based Logistics (PBL) to close the lifecycle loop.

With dedicated hangars for drones and radar systems at our Electronic City facility, we are aligning infrastructure with strategic product mandates.



In ESAI

(Electronics, Semiconductor, and AI)

Our ESAI group acts as the innovation core for AXISCADES. It anchors next-gen transformation across sectors:

Post-silicon to product enablement ensures complete chip-to-system delivery.

AI and SLM-based devices, box build to batch production and thermal management solutions cater to high-performance, low-footprint applications.

Edge Micro Data Centres and an ESAI Incubation Cell are being institutionalised to power future vertical integrations.

The upcoming ESAI Global Capability Centre at Aero Land will accelerate IP creation, platformisation and strategic digital incubation.

STRATEGY

Our Strategy - What capabilities do we rely on

Our ability to win is rooted in deep, differentiated capabilities, technical, operational and leadership, built over years of sectoral focus.

Engineering Depth:
3,100+ professionals with over 15,000 man-years of domain experience in Aerospace, Defence and ESAI.

Leadership Strength:
Chairman and leadership together with 400+ years of cumulative experience, supported by business heads with strong global track records.

Infrastructure Edge

AXISCADES is strategically investing in purpose-built infrastructure to anchor its product-led transformation and scale its delivery capabilities across core domains. Each facility is aligned with a specific growth mandate, ranging from embedded innovation and unmanned warfare to global aerospace manufacturing and ESAI incubation.

Aero Land Facility – Global Capability Centre for ESAI

Set to be operational by October 2025, AXISCADES' new 180,000 sqft. facility at Aero Land in Bangalore will serve as both the Product Development Headquarters and Global Capability Centre (GCC) for the ESAI vertical. Designed as a hub for innovation, it will support development in post-silicon solutions, AI-enabled devices, micro data centres and innovative manufacturing platforms. By co-locating engineering, AI and digital teams, Aero Land will enhance speed-to-market and accelerate scalable product development.

Electronic City Facility – GCC for Unmanned Systems and Strategic Defence

The transformation of our existing Electronic City campus into a dedicated facility for Unmanned Systems and Next-Gen Warfare hub reflects our commitment to indigenisation. Equipped with hangars for Drones, Counter-Drone Systems, and Radars, this facility will be central to the development of AI-enabled warfare systems and man-portable countermeasures. It consolidates our defence engineering efforts and brings agility to mission-critical deliveries.

Defence & Aerospace Cluster (DAC) – A Co-Development Ecosystem for Global OEMs

Our upcoming Defence & Aerospace Cluster, spread over 20+ acres, will integrate manufacturing, testing and IP co-development into a single collaborative ecosystem. It is designed to serve global OEMs with full lifecycle support while also hosting partners, start-ups and embedded engineering teams. DAC marks our evolution from an ER&D provider to a platform ecosystem player in defence, aerospace and strategic electronics.

Strategies validated by performance

Our strategy is grounded in facts and outcomes, not just intent.

Core domains contributed 73% of revenue and 100% of EBITDA in FY25, with margins expanding by 50 bps YoY.

Non-core segments, despite contributing 27% to revenue, operated at negative margins, declining by approximately 450 bps.

Revenue per person and margin per person are significantly higher in core domains, underscoring their structural advantage.

Leadership, infrastructure and vertical focus align seamlessly with industry shifts toward intelligent engineering, defence indigenisation and smart manufacturing.

Strengthening the LEADERSHIP TEAM

Leadership strength is a competitive advantage. A strong, future-ready leadership bench doesn't happen by chance. Companies with deliberate, data-driven leadership-development systems outperform peers on growth, innovation and resilience.

By combining a clear leadership DNA, rigorous management, inclusive culture, data-rich feedback and governance, companies can secure the edge they need to thrive amid rapid technological and geopolitical change.

To fortify its position, AXISCADES has undergone a transformational change in its key management positions in the last three quarters. As the Company accelerates efforts to realign its organizational structure with the rapidly evolving global aerospace, defence-tech and semiconductor ecosystem, these leadership changes have come at a pivotal moment.

Dr. Sampath Ravinarayanan
Chairman & Managing Director

Dr. Ravinarayanan is a prominent figure in the Indian aerospace and defence sector and has an extensive and distinguished career spanning over four decades in the industry.

With a unique combination of experience across the Indian government, foreign OEMs and the Indian private sector, Dr. Ravinarayanan brings to the table a comprehensive understanding of the aerospace and defence industries. Widely recognized for his contributions to the industry, he was awarded a Doctor of Philosophy degree honoris causa by the National Institute of Technology, Kurukshetra, in 2020.

His unique ability to bridge the gap between government policies, international partnerships and private-sector agility will be critical as we continue to push the boundaries of what we can achieve. With his visionary leadership, we are confident that AXISCADES will further cement its position as a global leader in engineering and technology solutions, driving impactful results for our stakeholders as well as our clients.

Alfonso Martinez
Head of International Business and Global Operations

Mr. Alfonso Martinez is a qualified Engineer and MBA with close to three decades of experience in Aerospace, Defence, Telecom, Automotive, Transportation, Energy, Infrastructures, Life Sciences, Financial Services, Public Administration, Naval, Railways and Chemicals sectors globally.

Mr. Martinez has consistently demonstrated his ability to lead complex, multi-disciplinary teams and drive transformative growth. He joins AXISCADES at a pivotal time as the Company aims to expand its global footprint and enhance its position as a leader in engineering services, Defence and deep tech.

Mr. Martinez is not just a seasoned leader, but also a visionary who understands the intricacies of engineering services and deep tech landscape and possesses proven ability to drive innovation and profitable growth. His expertise and network of relationships built over the last two decades, aligns perfectly with our long-term goal to enlarge our global footprint, strengthen our market presence and set new benchmarks in innovation and customer satisfaction.

Throughout his career, Mr. Martinez has been credited with implementing forward-looking strategies and business transformations, fostering innovation and delivering sustainable and profitable growth.

LEADERSHIP TEAM

Shashidhar SK
Group CFO

Shashidhar S.K, Group CFO of AXISCADES Technologies Ltd, is a seasoned finance and governance professional, with over 34 years of experience, including 29+ years as CFO and Company Secretary. His career spans manufacturing, engineering services, FMCG, and high-tech sectors, marked by transformative leadership and strategic financial stewardship. He has spearheaded business transformations and business turnarounds throughout his corporate career and has led strategic acquisitions across multiple verticals. His tenure is marked by significant turnaround in financial metrics and successful IPO and capital market events, attracting marquee investors. A Fellow of multiple professional institutes, Shashidhar combines deep financial acumen with operational excellence, governance rigor, and a people-centric leadership style. His contributions have consistently delivered value, resilience, and growth across organizations. His expertise enable him to architect scalable growth models, unlock investor confidence, and align financial strategy with innovation. Shashidhar's stewardship will be pivotal in reshaping AXISCADES into a resilient, future-ready enterprise that thrives on disruption and delivers exponential stakeholder value

KP Mohanakrishnan
Dy. CEO & President - Aerospace

At the helm of the Aerospace segment is Mr. Mohanakrishnan. His experience in building long-term partnerships and scaling multi- million-dollar programs across the global aerospace and defence ecosystem will sharpen our business and execution edge.

Mr. KP Mohanakrishnan has over three decades of experience, of which 25 years is in aerospace and defence Industry covering both international and domestic markets.

He concluded long term contracts and delivered multi-million-dollar businesses across the global aerospace and defence industry, including strong pipelines to support the business growth. He has been a founding team member in his previous organisations and has led it through growth, market expansion, transformation and delivering sustainable success. He was deeply involved in operations covering delivery, planning, inventory management, people management (both talent acquisition and retention), crisis management, business and financial risk mitigations. His responsibility on execution led him to work with various levels within the organisation and drive the team members to provide holistic solutions to meet customer's timeline and expectations. His leadership philosophy is rooted in collaboration, integrity, and relentless pursuit of excellence.

As we accelerate our transformation from investing in AI-led aerospace and defence applications and semiconductor innovation to expanding our chip-to-product capabilities and deepening global partnerships, Mr. Mohanakrishnan will play a critical role in driving impact at scale. In his previous assignments, he has been instrumental in driving strategic manufacturing relationships and establishing long-term strategic value. His work has involved developing deep engagement across international OEMs, tier suppliers and Indian defence/public sector agencies such as MoD, HAL, ISRO and DRDO.

D Murali Krishnan
Chief Operating Officer

Mr. Murali Krishnan joins AXISCADES as COO along with his existing position as Executive Director of Mistral Solutions, a subsidiary of AXISCADES specializing in chip-to-product, defence, electronics, semiconductor and artificial intelligence applications.

Murali Krishnan is a visionary leader in digital engineering services, renowned for driving AI-powered transformations, pioneering innovative services, and fostering talent development across global industries. His expertise spans Mechanical, Electrical, and Electromechanical Design, Analysis Simulation, Digital Manufacturing, Technical Publications and Digital Aftermarket solutions. His leadership has made a significant impact on industries such as Aerospace & amp; Defence, Rail Transport, Automotive, Healthcare and Sustainability across North America, Europe and Asia-Pacific. In recognition of his outstanding contributions, he was honoured with the Mark of Excellence Award. The appointment of Mr. D Murali Krishnan marks a strategic step forward in AXISCADES' ongoing transformation journey. He brings a rare blend of digital foresight and operational excellence, with a track record that spans aerospace, defence, rail transport, healthcare and sustainability.

Our key business sectors are entering a new era defined by AI-led innovation, full-stack product development and increased global collaboration and Mr. Murali Krishnan is uniquely positioned to lead this shift with his deep domain expertise. With our strong foundation in product engineering and a growing capability in chip-to-product solutions, we have the opportunity to shape next-generation systems that are smarter and globally competitive.

Anurag Sharma
President - ESAI

Mr. Anurag Sharma, alumnus of IIT Roorkee has joined us as the Head of ESAI, bringing more than three decades of multifaceted experience across product development, sales and business development, P&L management and the successful execution of large-scale engineering programs. His deep domain expertise across electronics, semiconductor and digitalization sectors have enabled collaborations with global OEMs and Tier 1 players. He has also worked extensively on digital manufacturing and smart infrastructure initiatives in the metals and oil & gas sectors across the Middle East.

Mr Sharma has been appointed as head of ESAI predominantly to drive software-led engineering innovation. He embodies the rare blend of technical expertise and executional foresight that defines AXISCADES' ambition. Mr. Sharma's track record in scaling engineering businesses gives the Company the exact leverage needed to dominate the software-defined era. His work in EDS and cross-border industrialization aligns with our strategy to embed deeper into our OEMs' R&D cycles.

LEADERSHIP TEAM

Ravikumar Joghee
Chief Strategy and Marketing Officer

Mr. Joghee brings with him over 30 years of diverse experience across Aerospace and Defence, Mobility, BFSI and IT. In his new role at AXISCADES, he will be responsible for overseeing the company's strategic endeavours and talent acquisition function. He will also serve President - AXISCADES Inc, driving the company's North American growth.

His ability to drive high-margin growth and build robust talent ecosystems will give us strategic autonomy in value-added areas. His vision is closely aligned with our mission to be the engineering partner of choice for next-generation solutions.

Mr. Joghee's deep expertise in engineering innovation and digital transformation will be instrumental in shaping the next phase of growth of the Company. His focus on repositioning brands and shaping AI-led go-to-market strategies supports our ambition to stay ahead of the curve. In addition, his leadership of our USA operations will strengthen our presence in a key region of focus and significant growth.

Sharadhi Chandra Babu Pampapathy
President - Defence

Sharadhi is an aeronautical engineer, a software professional and an entrepreneur with over 25 years of industry experience.

Mr. Babu has served as an aeronautical engineering officer in the Indian Air Force handling technology and operations of radar, communication, data handling and associated systems. His work experience in the field of software engineering spans across several cutting edge technologies, product development, systems and application development, designing, architecting, building and delivering several innovative products and many complex software systems of networking, wireless and wire-line communications and blend of open and embedded systems domain expertise.

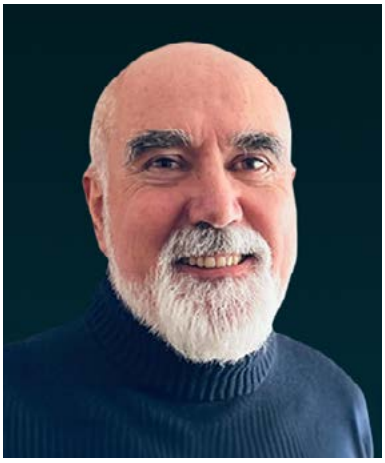
Mr. Babu's appointment as the head of Defence comes with a motive of elevating AXISCADES' defence narrative by embarking on a journey towards product driven growth and innovative solutions with focus on ToTs, DcPP of radar systems, seekers, sonars and onboard land, air and naval systems – assembly, integration and maintenance. This will deliver integrated electronic systems including integration of software, hardware, mechanical systems, testing and maintenance. Leveraging DAC to establish AXISCADES as a key player in Atmanirbhar Bharat and make a compelling case as a first-choice partner to Global OEMs for offset engagements and indigenization, continuing to expand in existing market strong holds like Europe and strategically acquiring more customers in the US apart from India are some of the initiatives by the Company, wherein Mr. Babu's expertise would be advantageous.

Nick Santhanam
ESAI Advisor

Mr. Santhanam joins us as an advisor who will guide strategy and growth for ESAI domain. Nick is a former Senior Partner at McKinsey & Company's Palo Alto Office where he led their global semiconductor and industrials practice. He served semiconductor clients and large industrial clients on operational and turnaround situations. He also serves on the Advisory roles of Smithsonian Libraries Board and is a member of Forbes Business Council.

Colonel KV Kuber
Defence Advisor

An Indian Army veteran having 27 years at Corps of Signals, Col. Kuber joins us as an advisor on our Defence domain. He was the Director, Capital Acquisitions at Army HQ and first head of DOFA (Defence Offset Facilitation Agency), instrumental in shaping offset policies. He served as a Member of the Experts Committee of Indian MoD for DPP-2016 and as Senior Advisor at DRDO HQ deriving the Technology Acquisition and Evaluation Policy. He has also served as Senior Advisor at NSIC, Ministry of MSME.



Yves Guillaume
Aerospace Advisor

Yves joins us as advisor for the Aerospace domain and comes with over four decades experience in Aerospace. He was Senior Vice President, Airbus Group and President, Airbus Group India at its inception. He has steered the global strategy of Airbus Group, in France, Middle East and Asia, handling the Commercial Aircrafts, Helicopters, Defence and Space businesses. He has also served at Thales, held key positions globally, across France, Middle East and SE Asia, working on radar, ATC, security and air defence systems.

HUMAN CAPITAL

Empowering People, Enabling Excellence

At AXISCADES Technologies, our people are our most valuable asset. We are committed to nurturing a skilled, diverse, and future-ready workforce that drives innovation and delivers engineering excellence. With a global presence and an expanding talent base, our human capital strategy ensures alignment with business needs and sustainable value creation.

We maintain an agile and inclusive talent acquisition process, continually expanding our workforce across various geographies. Our recruitment efforts are driven by partnerships with academia and industry bodies, ensuring a pipeline of skilled professionals who bring in diverse perspectives and competencies.

Culture of Equity, Dignity, and Inclusion

AXISCADES upholds a workplace built on respect, fairness, and equal opportunity. Our human resources policies reinforce a zero-tolerance approach to harassment and discrimination. We embed diversity, equity, and inclusion (DEI) in every phase of the employee lifecycle — from recruitment and compensation to promotions, transfers, and workplace engagement.

We have established institutional mechanisms to ensure workplace dignity, including the Prevention of Sexual Harassment Committee, periodic employee perception surveys, and structured grievance redressal platforms. These initiatives help maintain an equitable, safe, and empowering environment for all employees.

Learning, Development, and Leadership

We believe that continuous learning is vital to staying competitive in an evolving industry. AXISCADES offers a wide range of opportunities for employees to enhance their technical, functional, and behavioural skills. We support both technical mastery and leadership capability through customised learning paths, virtual and classroom sessions, and e-learning platforms.

Our structured onboarding and Graduate Engineer Trainee (GET) program lays a strong foundation for fresh recruits. In parallel, high-potential talent across all levels undergoes curated leadership development journeys, and succession plans are mapped using proven frameworks, such as the 9-box matrix.

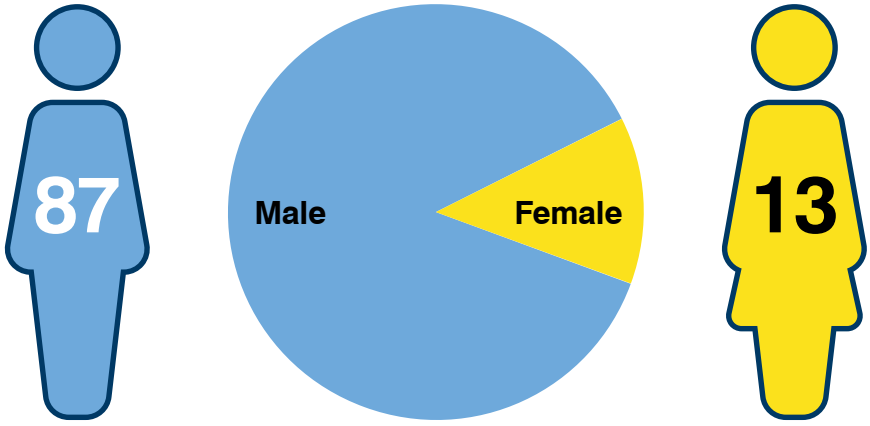
2891
Total Number of Employees

Employee Engagement and Well-Being

We foster a people-first culture where employee well-being and engagement are prioritised alongside performance. Our comprehensive engagement programs focus on connection, communication, team cohesion, and recognition. We ensure that employees have access to wellness offerings, mental health resources, comprehensive medical coverage, and flexible work arrangements that promote work-life balance.

We regularly conduct perception surveys to understand employee sentiment and fine-tune our approach to engagement and welfare.

Gender Ratio (%) (Overall)



Employee Engagement

1 **April 2024:** Eid Celebration

2 **June 2024:** Badminton Tournament, International Yoga Day & Environmental Day celebration

3 **July 2024:** Ping Pong Tournament

4 **August 2024:** Independence Day Celebration

5 **September 2024:** Ganesh Chaturthi Celebration

6 **October 2024:** Navaratri and Diwali Celebration

7 **November 2024:** Kannada Rajyotsava and Carrom Tournament

8 **December 2024:** Christmas Celebration

9 **January 2025:** Pongal / Sankranti Celebration

10 **February 2025:** Fun Activities

11 **March 2025:** Women's Day Celebration & Festive Gathering for Eid and Ugadi

Number of Well-Being Programs Held

1. **May 2024:** Webinar on PCOS for women employees and Webinar on Hypertension and its link with Stress
2. **June 2024:** Webinar on Staying Healthy During Monsoons and Webinar on Cultivating Healthy Relationships
3. **July 2024:** Webinar on Revitalize your Skin and Hair during Monsoons, Webinar on Yoga for an Active Lifestyle and In-person free health check-up camp
4. **August 2024:** In-person Dental and Eye Check-up, Webinar on Secrets to a Sustained Weight Loss and Webinar on The Pursuit of Happiness
5. **September 2024:** Webinar on Mental Well-being with Positive Thinking
6. **October 2024:** Webinar on Balancing Fitness with Festivities
7. **November 2024:** Webinar on Managing Sugar during Festivities
8. **December 2024:** In-person Vision Screening Camp and Webinar on Healing your Chakras through Sound Yoga
9. **January 2025:** Webinar on Breaking Free from Anxiety
10. **February 2025:** Webinar on Nutrition for a Healthy Heart
11. **March 2025:** Street Smart & Fearless: Webinar on Self-Defence & Safety Strategies for Women on the Move, Financial Empowerment: A Key to safer tomorrow for women of today and Multifaceted Women

Ethical Employment and Human Rights

Our employment practices are built on integrity and ethical responsibility. AXISCADES prohibits slavery, forced labour, child labour, and human trafficking across its business and supply chains. We uphold universal human rights — including the right to freedom, dignity, fair pay, safe working conditions, and non-discrimination.

Every employee, irrespective of nationality, gender, language, religion, or socioeconomic background, is treated with fairness and respect.

Health and Safety

We are committed to providing a workplace that is safe, healthy, and compliant with applicable laws. Our safety protocols are designed to prevent incidents, promote proactive reporting, and ensure timely training. All employees are mandated to undergo safety training and are encouraged to report unsafe conditions.

Beyond occupational safety, we facilitate access to non-occupational medical care and preventive health services. Voluntary wellness programs further address risks such as stress, lifestyle diseases, and mental health, contributing to holistic employee health.

Global Workforce and Equitable Practices

With operations spanning multiple countries, AXISCADES taps into diverse local talent pools while ensuring adherence to regional labour laws. We extend equitable HR practices and employee benefits to all employees, including those on contract.

We embrace inclusivity and collaboration across geographies to build a united, high-performing global workforce.

ESG INTEGRATION AT AXISCADES

At AXISCADES Technologies Limited, ESG integration is a formalised, supervised, and enterprise-wide practice, structured around the National Guidelines on Responsible Business Conduct (NGRBC). The Company's ESG framework reflects a multi-level governance structure where each of the nine principles of NGRBC is embedded through approved policies, implemented via standardised procedures, and extended to value chain partners.

These policies are not merely statements of intent but are institutionalised across business operations, with consistent oversight and review mechanisms. Managing Director holds the apex responsibility for ESG, supported by the Risk Management Committee of the Board. Together, they ensure that ESG considerations are integrated into operational and strategic decisions and reviewed annually to identify any non-compliances or deviations. The Company has also undergone independent evaluations across all principles, reinforcing transparency and accountability.

ESG commitments are supported by robust standards and certifications such as ISO 14001:2015 for environmental management, ISO 27001 for information security, and TISAX for automotive data protection. Specific goals, such as reducing energy consumption by 5% year-over-year, signal a shift from compliance-based disclosures to target-led environmental responsibility. Although this target was not met in FY25 due to the resumption of physical operations and increased shift-based work, the company continues to demonstrate a commitment to improvement and transparent reporting.

The ESG function is embedded into AXISCADES' risk management approach. Environmental and social factors—ranging from data privacy and energy use to talent management and business ethics—are identified as material issues and tracked with both mitigation strategies and impact assessments. These elements are not siloed but are tied back to financial implications, reflecting the company's integrated thinking in balancing sustainability and performance.

Human capital: inclusion, well-being, and continuous development

Human capital at AXISCADES is viewed not just as a workforce, but as a strategic asset contributing directly to organisational value and client trust. The Company operates with a workforce of over 2,891 professionals, spread across India and global delivery centres, with a clear emphasis on employee well-being, inclusivity, and skills enhancement.

Health and safety systems are not only compliant with legal mandates but exceed them in both structure and coverage. Permanent employees receive 100% health and accident insurance coverage, with maternity and paternity benefits ensuring that family care responsibilities are respected and supported. Employee wellness extends to mental health support through Employee Assistance Programs, doctor consultations, webinars, and a subsidised meal program—all tailored to promote holistic well-being.

Skill development is a cornerstone of AXISCADES' human capital strategy. During FY25, 90% of employees received upskilling training, and every employee underwent performance reviews. Career development is tightly integrated with learning systems, and performance discussions are structured to be inclusive and constructive.

Diversity and inclusion are institutionalised through an Equal Opportunity Policy and workplace accessibility aligned with the Rights of Persons with Disabilities Act, 2016. The company maintains a 100% return-to-work rate after parental leave and a retention rate of 96%, indicating an environment that enables both personal and professional growth. Importantly, all these initiatives are supported by a digital grievance redressal platform that ensures transparency, confidentiality, and continuous feedback.

Environmental responsibility and product-level contributions

While AXISCADES operates primarily in the engineering and technology manufacturing activities within and with vendor ecosystem the company has nonetheless adopted a comprehensive environmental stewardship model. Energy consumption is tracked and optimised across all operations, with non-renewable energy usage totalling approximately 6,155 GJ in FY25. Initiatives such as switching to LED lighting, promoting the use of power strips, eliminating single-use plastics, and replacing bottled water with filtered dispensers demonstrate a pragmatic approach to resource efficiency.

The Company's Scope 1 emissions have shown a reduction by 5.94% as a result of a decrease in fuel consumption in FY 2024-25 compared to FY 2023-24. Water consumption increased following the resumption of on-site operations; however, the company continues to treat and recycle wastewater for non-potable uses, including sanitation and landscaping. A zero-liquid-discharge mechanism is in place, and waste segregation practices are strictly adhered to.

AXISCADES' value proposition extends to its environmentally focused engineering solutions. The Company works with clients across aerospace, defence, automotive, and energy sectors—domains where engineering design decisions can have significant environmental impacts. Although AXISCADES does not directly produce physical goods, it enhances ecological performance at the product level by supporting its clients in optimizing the energy efficiency, materials use, and emission footprints of the products they develop. This includes embedded systems for energy-efficient avionics, design support for lightweight aerospace components, and engineering services for electrified mobility platforms.

Thus, while Scope 3 disclosures are still in their early stages, AXISCADES plays a critical enabling role in reducing environmental impacts across the product lifecycle of its customers, particularly in high-stakes, mission-critical applications. The Company's environmental awareness campaigns, digital documentation practices, and inclusion of sustainability clauses in purchase orders to suppliers all reinforce a low-footprint, knowledge-based model of ecological contribution.

** These are the views by then Manging Director & CEO- Alfonso Martinez, in his capacity as an apex person responsible for ESG, supported by the Risk Management Committee. Currently Alfonso Martinez holds the position of Head International Business & Global Operations

BOARD OF DIRECTORS

DR. SAMPATH RAVINARAYANAN
Chairman & Managing Director

VENKATRAMAN VENKITACHALAM
Non Executive Director

LT GEN CODANDA POOVAIAH CARIAPPA (RETD)
Independent Director

MARIAM MATHEW
Independent Director

TANMOY CHAKRABARTY
Independent Director

As on August 23, 2025.

KEY MANAGERIAL PERSONNEL

DR. SAMPATH RAVINARAYANAN
Chairman & Managing Director

SHASHIDHAR SK
Group - Chief Financial Officer

SONAL DUDANI
Company Secretary and Compliance Officer

As on August 23, 2025.

Corporate **SOCIAL RESPONSIBILITY**

At AXISCADES, Corporate Social Responsibility (CSR) is seen as a means to make purposeful contributions that enhance lives today while laying the groundwork for a stronger future. Guided by the principles of sustainability and inclusivity, our CSR efforts in FY 2024–25 spanned healthcare, education, social welfare, livelihood support, environmental responsibility, and cultural enrichment. Through partnerships with respected institutions and forward-looking initiatives, our contributions translated into tangible benefits for local communities while also supporting transformative platforms for future generations.

Corporate Social Responsibility

Supporting Holistic Community Development with Gandhigram Trust

Established in 1947 under the guidance of Mahatma Gandhi, the Gandhigram Trust has been a pioneer in holistic village development. In FY 2024–25, Mistral contributed ₹45.5 lakh to strengthen its community-focused programmes in health, education, and social welfare.

The contribution was used for:

- **Ventilator and HFNC system** for critical care.
- **Surgical cots** for medical procedures.
- **Air conditioners** for patient comfort.
- **Computers** for digital education.
- **School bus** for safe student transportation.
- **Renovation of a children's park** for recreation.

Impact: *These interventions have benefitted hundreds of rural families annually. The healthcare equipment enables life-saving care for over 500 critically ill patients each year. At the same time, the school bus and computers support more than 150 children in accessing safe transportation and digital learning. The renovated park has become a shared space for dozens of children and families every day, enhancing their social and recreational well-being.*

Enabling Transformative Spaces through the Param Project

Mistral also extended support to the Janaseva Trust's Param Project in Bengaluru, a first-of-its-kind multi-facility centre integrating science, innovation, culture, and history. Expected to open in mid-2026, Param will house a science experience centre, cultural and historic theatres, a convention hub, incubation and innovation labs, and collaborative community spaces.

Designed as Asia's largest destination of its kind, Param aims to ignite scientific curiosity, nurture innovation, and celebrate cultural heritage, creating a platform for inclusive learning and global engagement.

Impact (Anticipated): : *Once operational, Param is projected to welcome lakhs of visitors annually, including students, families, researchers, and cultural enthusiasts. It is expected to directly reach tens of thousands of school children each year through structured learning programmes, while also inspiring future innovators, artists, and community leaders.*

Promoting Sustainable Dining through Ananth Platebank

In addition, Mistral supported the **Adamya Chetana Foundation's Ananth Platebank**, a sustainable dining initiative that provides reusable cutlery sets to communities for weddings, festivals, and social events — thereby reducing single-use plastic, Styrofoam, and paper waste. For large gatherings, industrial dishwashers are also provided to enable immediate cleaning and reuse.

With a contribution of **₹4 lakh**, two new Platebank centres were established in the **eco-sensitive Western Ghats region:**

- **Sagar (Shivamogga District)** – inaugurated April 12, 2025.
- **Sorab (Shivamogga District)** – inaugurated May 18, 2025.

Impact (Anticipated): *Both centres are now operational and actively used for community events. Each centre caters to thousands of participants annually, reducing the use of disposable plates and cutlery by an estimated 50,000+ items per year. Together, they are enabling over 10,000 people annually to experience waste-free, eco-conscious events while promoting awareness of sustainable practices.*

Corporate **Information**

BOARD OF DIRECTORS

DR. SAMPATH RAVINARAYANAN
Chairman and Managing Director
(Appointed: October 12, 2024
Re-designation: August 23, 2025)

MR. ALFONSO MARTINEZ FERNANDEZ
Chief Executive Officer and Managing Director
(Appointed: January 20, 2025
Upto: August 22, 2025)

MS. MARIAM MATHEW
Independent Woman Director

MR. TANMOY CHAKRABARTY
Independent Director

LT. GEN. CODANDA POOVAIAH CARIAPPA
Independent Director
(Appointed: September 19, 2024)

MR. VENKATRAMAN VENKITACHALAM
Non-Executive Director

MR. DAVID ABIKZIR
Non-Executive Director
(Upto: July 17, 2025)

MR. DESH RAJ DOGRA
Independent Director
(Upto: September 18, 2024)

MR. DHIRAJ MATHUR
Independent Director
(Upto: September 18, 2024)

DR. S. CHRISTOPHER
Non-Executive Director
(Upto: December 05, 2024)

MR. ARUN KRISHNAMURTHI
Chief Executive Officer and Managing Director
(Upto: January 02, 2025)

MR. ABIDALI NEEMUCHWALA
Chairman and Non-Executive Director
(Upto: January 25, 2025)

MR. RAJENDRA MOHOLKAR
Independent Director
(Appointed: 19th September 2024
Upto: January 27, 2025)

MR. SHASHIDHAR SK
Chief Financial Officer

MS. SONAL DUDANI
Company Secretary (CS) & Compliance Officer

SECRETARIAL AUDITORS

M/S. BMP & CO. LLP
Company Secretaries, Bengaluru

STATUTORY AUDITORS

M/S. S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants, Bengaluru

INTERNAL AUDITORS

M/S. PROTIVITI INDIA MEMBER PRIVATE LIMITED
Consultants, Bengaluru

REGISTERED OFFICE/ CORPORATE OFFICE

Block C, Second Floor, Kirloskar Business Park,
Bengaluru - 560024, Karnataka, India
CIN: L72200KA1990PLC084435
Email: info@axiscades.in
Website: www.axiscades.in

LISTED AT

NATIONAL STOCK EXCHANGE OF INDIA LIMITED
BSE LIMITED

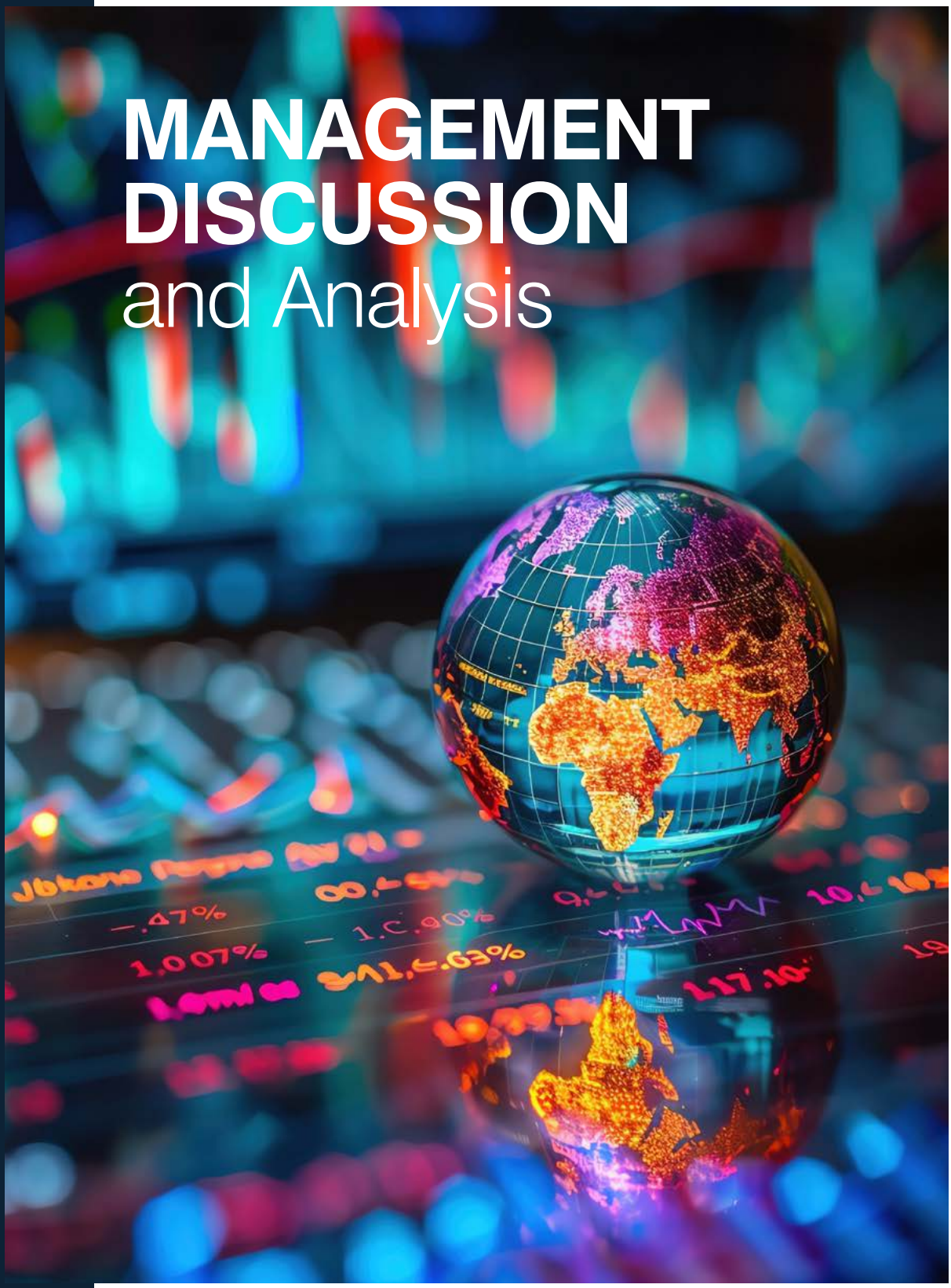
REGISTRAR AND SHARE TRANSFER AGENT

KFIN TECHNOLOGIES LIMITED
Tower – B, Plot No 31 & 32, Selenium Building,
Financial District, Nanakramguda, Gachibowli,
Hyderabad – 500 032, Telangana, India
Email id: einward.ris@kfintech.com
Contact No.: 18003094001

PRINCIPAL BANKERS

HDFC Bank Limited
RBL Bank Limited

As per circular from Ministry of Corporate Affairs, the physical copy of Annual Report will not be sent to the shareholders. Shareholders will receive the Annual Report only through e-mail registered with the Company.


MANAGEMENT
DISCUSSION
and Analysis

Review of Global Economy

Performance, Opportunities and Emerging Challenges

The global economy in calendar year 2024 grew by an estimated 2.8%[1], underscoring its resilience in the face of persistent monetary tightening and geopolitical uncertainty. According to the International Monetary Fund (IMF), global inflation moderated more quickly than anticipated, supporting real wage growth and improved consumption trends. Advanced economies such as the United States (2.7%) outperformed expectations, supported by robust labour markets and consumer confidence. Meanwhile, India (6.5%) and China (4.6%) led growth among emerging markets, driven by domestic investments and renewed export momentum. The services sector remained strong, while manufacturing rebounded modestly due to easing supply chain bottlenecks and stronger industrial output in Asia and select parts of Europe.

A core driver of this recovery was the accelerated integration of digital technologies and Artificial Intelligence (AI) across sectors. AI contributed meaningfully to global productivity gains, especially in manufacturing, logistics, healthcare and professional services. The IMF emphasised that this wave could help reverse the long-standing global productivity slowdown, particularly in economies with strong digital infrastructure. Manufacturing, in particular, is undergoing a paradigm shift, characterized by intelligent automation, smart factories, digital twins and predictive maintenance. These innovations are reshaping production processes, enhancing quality and reducing time-to-market.

Led Growth

2.7% United States

6.5% India

4.6% China

Outlook: Navigating the Road Ahead

Looking forward, the global outlook hinges on the ability of the countries and companies to responsibly harness advanced technology. The opportunities are substantial:

- Driving productivity through design, simulation and process automation.
- Expanding digital capabilities in infrastructure, defence, mobility and energy systems.
- Building competitive advantage by offering smart, customised and scalable engineering solutions.

Simultaneously, challenges persist:

- Aligning global regulatory standards.
- Ensuring workforce resilience.
- Protecting against technological and cybersecurity risks.

The IMF underscores the need for tailored fiscal and education policies. At the same time, the WHO calls for inclusive and equitable deployment strategies, especially in sectors where technology intersects with public well-being.

In this evolving global landscape, businesses that operate at the confluence of engineering innovation, digital transformation and industrial systems thinking are uniquely poised to unlock new value pools. As automation becomes embedded in core sectors, from aerospace to automotive, energy to defence, there is a growing demand for partners integrating domain expertise with digital engineering and lifecycle support. This environment favours companies that combine agility with deep industry know-how, global delivery capabilities and a strong governance foundation.

The imperative now is to invest in next-generation talent, foster ecosystem partnerships and remain adaptive to evolving technological and geopolitical currents. By aligning operational priorities with the broader global shift towards more intelligent, more resilient and ethically grounded systems, such organisations can shape the future of smart manufacturing and infrastructure development, enhancing their relevance and resilience in a world transformed by technology.

1 Source: International Monetary Fund (IMF)

Review of Indian Economy

India retained its position as the fastest-growing major economy, buoyed by strong public capital expenditure, domestic consumption and a healthy services sector. It emerged as the fastest-growing major economy with a growth rate of approximately 6.5%,[2] in comparison to 2.7% in U.S., 4.6% of China and 1.6% in Eurozone. Inflation averaged around 5.3% during the year, easing from FY2024 but still above RBI's target. RBI held the repo rate at 6.5% through most of the year, focusing on anchoring inflation expectations. Core inflation moderated due to supply chain normalization, though food inflation remained volatile.

The country was not sheltered completely from global slowdown and external shocks like oil prices and geopolitical events. However, at its core, India demonstrated resilience and high growth momentum, with strong macroeconomic fundamentals. Additionally, digital transformation, robust growth and strategic infrastructure investments, particularly in the engineering sectors of aerospace, Defence and artificial intelligence (AI). These areas have become pivotal in driving technological advancement, enhancing national security and positioning India as a global leader in innovation.

India's aerospace sector has witnessed significant developments, underscoring its commitment to self-reliance and global competitiveness like indigenous production, international collaborations and an impressive export growth. The Defence sector has been a focal point of India's economic strategy, with substantial investments and policy initiatives like focussed budget allocation emphasizing modernization and indigenization efforts, technological advancements including the development and successful testing of the indigenous 'Bhargavastra' counter-drone system and strategic infrastructural development. AI has become the cornerstone of India's economic development, with initiatives aimed at harnessing its potential across various sectors which is projected to add USD 500 billion to India's GDP by 2035. The year was marked with government initiatives like the 'IndiaAI Mission' and private sector engagement in AI and cloud infrastructure.

The concerted efforts in advancing aerospace, Defence and AI sectors have not only fortified economic growth but also enhanced the country's global standing in technology and innovation. The synergy between government initiatives and private sector participation continues to drive progress, setting the stage for sustained development in the years ahead.

2 Source: Ministry of Information and Broadcasting

Major Economy Growth Rate

2.7% U.S.	4.6% China	1.6% Eurozone

Review of the Industry

Aerospace

Global Outlook

The global aerospace sector in FY2025 is experiencing robust growth, driven by surging demand for commercial aircraft, advancements in Defence technologies and a strong focus on sustainability. Aerospace companies are identifying opportunities to integrate digital technologies in their maintenance, repair and overhaul services to realize value. 2025 has been a pivotal year in the workforce as digital technologies play an increasing role in enhancing traditional talent strategies. The industry is expected to see continued and growing focus on rocket technology, unmanned systems and space capabilities. Many advanced air mobility manufacturers and operators are setting ambitious targets to launch operations, with frontrunners working to achieve flight certification.

These trends are expected to persist and evolve, paving the way for the broad-based operationalization of transformative technologies such as advanced air mobility (AAM) and unmanned systems. Over the past year, automation has gained significant traction across the aerospace and Defence (A&D) sector, signalling a growing level of maturity and confidence among industry players in adopting and scaling its capabilities.

Looking ahead, automation is poised to serve as a catalyst for innovation and efficiency, particularly in critical functions such as aftermarket service enhancement, predictive maintenance and supply chain optimization. As integration deepens, analytics and automation will likely redefine operational standards, enabling faster decision-making, improved asset utilization and a more agile response to market and mission demands.

Summary

The aerospace industry in FY2025 is characterized by strong growth prospects, driven by a resurgence in air travel, technological advancements and strategic investments. However, challenges such as supply chain disruptions and labour shortages remain. Supply chain visibility is likely to be taking priority, as part shortages, delivery delays, shipping costs and sourcing concerns will likely be impacting in the coming year. Companies are focusing on enhancing supply chain resilience, investing in sustainable technologies and exploring new markets to navigate the evolving landscape.

It is likely that, in the near future, aerospace companies will prioritize resiliency and visibility across their supply chains to ensure the future of their technologies, enabling greater agility, risk mitigation and continuity in the face of global disruptions.

India Outlook

India is rapidly establishing itself as one of the world's most dynamic aviation markets, propelled by a confluence of economic momentum, strategic policy initiatives and domestic consumption growth. The sector's transformation is creating substantial opportunities across the value chain—from airline operators to OEMs, MROs and aerospace engineering firms.

In India, the aerospace industry is growing significantly with the rising activities from both the defence and civil aviation sector. Record aircraft orders, airport modernization and expansion, booming aerospace supply chain and robust engineering and MRO system are some of the key growth drivers. The Indian aerospace & defence (A&D) market is projected to reach USD 70 billion by 2030[1], driven by the burgeoning demand for advanced infrastructure and government thrust.

Inspite of the phenomenal growth potential, the industry is in a transition phase where OEM-led aircraft development has plateaued, shifting the focus to aftermarket services, retrofitting and digital lifecycle support. This transformation is ushering in demand for MRO, cabin upgrades, aircraft conversions and integrated supply chain solutions. The priority is sustainability, operational efficiency and personalised passenger experience, all of which pivot on advanced engineering and digital solutions.

1 Source: All India Association of Industries

Key Developments

- Surge in passenger-to-freighter conversions.
- AI adoption in MRO and predictive maintenance.
- Interior retrofits for comfort and compliance.
- Digital twin models transforming supply chain operations.

Opportunities

Firms specialising in structural design, AI-MRO systems, interior fitments and logistics optimisation are ideally placed to scale up in a market shifting from production to intelligent aftermarket services.

Digital MRO twins would drive demand for model-based systems, engineering and data analytics talent.

In advanced air mobility, venture funding and pilot programmes for OEMs for eVTOLs and cargo drones continued to rise and this would open new certification and lightweight materials R&D. OEMs embedded tools would reduce design-cycle time by up to 30% and this would require up-skilling of aero-design engineers in ML/physics hybrid modelling.

FY2025 confirmed that aerospace engineering is back on its long-term growth runway, but with new constraints around sustainability, resilience and talent. Companies that invest early in digital engineering, green-propulsion R&D and diversified supplier bases are positioned to lead as the industry targets a net-zero, high-demand future.

Review of the Industry

Defence

Global Outlook

Global defence spending and industrial activity accelerated sharply in FY2025. World military outlays hit a fresh record of USD 2.72 trillion, as every region raised budgets, led by Europe, the Middle East and the Indo-Pacific. At the same time, demand for munitions, air-defence systems, hypersonics and secure electronics kept prime contractors' backlogs at multi-year highs, fuelling a rebound in mergers and acquisitions, while exposing persistent supply chain and labour shortfalls. Looking ahead, re-armament drives from NATO's proposed 5%-of-GDP goal, the EU's "Readiness 2030" plan, continued US and Chinese force modernisation and record Asian budgets (Japan, India, Australia) point to another year of robust growth. Nevertheless, capacity bottlenecks, inflation and geopolitics will dictate how quickly the industry can translate orders into deliveries.

FY2025 confirmed a broad, multi-regional re-armament cycle. With defence spending at historic highs and governments racing to rebuild stocks, modernise forces and localise technology, global primes enter FY2026 with unmatched demand visibility. The challenges from supply chain, workforce and fiscal constraints remain. Success over the next five years will depend on how quickly industry and governments can convert record budgets into sustainable, resilient capacity.

India Outlook

The Indian context is not substantially different. Defence is emerging as one of the most strategically vital sectors, with heightened geopolitical tensions and renewed focus on self-reliance. India is driving modernisation through indigenous programs such as LCA, Sukhoi upgrades, counter-drone systems and radar networks. In parallel, offset opportunities from foreign defence OEMs are being leveraged to build local capabilities in embedded systems, sub-assemblies and end-to-end integration.

Key Developments

- 16% rise in India's defence capital outlay in FY2025.
- Domestic radar, missile and aircraft upgrade programs are gaining momentum.
- Counter-drone segment expanding via RFPs and prototypes.
- Offset inflows tied to Rafale-M, C295 and other large contracts.

India's defence-engineering ecosystem delivered its strongest year on record in FY2025, underpinned by Rs. 1.27 lakh-crore domestic production base and defence export growth of 12% to an all-time high of Rs. 23,622 crores. A wave of technology tie-ups drew private primes, start-ups and public-sector giants into closer collaboration than ever before. Against this backdrop the government's offset, licensing and capital procurement reforms continued to shift value from final assembly to high-end engineering design, systems integration and digital R&D, with aerospace platforms (Tejas Mk1A, AMCA), smart munitions and electronic-warfare suites at centre stage. The FY 2025-26 Union Budget allocated Rs. 2.52 lakh crore for defence capex, 13% of total Union spending. The Positive Indigenisation Lists and Technology Transfer Policy 2025 compel OEMs to localise design and IP.

Opportunities

There is high-value opportunity for integrators of embedded electronics, radar subsystems, UAV defence platforms and defence grade software-hardware fusion across Indian programs and global partnerships.

The sector now faces three near-term priorities: easing supply-chain bottlenecks, scaling a defence-grade semiconductor stack and closing the skilled-engineer gap. However, the outlook remains robust as FY2026 procurement forecasts rise and export orders broaden beyond traditional partners. Capex is likely to exceed Rs. 2.7 lakh crore in FY2026, with 75% reserved for Indian vendors. Export target set by government of Rs. 40,000 crores by FY2028 looks feasible given the 30+ export-ready platforms (Tejas, BrahMos, Pinaka, UAVs). The engineering focus areas include wide-band GaN radars & seekers (Semiconductor), AI-enabled mission-systems integration and directed-energy and space-situational-awareness payloads.

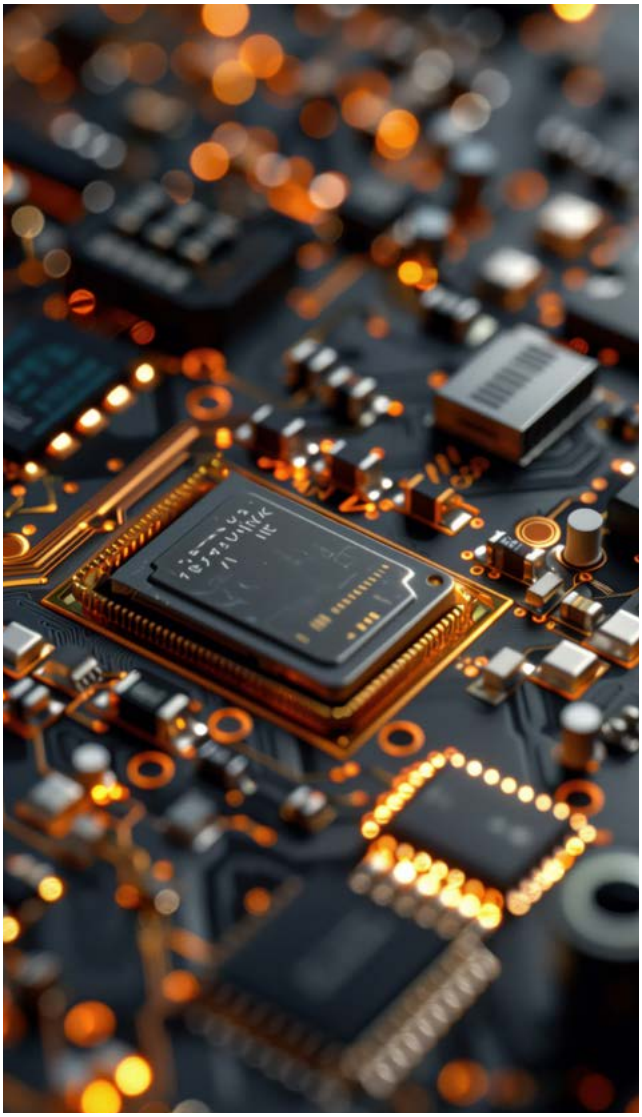
With record order pipelines, deeper private participation and a concerted push, India's defence-engineering industry is on course to evolve from build-to-print to design-to-manufacture leadership.

Review of the Industry

Electronics, Semiconductor and Artificial Intelligence (ESAI)

Global Outlook

Global demand for electronics hardware, Semiconductor and artificial-intelligence (ESAI) technologies surged in FY2025. This was fuelled by EVs, 5G devices and IoT nodes and analysts have flagged micro-controller shortages in automotive and industrial end-markets. The WTO nonetheless cut its 2025 merchandise-trade forecast to −0.2%, citing tariff uncertainty and weaker consumer goods demand, though commercial-services trade (data centres, cloud) continued to expand.



Worldwide electronic-products revenue climbed toward USD 1.5 trillion, semiconductor sales rebounded to a record USD 627 billion and AI-related investment raced toward the USD 360 billion mark, displaying a splendid 60% increase year-on-year. Yet the boom was tempered by supply-chain friction, skills shortages and intensifying geo-economic competition for critical chips and materials.

Source: World Semiconductor Trade Statistics (WSTS), Stanford University, Economic Times

Industry trackers forecast the electronic-products market topping USD 2 trillion by 2028 provided EV and industrial-automation demand stay on course. Semiconductor equipment makers expect spending to stabilise at the USD 115–125 billion range through 2026 as new fabs ramp. IDC and NASSCOM alike see AI services revenue compounding >26 % CAGR, driven by Gen-AI workloads, sovereign-compute build-outs and edge-AI silicon.

Source: Future Marketing Insights, SEMI, NASSCOM

In a nutshell, the year marked an inflection in ESAI: demand snapped back, capex and policy support accelerated and AI investment moved from experiment to infrastructure. Sustaining that momentum will be contingent on how quickly the industry solves capacity, talent and geostrategic bottlenecks, setting the stage for an ESAI market that could hover around USD 3 trillion before the decade closes.

Indian Outlook

India's electronics, semiconductor and artificial-intelligence (ESAI) stack delivered its best year on record in FY2025.

As the semiconductor domain matures, the focus has moved to system-level engineering in post-silicon. ESAI is no longer just about chip design—it encompasses productization, AI-edge integration, thermal management and innovative system development for cross-sector applications. This includes Software Defined Vehicles (SDVs), AI-embedded defence electronics and micro data centre infrastructure.

Government of India has established the Electronics Manufacturing Clusters (EMCs) and Semicon India Programme to support the semiconductor and electronics ecosystem.

The Semicon India Programme, with an outlay of Rs. 76,000 crores, aims to establish a strong semiconductor and display manufacturing ecosystem in India. The government has also expanded the PLI scheme, allocating USD 2.7 billion to boost electronics manufacturing, aiming to attract investments and create employment opportunities. Private organisations have also launched projects worth crores of rupees in various parts of the country.

Source: GOI

The AI industry in India is expected to reach USD 28.8 billion by end of the year, growing at a whopping CAGR of 45%.

Source: Press Information Bureau

India's semiconductor market is projected to grow from USD 52 billion in 2024 to over USD 103 billion by 2030, highlighting immense growth potential. With 20% of the world's semiconductor design talent located in India, we are poised to challenge global leaders in the semiconductor industry and become a global semiconductor hub.

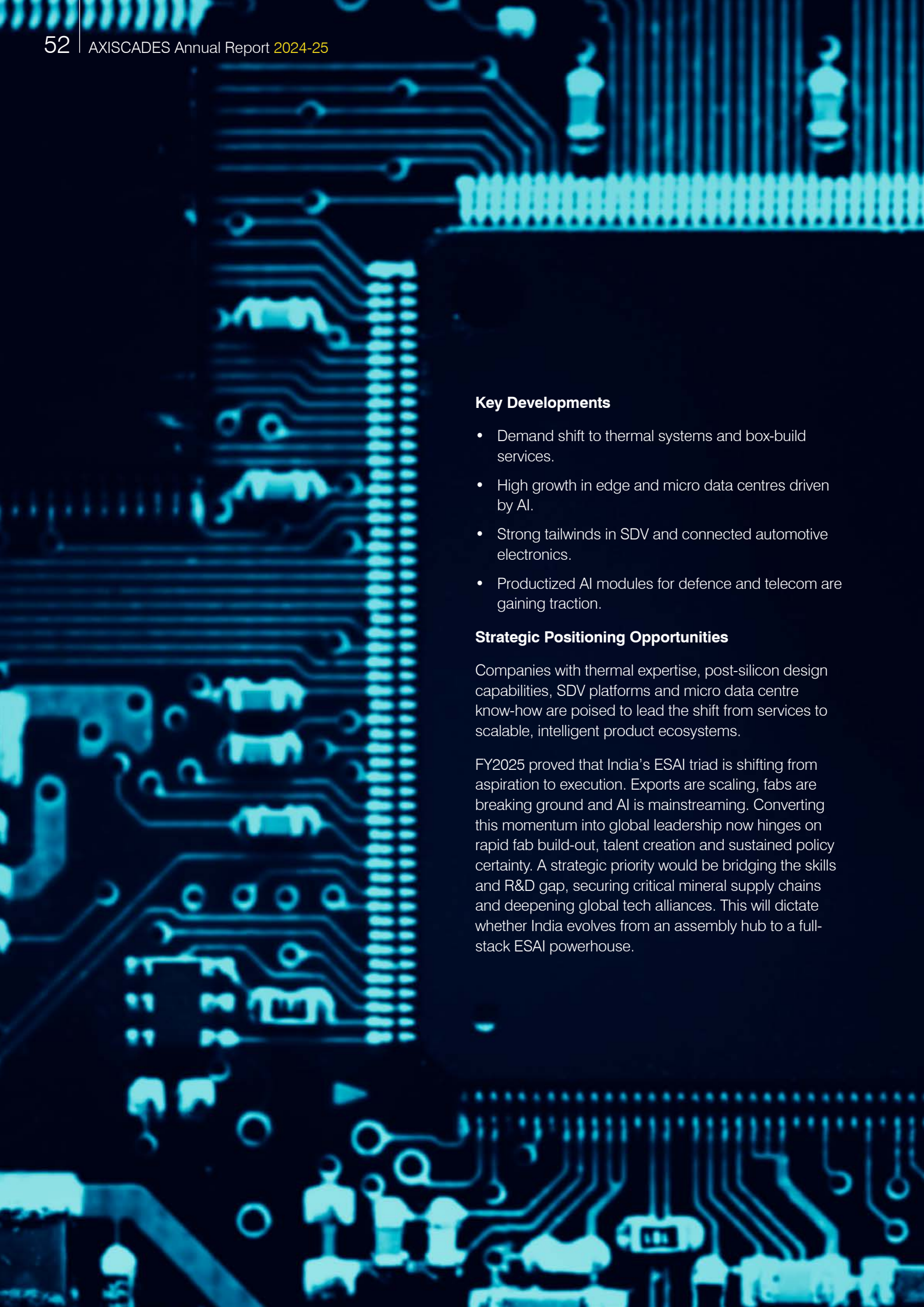
Source: Observer Research Foundation

India's electronics market is projected to reach USD 300 billion by FY2026, fuelled by domestic consumption and export opportunities. While the challenges of component dependency and supply chain development remain, global partnerships, strategic investments and supportive government policies, would indicate a promising future for India as a global electronics manufacturing powerhouse.

Source: Press Information Bureau

According to recent reports, AI could contribute up to USD 450-500 billion to India's GDP by 2025, reshaping not just tech, but the foundational sectors of the economy like agriculture, manufacturing, urban planning and healthcare.

Source: World Economic Forum, CNBC TV18



Key Developments

- Demand shift to thermal systems and box-build services.
- High growth in edge and micro data centres driven by AI.
- Strong tailwinds in SDV and connected automotive electronics.
- Productized AI modules for defence and telecom are gaining traction.

Strategic Positioning Opportunities

Companies with thermal expertise, post-silicon design capabilities, SDV platforms and micro data centre know-how are poised to lead the shift from services to scalable, intelligent product ecosystems.

FY2025 proved that India's ESAI triad is shifting from aspiration to execution. Exports are scaling, fabs are breaking ground and AI is mainstreaming. Converting this momentum into global leadership now hinges on rapid fab build-out, talent creation and sustained policy certainty. A strategic priority would be bridging the skills and R&D gap, securing critical mineral supply chains and deepening global tech alliances. This will dictate whether India evolves from an assembly hub to a full-stack ESAI powerhouse.

Review of the Industry

Drone Systems and Homeland Security

India's drone and counter-drone ecosystems are rapidly maturing, driven by rising demand from defence, homeland security, law enforcement and industrial sectors. The future of this segment lies in building scalable, intelligent and compliant UAV platforms along with sophisticated counter-drone systems that integrate sensors, AI and secure communications.

Key Developments

- The UAV market is projected to cross Rs. 30,000 crores by 2030 in India.
- Anti-drone systems receive government push amid border threats.
- International demand for certified drone controllers and systems.
- Strategic tie-ups for high-end first-responder drone use cases.

Strategic Positioning Opportunities

Vendors with capabilities in drone electronics, AI integration, secure UAV communication and export-compliant controller platforms are well-aligned to lead domestic and international programs.

The country's electronic-security demand topped USD 4.9 billion, defence and internal-security agencies floated record tenders for surveillance and counter-drone systems and domestic UAV makers secured fresh capital and export orders. Smartphone-style production incentives, rising border threats and a supportive regulatory reset (Drone Rules 2023 plus the ₹120 crore PLI scheme) combined to pull the sector into the mainstream, even while component shortages, skills gaps and a still-nascent counter-UAV supply chain constrained output.

Review of the Industry

Heavy Engineering & Automotive

Heavy Engineering and legacy automotive sectors are under pressure globally due to digital disruption, electric mobility and cost rationalisation. While traditional engineering services face margin compression, new opportunities lie in transitioning toward high-value, software-defined automotive systems and capitalising on thermal-electromechanical convergence in select heavy equipment segments.

India's heavy engineering and automotive sectors ended FY2025 on a high-growth note. According to Index of Industrial Production (IIP), capital goods output rose nearly 8% year-on-year. Engineering goods exports hit an all-time high of USD 116.7 billion. The automotive industry set new peaks in domestic sales, exports and electric vehicle adoption.

Engineering-goods exports climbed 6.7% year on year to USD 116.67 billion to create a new record and now form 26.7% of India's merchandise exports. Government capex (Rs. 11.1 lakh crore), PLI incentives and robust infrastructure spending underpinned demand, although supply chain frictions, tariff uncertainties and skill shortages tempered margins. The outlook remains positive, with double digit order books in heavy engineering and EV penetration accelerating under fresh policy support.

Source: Economic Times

The Indian market for automotive-engineering solutions (engineering R&D, software, testing and digital-manufacturing services supplied to vehicle-makers and Tier-1s) closed the year with double-digit growth, despite patchy export demand and lingering component shortages. Industry analysts put the value of engineering services delivered from India to global and domestic auto programmes at USD 14-15 billion, up roughly 10 % year on year, sustained by electrification, ADAS/ software-defined-vehicle (SDV) work, Government incentives (FAME II, PLI Auto) and a vibrant start-up ecosystem in e-mobility and AI-driven diagnostics.

Looking ahead, an expanded PLI Auto scheme, a fresh EV-manufacturing push in the FY2026 Union Budget and rising global off-shoring of SDV software point to another high-growth year, though talent shortages and tariff headwinds could temper momentum. It is expected that India's automotive-engineering-services revenues would expand another 10-12% in FY2026, with EV & SDV work generating more than 70% of incremental demand.

Source: Mordor Intelligence

Key Developments

- Traditional automotive engineering services face macroeconomic headwinds.
- Staffing-led models are declining as OEMs prioritise automation and AI.
- Growth in new-age subsegments like SDVs, radar and electric drivetrain electronics.
- OEMs shifting from Tier-2 suppliers to value-led strategic partners.

Opportunities

Businesses that pivot to high-margin ESAI-aligned services in auto electronics, SDVs and electromechanical design can reclaim relevance, while legacy manpower-heavy models may face consolidation or exit.

Review of the Industry

Energy

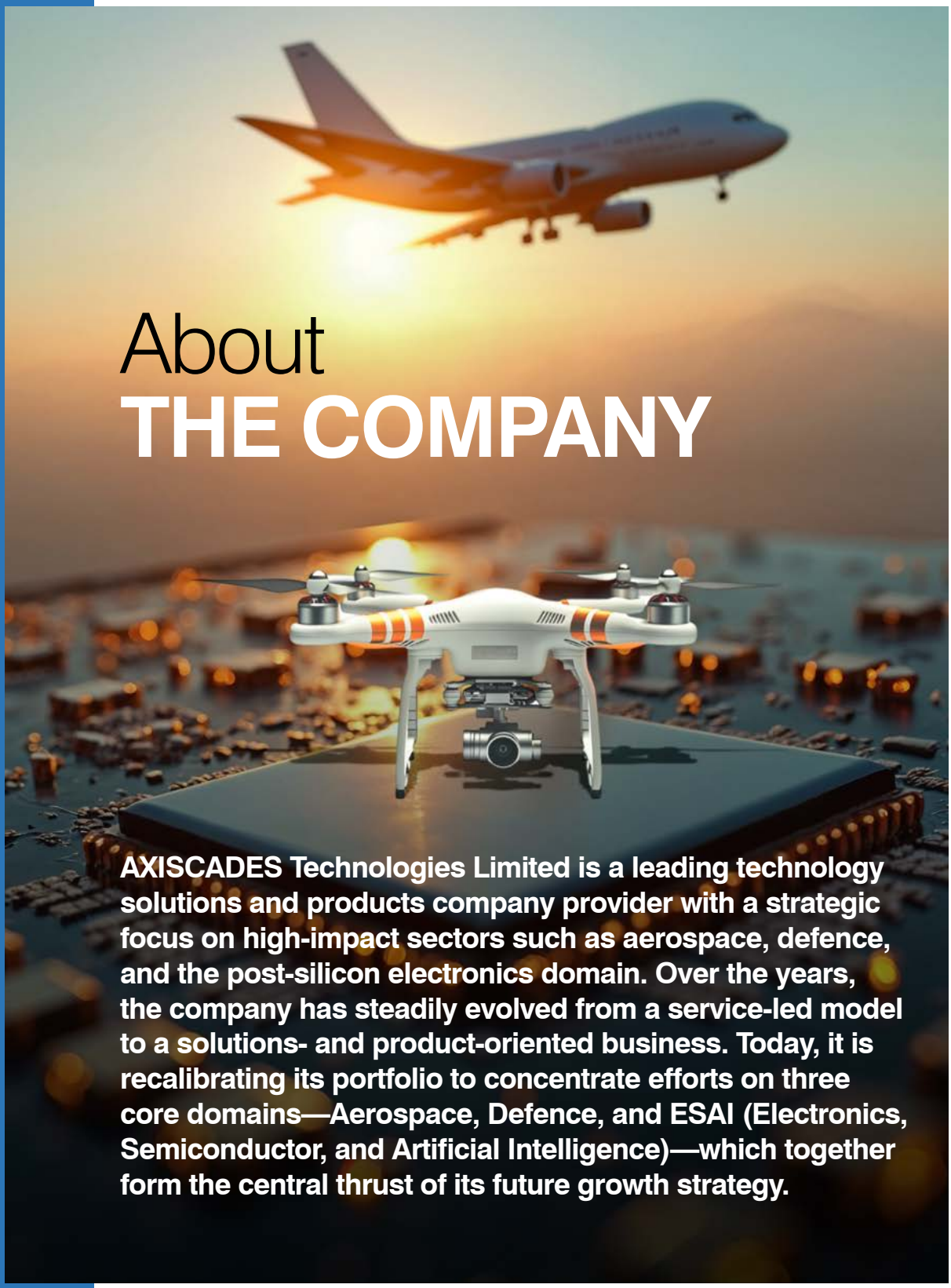
The energy sector faces muted demand and high capital intensity, particularly the traditional generation and heavy electrical equipment segments. However, niche growth opportunities exist in power electronics, thermal solutions and innovative grid enablers. Players that realign their offerings to the evolving ESG-compliant energy architecture or integrate with ESAI systems may find paths to reinvention.

Key Developments

- Global decline in EPC-based energy projects.
- Growth in decentralised, electronics-intensive power solutions (inverters, smart switches).
- Green energy shifts favour lean, tech-first models over manpower-heavy ones.
- AI in energy monitoring and predictive maintenance is gaining acceptance.

Opportunities

Firms that pivot to embedded power electronics, grid modernisation tools and AI-enabled diagnostics can align with the next wave of clean, efficient and intelligent energy infrastructure.



About
THE COMPANY

AXISCADES Technologies Limited is a leading technology solutions and products company provider with a strategic focus on high-impact sectors such as aerospace, defence, and the post-silicon electronics domain. Over the years, the company has steadily evolved from a service-led model to a solutions- and product-oriented business. Today, it is recalibrating its portfolio to concentrate efforts on three core domains—Aerospace, Defence, and ESAI (Electronics, Semiconductor, and Artificial Intelligence)—which together form the central thrust of its future growth strategy.

In aerospace, AXISCADES holds deep domain expertise in structural engineering, design support, and legacy aircraft maintenance. With no significant new aircraft platforms expected in the near term, the company is capitalizing on the growing demand for MRO (maintenance, repair, and overhaul), aircraft conversions from passenger to cargo configurations, and AI-enabled inspection and diagnostics. It is also venturing into supply chain management, aircraft interior design, and component manufacturing to enhance its value chain positioning. A dedicated leadership team with global exposure and extensive industry relationships spearheads these initiatives.

In the defence vertical, AXISCADES is engaged across multiple ecosystem layers. Its relationships span indigenous programmes led by DRDO and DPSUs, direct engagements with the Ministry of Defence for strategic systems such as anti-drone technologies, and global partnerships with OEMs under offset and Atmanirbhar Bharat initiatives. The company is expanding its capabilities in radar integration, UAV and counter-UAV technologies, and high-end communication systems. A new dedicated facility in Bengaluru's Electronic City is being developed to serve as a specialised centre for integration, testing, and manufacturing of defence electronics, including hangar-based operations for strategic systems.

The ESAI domain represents AXISCADES' bold move into the future of engineering, focusing exclusively on post-silicon applications where chips are transformed into high-performance products. The Company is developing capabilities in embedded systems, AI-powered devices, micro data centres, and thermal management by integrating add-solution. ESAI is also envisioned as a sector-agnostic vertical, potentially serving clients across aerospace, automotive, healthcare, and high-tech industries. To support its growth, AXISCADES is setting up a 180,000 sq. ft. innovation hub near the Bengaluru International Airport, which will anchor the company's global delivery of electronics and AI solutions.

The Company has a global presence, with operations spanning North America, Europe and Asia-Pacific. It serves a marquee customer base that includes global aerospace OEMs, top-tier defence entities and technology leaders in automotive and electronics. With a workforce of over 2,891 professionals, a significant portion of its talent is now aligned to the three strategic verticals. AXISCADES has also consciously decided to streamline or reposition its non-core businesses—primarily in heavy engineering and automotive staffing—towards ESAI if synergies allow, or gradually exit them if they remain margin-dilutive.

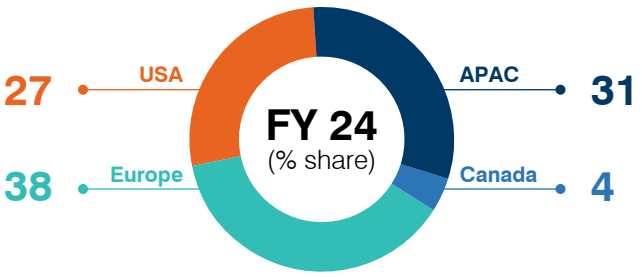
The leadership at AXISCADES is now sharper and more focused than ever. The Chairman, Dr. Sampath Ravinarayanan, brings a strong strategic vision to the organisation, emphasizing the need to achieve a podium position—top three—in each of its chosen sectors. Mr. Alfonso Martinez, adds significant global experience in aerospace and engineering services, with past leadership roles in Altran, Capgemini and Quest Global. The Presidents of the three core domains are seasoned AXISCADES veterans with proven operational track records and deep technical credentials. A high-profile advisory panel, including global experts in aerospace and Semiconductor, support this leadership group.

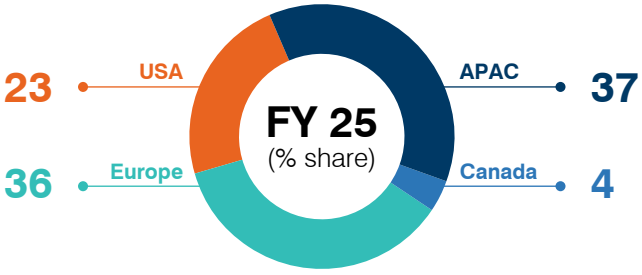
To drive its future ambitions, AXISCADES is investing in infrastructure to support product innovation and high-value delivery. The planned Devanahalli Atmanirbhar Cluster (DAC), adjacent to Bengaluru International Airport, will be a 2.8 Mil sqft. integrated campus designed to house defence, aerospace, and ESAI manufacturing and R&D. Alongside, existing facilities in Electronic City and a new ESAI hub near the airport are being developed into world-class centres for engineering and product realisation. These initiatives reflect the company's long-term commitment to building globally competitive capabilities in India.

Strategically, AXISCADES is shifting its business model towards high-margin, IP-driven and non-linear growth. The company is focused on maximizing value through deeper domain expertise, global scalability, and an ecosystem-led approach. With a clear roadmap, robust leadership, and a sharpened operational focus, AXISCADES is poised to emerge as a top-tier engineering solutions provider not just in India, but on the global stage.

Review of **PERFORMANCE**

Revenue by Geography FY24 - FY25





Consolidated Financial Performance

REVENUE FROM OPERATIONS (₹Cr)

7.9% YoY

REVENUE ($ MN)

5.7% YoY

EBITDA (₹Cr)

17.1% YoY

*Adjusted EBITDA does not include ₹13.7 crore of one-off expenses incurred during the year

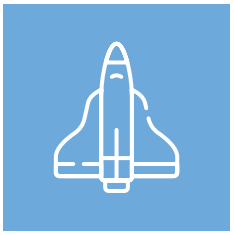
PROFIT AFTER TAX (₹Cr)

125% YoY

PAT MARGIN (%)

370 bps YoY

Review of
DOMAIN PERFORMANCE



Aerospace

Performance Review:

The Aerospace vertical maintained steady momentum with continued traction in engineering and digital services. Stability in margins was supported by diversification into manufacturing-related services and long-cycle program engagements with leading OEMs and Tier-1 partners.

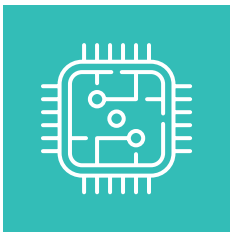
Particulars	FY24	FY25	Change
Revenue	285	322	↑ 13%
EBITDA	57	68	↑ 19%

Defence

Performance Review:

The Defence vertical delivered another year of robust growth, strengthening its contribution to the portfolio. The business benefited from increased production volumes and improved efficiency, which translated into higher profitability.

Particulars	FY24	FY25	Change
Revenue	261	303	↑ 16%
EBITDA	40	45	↑ 13%



Electronics, Semiconductor & Artificial Intelligence (ESAI)

Performance Review:

The ESAI vertical posted resilient performance with revenues bouncing back from a softer base in the previous year. Continued investments in product development and geographic expansion supported healthy margin levels.

Particulars	FY24	FY25	Change
Revenue	125	145	↑ 16%
EBITDA	27	32	↑ 18%

Consolidated **RATIOS**

Ratios	31st March 2025	31st March 2024	Variance	Explanation for change
Debtors turnover ratio (days)	**107.00**	**90.00**	19%	Higher Receivable days due to increase in defense revenues, which has a higher collection cycle
Inventory turnover days	**104.00**	**136.00**	-24%	Consumption of brought forward inventory in Defense Orders
Interest coverage ratio (times)	**5.06**	**2.54**	99%	Higher interest coverage due to lower finance cost and repayment of borrowings
Current Ratio	**2.22**	**1.92**	15%	Higher current ratio due to decrease in current liabilities
Debt equity ratio	**0.39**	**0.54**	-28%	Decrease in debt equity ratio due to increase in equity and decrease in borrowings
Operating Margin (%)	**16%**	**15%**	7%	Increase in profitability due to change in revenue mix
Net Profit Margin (%)	**7%**	**4%**	75%	Increase in Net profit margin due to increase in profit after tax
Return on Networth	**11%**	**6%**	83%	Increase in Return on net worth due to increase profit after tax

Human Resources

The Company considers its people as a vital asset and a key driver of organizational performance. It is committed to fostering a work environment that encourages learning, collaboration, and innovation. The Company continuously invests in training and skill development initiatives to ensure employees are equipped with relevant technical and managerial competencies to meet evolving business needs. A culture of meritocracy, inclusivity, and transparency is promoted across all levels, enabling employees to contribute effectively towards strategic goals. The Company maintains harmonious employee relations and places emphasis on talent retention, leadership development, and employee engagement as part of its long-term growth strategy. As on 31st March 2025, the company had a total of 2891 employees.

Internal Control Systems

The Company has instituted a robust internal control framework designed to safeguard assets, ensure accuracy and reliability of financial reporting, and promote operational efficiency. These controls are aligned with statutory requirements and industry best practices, covering all critical aspects of operations and compliance. The Company regularly reviews and strengthens its internal control systems through independent audits and management oversight. Such measures provide reasonable assurance that business operations are carried out in an orderly, ethical, and efficient manner while risks are identified and mitigated in a timely manner.

SWOT Analysis

Strengths

Focused Core Strategy
Strong strategic focus on Aerospace, Defence, and ESAI (Electronics, Semiconductor & AI) as core verticals.

Experienced Leadership
Domain veterans lead each business unit, supported by globally respected advisors from aerospace and defence.

Non-linear, IP-led Growth
Transitioning from manpower-led to product and IP-driven growth, especially in defence tech and ESAI.

Infrastructure Expansion
Three major facilities under development:

- UAV & radar hub in Electronic City
- ESAI hub near BIAL
- Integrated DAC cluster on 20.7 acres near Bangalore Airport

Global Partnerships
Active collaborations with major OEMs and chipmakers (Apple, Amazon, Aptiv, TI, Qualcomm, NXP).

Marquee Clients

Weaknesses

Drag from Non-core Operations
Legacy businesses (e.g., automotive, heavy engineering) yield low margins and require strategic recalibration.

Execution Risk
Ongoing transformation, leadership onboarding, and infrastructure scale-up carry integration risks.

Evolving ESAI Strategy
Growth path for ESAI, including the proposed DeepTech fund, is still being formalised.

Opportunities

Defence Offsets & Indigenous Orders
Positioned to benefit from DRDO, MoD, and offset programs across missiles, drones, and radars.

Aircraft Conversions & MRO
Focus on AI-enabled maintenance, aircraft conversions, and interiors amid stagnation in new aircraft programs.

ESAI Productization
Scaling ESAI from design to product manufacturing, including thermal systems and edge data centres.

Policy Tailwinds
Strong alignment with 'Atmanirbhar Bharat' and Make-in-India initiatives in aerospace and defence.

Threats

Talent Realignment
Balancing headcount control with new tech capabilities could cause internal transition challenges.

Reliance on Govt. Contracts
Defence contracts are prone to regulatory and execution delays.

Intense Competition
Competes with established global players in engineering and defence tech.

Early-stage ESAI Ventures
Incubation and IP-commercialisation efforts face inherent go-to-market and scale risks.

RISK & RISK Mitigation

Key Risks	Risk Description	Mitigation Strategy	Probability	Impact
Technology Changes	The fast pace of industry change, disruptive technologies, evolving customer needs in changing the operating environment, etc., may lead to a mismatch between the solutions needed by customers and those offered by AXISCADES, which causes slippage in performance.	• Continued interaction by Dedicated client relationship teams that can develop a significantly better understanding of client's needs and operating environment. • Focus on innovation and development of solutions. • Market research to keep abreast of emerging client needs and new technologies that can affect client's, and Company's, operating environment by reducing costs or increasing productivity or fundamentally disrupting business models. • Partnerships with technology partners, internal R&D, institutionalized knowledge building and skill development to develop capabilities in line with technological changes and strengthen the value proposition to keep ahead of the competition.	High	High
Cyber Security Risk	In today's world, cyber security risk could lead to a cyber attack on business. This could lead to loss of data and reputation.	• Strict enforcement of a comprehensive IT Security Management framework covering systems, processes, manpower, and overall infrastructure. • Campaign on Cyber Security awareness for all employees. • Regular audit and reviews of security management.	High	High
Currency Risk	Company earns a major part of its revenue in foreign currency. Fluctuation in currency may adversely impact the result of operations.	• Apart from the natural hedges through costs and liabilities in the currencies which AXISCADES has exposure to, the FOREX valuation risk can be managed and mitigated through: • Diversification in regional markets by increasing exposure to a wider basket of currencies. • Development of a risk management policy that involves proactive hedging of incremental exposures through available financial instruments.	Medium	Medium

RISK & RISK Mitigation

Key Risks	Risk Description	Mitigation Strategy	Probability	Impact
Human Resource Risk	Increase in attrition rate.	• Employee engagement, health & well-being, and motivation.	Medium	High
Competition Risk	Competition from other players may impact the business performance of the company.	• Expanding our offerings in newer space to provide end-to-end services to our clients. • The Company is also focusing on vertical diversification and customer diversification to mitigate revenue concentration from limited customers and verticals.	High	High
Compliance Risk	Changes in laws, regulations, policies, and other Governmental actions could affect the Company's operation periodically. These laws, regulations, and policies include those affecting environmental matters, employee welfare, safety, wastage emissions, etc.	• The Company has a statutory compliance mechanism to ensure compliance with all laws and regulations applicable to it, which are certified by functional heads. • This is periodically audited by internal auditors and secretarial auditors for coverage and compliance. • The Company also conducts yearly health checks on selected areas of statutory compliances to ensure that the Company has a robust compliance process.	Medium	High
Climate Risk	Climate change could affect the Company's operations and supply chain.	• Implementing sustainable practices in operations. • Regular assessment of climate-related risks and opportunities. • Adapting business strategies to incorporate climate resilience. • Engaging in carbon footprint reduction initiatives.	Medium	High

BOARD'S REPORT

To,
The Members,

Your Directors have pleasure in presenting the Thirty Fifth (35th) Annual Report on the business and operations of the Company, along with the audited financial statements for the financial year ended March 31, 2025. The Consolidated performance of the Company and its subsidiaries has been referred to, wherever required.

1. FINANCIAL RESULTS

(₹ Lakhs)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Total income	41,210.99	35,786.27	1,05,157.27	96,505.78
Total expenditure (before interest & depreciation)	33,100.52	29,552.42	88,827.88	82,187.46
Earnings before interest, depreciation, amortization and extra-ordinary items	6,697.53	5,750.02	14,244.49	13,035.27
Interest & finance charges	3,080.46	5,408.60	3,229.70	5,636.79
Depreciation & amortization	1,760.20	1,442.16	3,959.88	3,379.12
Earnings/before Tax and Exceptional Items	3,269.81	(616.91)	9,139.81	5,302.41
Share in net profit/(Loss) of associate	-	-	(2.37)	(0.30)
Exceptional item	(152.29)	-	(385.87)	-
Profit/(Loss) before Tax (PBT)	**3,117.52**	**(616.91)**	**8,751.57**	**5,302.11**
Provision for Tax – Current & Deferred	**(941.89)**	(220.10)	1,223.17	1,961.17
Net Profit/(Loss) after Tax (PAT)	**4,059.41**	**(396.81)**	**7,528.40**	**3,340.94**
Minority Interest	-	-	34.72	60.16
Profit/(loss) for the period	**4,059.41**	**(396.81)**	**7,493.68**	**3,280.78**
EPS:				
Basic	9.62	(1.02)	17.76	8.40
Diluted	9.33	(1.02)	17.22	7.74

STATE OF AFFAIRS / PERFORMANCE REVIEW

During the fiscal year, our consolidated revenue from operations increased by 7.9% year-over-year (YoY), reaching ₹1,031 crore. This growth was primarily driven by robust performance in our core domains of Aerospace and Defence. Revenues from the Core Domain grew by 12% YoY, underpinned by a 16% YoY increase in the Defence vertical and a 13% YoY expansion in Aerospace. These results reflect the continued strategic focus, execution strength, and resilience of our core business segments.

Conversely, our Non-Core Domain experienced a 3% YoY decline, largely attributable to prevailing macroeconomic headwinds in the automotive sector and evolving customer priorities in Heavy Engineering. However, this was partially offset by positive momentum in the Energy segment. Looking ahead, we remain confident in the growth trajectory of our core verticals, backed by a strong operational foundation and focused investments. Simultaneously, we are undertaking a strategic realignment of our non-core businesses, with an emphasis on enhancing their long-term sustainability, competitiveness, and profitability.

FINANCIAL HIGHLIGHTS – STANDALONE

Total Income increased by 15.16 % in FY 2024-25 to ₹ 41,210.99 lakhs. EBIDTA increased by 16.48% to ₹ 6,697.53 lakhs and Profit before tax and exceptional items is ₹ 3,269.81 lakhs in FY 2024-25. Net profit after tax stood at ₹ 4,059.41 lakhs in FY 2024-25.

FINANCIAL HIGHLIGHTS – CONSOLIDATED

Total Income increased by 8.96 % to ₹ 1,05,157.27 lakhs in FY 2024-25. EBIDTA increased by 6.90 % to ₹ 14,244.49 lakhs in FY 2024-25. Profit before tax and exceptional items increased from ₹ 5,302.41 lakhs to ₹ 9,139.81 lakhs in FY 2024-25. Net Profit after tax, before minority interest, increased by 125.34 % to ₹ 7,528.40 lakhs in FY 2024-25.

RESERVES

The Company has not transferred any amount to its general reserves for the Financial Year ended March 31, 2025.

DIVIDEND

Considering need for conservation of funds for catering to the growth plans of the Company, your Directors consider it expedient to pass over dividend for FY 2024-25.

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has formulated and adopted the Dividend Distribution Policy. The Policy is available on our website at https://axiscades.com/download/dividend-distribution-policy?wpdmdl=4152&refresh=680b66bf28b291745577663

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in the Annual Report and furnished as **Annexure-I** to this Report.

PUBLIC DEPOSITS

The Company has not accepted/renewed any public deposits and as such no amount on account of principal or interest on public deposits under Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014 was outstanding as on the date of the Balance Sheet.

ISSUE AND LISTING OF SHARES

The Company's shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Stock performance and stock data of the Company are furnished in the section on Corporate Governance.

During the financial year 2024-25, the Company has allotted equity shares as below:

- 186,941 equity shares under ESOP Plan which were listed on NSE and BSE vide letters - NSE/LIST/2024/43988 and LOD / ESOP / TP / No. 244/ 2024-2025 respectively.
- 100,500 equity shares under ESOP Plan listed on NSE and BSE vide letters - NSE/LIST/2024/44235 and LOD / ESOP / TP / No. 431/ 2024-2025 respectively.
- 3,500 equity shares under ESOP Plan listed on NSE and BSE vide letters - NSE/LIST/2024/44827 and LOD / ESOP / TP / No. 342/ 2024-2025 respectively.
- 116,205 equity Shares under ESOP Plan listed on NSE and BSE vide letters - NSE/LIST/2024/45224 and LOD / ESOP / TP / No. 183/ 2024-2025 respectively.
- 89,511 equity Shares under ESOP Plan listed on NSE and BSE vide letters - NSE/LIST/2024/45647 and LOD / ESOP / TP / No. 128/ 2024-2025.
- 50,692 equity Shares under ESOP Plan listed on NSE and BSE vide letters - NSE/LIST/2025/47396 and LOD / ESOP / TP / No. 24/ 2024-2025 respectively.
- 2,100 equity Shares under ESOP Plan listed on NSE and BSE vide letters - NSE/LIST/2025/47748 and LOD / ESOP / TP / No. 286/ 2024-2025 respectively.

DEBENTURES

During the financial year 2024-25, the Company has raised an amount of INR 50 crores by way of issuance of Unlisted, Unrated, Secured, Redeemable, Non-Convertible Debentures on a Private Placement basis.

The total value of the outstanding debentures as on 31st March 2025 stands at INR 102.50 crores.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 are furnished in the prescribed form AOC-2 as **Annexure I** to this Report. All transactions with the related parties during the financial year were in the ordinary course of business. The transactions have been approved by the Audit Committee, the Board and the Shareholders, wherever required. Your attention is drawn to the Notes to the financial statements, in this respect.

During the year, the Company has obtained shareholders' approval for material related party transactions in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Policy on materiality and dealing with related party transactions formulated and approved by the Board is posted on the website of the Company and is accessible at www.axiscades.com.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company, which occurred between the financial year end and the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, a detailed chapter on Management discussion and analysis highlighting the Company's strategy, business environment, operations, performance, risks and outlook is provided separately in this Annual Report.

BUSINESS STRUCTURE

SUBSIDIARIES

The Company has the following subsidiaries:

Overseas Subsidiaries

Sl. No	Name of the subsidiary	Location/Country	%age Shareholding
1.	AXISCADES, Inc.	Peoria, Illinois USA	100%
2.	AXISCADES UK Ltd.	Leicestershire, UK	100% shares held by AXISCADES Inc.
3.	AXISCADES Technology Canada Inc.	Montreal, Quebec, Canada	100%
4.	Axis Mechanical Engineering Design (Wuxi) Co Ltd.	Wuxi City, China	100%
5.	AXISCADES GmbH	Germany	100%
6.	Mistral Solutions Inc.	USA	100% shares held by Mistral Solutions Private Limited
7.	add solution GmbH	Germany	100% shares held by AXISCADES GmbH

Indian Subsidiaries

Sl. No	Name of the subsidiary	Location/Country	%age Shareholding
1.	Cades Studec Technologies (India) Private Limited (CSTI)	Bengaluru, India	76%
2.	AXISCADES Aerospace & Technologies Private Limited (ACAT)	Bengaluru, India	100%
3.	AXISCADES Aerospace Infrastructure Private Limited (AAIPL)	Bengaluru, India	100% shares are held by ACAT
4.	Enertec Controls Limited (ECL)	Bengaluru, India	51.84% shares are held by ACAT and 48.16% shares are held by AAIPL
5.	Mistral Solutions Private Limited (MSPL)	Bengaluru, India	58.68% shares are held by the Company and 41.28% shares are held by Explosoft
6.	Aero Electronics Private Limited (AEPL)	Bengaluru, India	51% shares held by MSPL
7.	Mistral Technologies Private Limited (MTPL)	Bengaluru, India	100% shares held by MSPL
8.	Explosoft Tech Solutions Private Limited (Explosoft)	Bengaluru, India	100%
9.	Epcogen Private Limited (Epcogen)	Bengaluru, India	100%

A report on the performance and financial position of each of the subsidiaries as per rule 8(1) of Companies (Accounts) Rules 2014 is furnished under the statement containing salient features of financial statements of subsidiaries in Form AOC-1 is attached to this Report as **Annexure II,** pursuant to Section 129(3) of Companies Act, 2013.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the audited financial statements of subsidiaries have been placed on the Company's website at www.axiscades.com. The copies of these documents will be sent if requested by any shareholder of the Company/ subsidiary interested in obtaining the same. These documents will also be made available for inspection at the Registered Office of the Company during business hours on working days.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to the provisions of Section 129(3) of Companies Act, 2013. read with Indian Accounting Standards (IND AS) 21, 23 and 27, the audited Consolidated Financial Statements are furnished in the Annual Report.

2. ORGANIZATION DEVELOPMENT

BOARD OF DIRECTORS

Induction and cessation of Directors and KMPs during the year:

Sl No	Name of the Directors/KMPs	Category	Appointment / reappointment / Cessation	Date
1	Mr. Tanmoy Chakrabarty	Non-Executive, Independent	Appointment	13-07-2024
2	Mr. Venkatraman Venkitachalam	Non-Executive, Non-Independent	Retirement by rotation	18-09-2024
3	Mr. David Abikzir	Non-Executive, Non-Independent	Retirement by rotation	18-09-2024
4	Mr. Desh Raj Dogra	Non-Executive, Independent	Completion of Tenure	18-09-2024
5	Mr. Dhiraj Mathur	Non-Executive, Independent	Completion of Tenure	18-09-2024
6	Lt. Gen. Codanda Poovaiah Cariappa	Non-Executive, Independent	Appointment	19-09-2024
7	Mr. Rajendra Moholkar	Non-Executive, Independent	Appointment	19-09-2024
8	Dr. Sampath Ravinarayanan	Non-Executive, Non-Independent	Appointment	12-10-2024
9	Dr. S. Christopher	Non-Executive, Non-Independent	Cessation	05-12-2024
10	Mr. Arun Krishnamurthi	Chief Executive Officer and Managing Director	Cessation	02-01-2025
11	Mr. Alfonso Martinez Fernandez	Chief Executive Officer and Managing Director	Appointment	20-01-2025
12	Mr. Abidali Neemuchwala	Non-Executive, Non-Independent Chairman	Cessation	25-01-2025
13	Mr. Rajendra Moholkar	Non-Executive, Independent	Cessation	27-01-2025
14	Dr. Sampath Ravinarayanan	Non-Executive, Non-Independent Chairman	Change in designation	28-01-2025

HUMAN RESOURCES DEVELOPMENT

In our constant quest to be a customer focused, performance driven and future ready organization, the Company is committed to build an environment, where employees are inspired to deliver and achieve excellence. The Human Resource Policy of the Company is focused on attracting, building and retaining the best talent. Towards this, the Company continues to explore and implement best practices in Hire to Retire Cycle, the Company's particular focus is on training and development of its Employees, to develop their skills, grow in their career and be future ready. Needless to say, the Company is committed to provide a safe and healthy work environment to all its employees.

The Company has 2,891 employees on a consolidated basis as of March 31, 2025.

EMPLOYEE BENEFIT SCHEME

The Company has ESOP Scheme - AXISCADES ESOP 2018- Series 1 and AXISCADES ESOP 2018- Series 2 which are in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and are effective from April 1, 2018.

Further the pool of ESOPs was increased by 26,43,167 by way of variation in the terms of existing ESOP schemes series (clause 14.1 & 14.3), which became effective on receiving shareholders' approval in the Annual General Meeting held on September 28, 2021.

The applicable disclosures in compliance with Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Rule 12 of companies (Share Capital and Debentures) Rules, 2014 are set out and enclosed as **Annexure III** and the Report of Independent Auditor on AXISCADES ESOP 2018- SERIES 1 & 2 is enclosed as **Annexure IV** to this Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as **Annexure V** to this Report.

Details of employee remuneration as required under the provisions of Section 197 of the Act and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate statement and forms part of the Annual Report. Further, this Report is being sent to the Members excluding the said statement. In terms of Section 136 of the Act, the said statement will be open for inspection and any Member interested in obtaining a copy of the same may write to the secretary@axiscades.com.

3. CORPORATE GOVERNANCE

The report on Corporate Governance as required under Schedule V of the SEBI (LODR) Regulations 2015 is attached and forms part of the Annual Report. A Certificate from the Auditors of the Company on compliance of conditions of corporate governance is also appended to the report.

MEETINGS OF THE BOARD

The Board of Directors met 10 (ten) times during the financial year. The dates, attendance and other particulars of the meetings are furnished in the Report on Corporate Governance attached to this Report. The intervening gap between any two meetings was within the limit prescribed by the provisions of Companies Act, 2013.

COMMITTEES OF THE BOARD

The Audit Committee was re-constituted during the year, and it presently consists of 3 members, namely – Lt. Gen. Codanda Poovaiah Cariappa, Mr. Tanmoy Chakrabarty, Independent Directors and Mr. Venkatraman Venkitachalam, Non-Executive Director. The Chairman of the Audit Committee is an Independent Director.

All the recommendations made by the Audit Committee during the year have been accepted by the Board.

The Company has also constituted Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee as required under the provisions of Companies Act, 2013 and also as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the composition, scope of their functions, responsibilities etc. are given in the Corporate Governance Section, which forms part of this Report.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received declarations from all Independent Directors under Section 149(7) of the Companies Act, 2013 (read together with Companies Amendment Act, 2017, to the effect that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 read together with any amendment thereto and that their names have been included in the databank of Independent Directors and are compliant with the prescribed regulations. The terms and conditions of appointment of Independent Directors are placed on the website of the Company at www.axiscades.com.

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND DIRECTORS

The Board of Directors have carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The performance of the Board and its Committees were evaluated by the Board / Committee after seeking inputs from all the directors/ members on the basis of the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance Report section of the Annual Report.

VIGIL MECHANISM

The Vigil Mechanism of the Company which also incorporates the Whistle blower policy provides a formal mechanism to all Directors and employees to approach the Chairman of the Audit Committee and make protective disclosures about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Whistle blower policy is an extension of the Company Code of Conduct, which requires every employee to promptly report to the Management any actual or possible violation of the Code or an event he is aware of, that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. No personnel of the Company were denied access to the Chairman of the Audit Committee. The Whistle blower policy which also describes the mechanism may be accessed on the Company's website at www.axiscades.com.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and the policy on remuneration of directors, key managerial personnel and other employees formulated pursuant to Section 134(3)(e) and 178(3) of the Companies Act, 2013 are furnished in **Annexure VII** to this Report.

RISK MANAGEMENT POLICY

The Company has formulated and implemented a Risk Management Policy which focuses on the identification of various elements of risks, if any, which in the opinion of the Board, may threaten the existence of the Company.

The Company has a risk identification and management framework appropriate to its size and the environment under which it operates. The risk management process involves identification and periodic assessment of potential risks and their impact on the operations, profitability, growth and continuity of the business and focuses on risk elements pertaining to competitive position in the key market segments, business environment, statutory and regulatory changes, global economy and business scenario, Currency exchange rate fluctuations, resource constraints etc. and initiating timely preventive as well as remedial actions.

Reporting and control mechanisms ensure timely information availability and facilitates proactive risk management. These mechanisms are designed to cascade down to the level of line managers so that risk at the transaction level is identified and steps are taken towards mitigation in a decentralized fashion.

Risks are being continuously monitored in relation to business strategy, operations and transactions, statutory/legal compliance, financial reporting, information technology system etc. based on the inputs from both external and internal sources like key incidents, Internal audit findings etc.

The Risk Management Committee is responsible for monitoring risk levels on various parameters and the senior management group ensures implementation of mitigation measures, if required. The Audit Committee has additional oversight in the area of financial risks and controls.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

In order to prevent sexual harassment of women at work place your Company has adopted a Policy for prevention of Sexual Harassment of Women at Workplace and has proper mechanism to control the same, which is commensurate with the nature and size of the business of the Company.

During the financial year 2024-25, no complaints have been received. The Company has an Internal Complaints Committee

in compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

4. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) read with Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

a. in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanation relating to material departures; if any

b. they have selected such accounting policies and applied them consistently and made judgements 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 or loss of the Company for that period;

c. 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;

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

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

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

5. AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), were re-appointed as Statutory Auditors of the Company by the shareholders at the 32nd Annual General Meeting (AGM) held on September 27, 2022 to hold office till the conclusion of the 37th AGM of the Company. Hence, they will continue to be the Statutory Auditors of the Company.

The Statutory Auditors' Report does not contain any qualification, reservations or adverse remarks. The Auditors' Report is enclosed with the financial statements in this Annual Report.

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, the Company has appointed M/s BMP & Co. LLP, Company Secretaries, to undertake Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report of the Company and its material subsidiaries for the FY25 are attached as **Annexure VIII,** which forms part of this report. Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government

The Statutory Auditors and the Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under section 143(12) of the Companies Act, 2013, including rules made thereunder.

COST RECORDS AND AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In pursuance of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report describing the initiatives taken by the Company from an environmental, social and governance perspective is enclosed as **Annexure X** to this report.

SIGNIFICANT ORDERS BY REGULATORS/COURTS/ TRIBUNALS

There are no significant and material orders passed by the regulators or courts which would impact the going concern status of the Company and its future operations.

ANNUAL RETURN

The Annual Return of your Company as on March 31, 2025, prepared pursuant to Section 92 of the Companies Act, 2013 and the Rules made thereunder, in Form MGT-7 is available on the website of the Company at https://axiscades.com/investor-relation.

INTERNAL FINANCIAL CONTROLS

Your Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company dissolved its Corporate Social Responsibility Committee in its Board Meeting held on June 11, 2021 pursuant to the amendment in CSR Rules and Section 135 of the Companies Act, 2013. The policy has been posted and is accessible on the Company's website at www.axiscades.com.

The salient features of which are as under:

- CSR activities are based on three broad indicators of development namely Human Capital, Social Capital and Economic Capital.

- We recognize the need to work in partnership with other players as well.
- The Board is responsible to formulate and recommending changes to the policy indicating the activities to be undertaken including Monitoring and reviewing CSR activities.
- Transparent Monitoring.

The annual report on CSR activities is furnished in **Annexure IX** to this Report.

6. CONSERVATION OF ENERGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars pursuant to Rule 8(3) of Companies (Accounts) Rules 2014, are given below:

Conservation of Energy

Being an Information Technology Company, the Company's operations are not energy intensive. However, adequate measures have been taken to conserve energy by introducing improved operational methods. The Company in its initiative to be ISO14001 – Environmental Management System compliant, is adhering to the provisions of E-Waste (Management and Handling) Rules 2011 and Batteries (Management and Handling) Rules 2011, by efficiently managing the AC installations, replacing PC's by VPC and recycling of paper etc.

Foreign Exchange Earnings and Outgo (Standalone)

₹ Lakhs

	FY 2024-25	FY 2023-24
Foreign Exchange Earnings (actual inflows)	29,647.19	25,626.08
Foreign Exchange Outgo (actual outflows)	10,906.67	9,647.84

Technology Absorption

The Company does not have any imported technology. Since the requirements of the technology business are changing constantly, your Company has sought to focus on critical in-house technologies and processes, which are likely to create value in the foreseeable future.

7. APPLICATION UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year, the Company has not made any application under the Insolvency and Bankruptcy Code, 2016.

8. FUTURISTIC STATEMENTS

Certain statements made in this section or elsewhere in this report may be futuristic in nature. Such statements represent the intentions of the Management and the efforts being put in by them to realize certain goals. The success in realizing these goals depends on various factors both internal and external. Therefore, the investors are requested to make their own judgment by taking into account all relevant factors before making any investment decision.

9. GREEN INITIATIVES

With reference to the MCA circular dated September 25, 2023 read with and SEBI circular dated October 07, 2023, this year the Company is dispensed with the printing and dispatch of Annual Reports to the Shareholders. Electronic copies of the Annual Report are sent to all the members whose email address are so registered.

ACKNOWLEDGEMENTS

Your Directors deeply appreciate and acknowledge the co-operation and support extended by Clients, Vendors, Investors and Bankers, various government agencies & regulatory bodies across the globe, the Software Technology Park, Noida, Hyderabad & Bangalore and other industry forums and agencies like NASSCOM and look forward to their continued support in the future. Your Directors wish to place on record their appreciation of the valuable contribution made by the employees of the Company at all levels.

For and on behalf of the Board of Directors

Sd/-
Alfonso Martinez Fernandez
CEO & Managing Director
DIN: 10902446

Sd/-
Sampath Ravinarayanan
Chairman & Non-Executive Director
DIN: 00208793

Place: Bengaluru
Date: May 26, 2025

ANNEXURE - I

PARTICULARS OF CONTRACTS / ARRANGEMENTS WITH RELATED PARTIES

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 read with Sub-Section (1) of Section 188 of the Companies Act, 2013-AOC-2)

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

Sl. No.	Particulars	Details
(a)	Name(s) of the Related Party and nature of relationship	NIL
(b)	Nature of contracts / arrangements / transactions	NIL
(c)	Duration of the contracts / arrangements / transactions	NIL
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
(e)	Justification for entering into such contracts or arrangements or transactions	NIL
(f)	Date(s) of approval by the Board	NIL
(g)	Amount paid as advances, if any	NIL
(h)	Date on which the special resolution was passed in General Meeting as required under first provision to Section 188	NIL

2. Details of contracts or arrangements or transactions at arm's length basis:

Sl. No.	Particulars	Details											
(a)	Name (s) of the related party	AXISCADES Inc.	AXISCADES UK Ltd.	AXISCADES Technology Canada Inc.	AXIS Mechanical Engineering Design (Wuxi) Co., Ltd.	AXISCADES Aerospace & Technologies Private Limited	AXISCADES GmbH	add solution GmbH	Cades Studec Technologies (India) Private Limited	Mistral Technologies Private Limited	Mistral Solutions Private Limited	Explosoft Tech Solutions Private Limited	Epcogen Private Limited
	Nature of relationship	Wholly Owned Subsidiary	Stepdown Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Stepdown Subsidiary	Subsidiary	Stepdown Subsidiary	Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary
(b)	Nature of contracts/ arrangements/ transaction	Buy & Sale of service / Cross charge transactions	Buy & Sale of service, reimbursement / payment of expenses/ Cross charge transactions	Sale of service, reimbursement / payment of expenses/ Cross charge transactions	Sale of service	Service contract/ Cross charge transactions/ ICD/Corporate guarantee	Service contract / Cross charge transactions	Sale of service	Inter-corporate Deposits	Inter-corporate Deposits	Inter-corporate Deposits	Inter-corporate Deposits	Inter-corporate Deposits
(c)	Duration of the contracts/ arrangements/ transaction	1. 36 Months from 1st Apr 2022 in respect of sale of services	1. 36 Months from 1st Apr 2022 in respect of sale of services	1. 36 Months from 1st Apr 2022 in respect of sale of services	36 Months from 1st Apr 2022 in respect of sale of services	On assignment basis	36 months w.e.f. 01.04.2021	On assignment basis	Multiple Inter-company deposits with 12 months/36 months maturity w.e.f. 31.10.2023.	36 months w.e.f. 04.12.2023	24 months w.e.f. 04.12.2023	Repayable in Dec 2024	36 months w.e.f. 26.02.2024
		2. Other transactions on ongoing basis	2. Other transactions on ongoing basis	2. Other transactions on ongoing basis									
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any Value of transactions during the year. (Rs)	Invoices to be raised each month within 10 business days from the end of each month, payable within 15 days of receipt of money from the customer	Invoices to be raised each month within 10 business days from the end of each month, payable within 15 days of receipt of money from the customer and for making payment it is within 60 days	Invoices to be raised each month, payable within 30days	Invoices to be raised each month within 10 business days from the end of each month payable within 60 days of receipt of money from the customer				Interest 11% p.a.	Interest 11.50% p.a.	Interest 11% p.a.	Interest payable 13% p.a.	Interest 11.50% p.a.

Sl. No.	Particulars	Details												
	1. Revenue from operations	24,57,24,252	4,80,11,446	18,48,44,700	-	-	3,61,74,386	9,24,614	-	-	-	-	-	
	2. Expenses incurred on behalf of	43,71,942	54,20,275	10,90,981	-	53,82,053	-	-	-	-	44,11,672	-	65,01,424	
	3. Software subscription charges incurred by	-	-	-	-	-	-	-	-	-	-	-	-	
	4. Salaries, wages and bonus incurred on behalf of	1,97,45,933	-	83,70,621	-	1,40,26,225	-	-	-	-	-	-	-	
	5. Salaries, wages and bonus recovered / staff welfare expense incurred by	-	-	-	-	-	-	-	-	-	-	-	-	
	6. Services received from	-	21,26,01,745	-	97,82,903	1,56,180	-	-	84,93,266	-	-	-	24,13,917	
	7. Software and Legal expenses charged to	58,02,816	-	8,04,052	-	-	-	-	-	-	-	-	-	
	8. Interest Expenses	-	-	-	-	10,47,945	-	-	1,00,25,068	34,50,001	3,68,00,001	3,42,82,178	-	
	9. Interest income	-	-	-	-	-	-	-	-	-	-	2,95,082	25,35,829	
	10. Intercorporate deposits given/ repaid to	-	-	-	-	5,00,00,000	-	-	6,50,00,000	-	-	67,12,69,000	2,00,00,000	
	11. Intercorporate deposits availed from/ repaid by	-	-	-	-	-	-	-	-	-	-	-	1,00,00,000	
	12. Corporate guarantee received from	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Date of approval by the Board/Audit Committee (in respect of contract of sale of services)	The transactions were in the ordinary course of business and on arm's length basis. All the sale & purchase transactions are approved by the Audit Committee and Board wherever required.												
(f)	Amount paid as advances, if any	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	

For and on behalf of the Board

Sd/-
Alfonso Martinez Fernandez
Chief Executive Director & Managing Director
DIN: 10902446

Sd/-
Sampath Ravinarayanan
Chairman & Non-Executive Director
DIN: 00208793

Sd/-
Shashidhar SK
Chief Financial Officer

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place: Bengaluru
Date: May 26, 2025

ANNEXURE - II

Statement containing salient features of the financial Statements of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to Sub Section (3) of Section129 of the Companies Act 2013, read with Rule 5 of the Companies (Accounts) Rules 2014 (AOC -1)

Sl. No.	Particulars	AXISCADES Inc. (USA)	AXISCADES UK Ltd. (UK)	Axis Mechanical Engineering Design (Wuxi) Co. Ltd. (China)	AXISCADES Technology Canada Inc. (Canada)	AXISCADES GmbH (Germany)	CADES STUDEC TECHNOLOGIES (INDIA) Private Limited (India)	AXISCADES Aerospace & Technologies Private Limited (ACAT) (India)	AXISCADES Aerospace Infrastructure Private Limited (AAIPL) (India)	Enertec Controls Limited (India)	Mistral Solutions Pvt Ltd. (MSPL) (India)	Aero Electronics Pvt Ltd. (India)	Mistral Technologies Pvt Ltd. (India)	Mistral Solutions Inc. (USA)	Explosoft Tech Solutions Pvt Ltd. (India)	Epcogen Pvt Ltd (Epcogen) (India)	add solution GmbH (Germany)
1	Financial period ended	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25
	Date of acquisition of Control	2004	2004	07-Dec-12	24-Mar-14	12-Jul-16	24-Mar-14	05-Dec-16	05-Dec-16	05-Dec-16	01-Dec-17	01-Dec-17	01-Dec-17	01-Dec-17	22-Dec-22	05-Dec-23	17-Aug-23
2	Reporting currency and Exchange rate 2.1 Reporting Currency	USD	GBP	RMB	CAD	EUR	INR	INR	INR	INR	INR	INR	INR	USD	INR	INR	EUR
	2.2 Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries (closing rate)	85.4383	110.6025	11.7720	59.5542	92.3394	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000	85.4383	1.0000	1.0000	92.3394
	2.2 Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries (Average rate)	84.5520	107.8200	11.7179	60.7763	90.7547	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000	84.5520	1.0000	1.0000	90.7547
3	Share capital	22,47,227	5,75,476	4,50,476	100	25,000	62,50,000	16,83,85,000	4,17,25,000	1,36,59,000	2,09,43,000	6,93,000	1,00,000	6,43,600	24,19,14,000	1,00,000	2,01,000
4	Reserves & surplus	22,12,753	9,08,675	-16,64,945	68,56,762	-13,27,211	27,44,62,000	1,36,08,75,000	70,09,08,000	35,19,46,000	2,58,26,34,000	9,83,24,000	9,63,57,000	8,48,225	-1,04,20,000	7,27,13,766	52,679
5	Total assets	68,76,394	21,82,478	1,50,398	87,87,477	39,32,214	33,60,27,000	2,03,94,52,000	91,21,45,000	42,14,12,000	3,84,30,53,000	11,10,56,000	10,10,76,000	19,46,724	23,53,68,000	14,32,20,464	51,38,337
6	Total Liabilities	24,16,414	6,98,327	13,64,867	19,30,615	52,34,425	5,53,15,000	51,01,93,000	16,95,12,000	5,58,08,000	1,23,94,76,000	1,20,39,000	46,20,000	4,54,899	38,74,000	7,04,06,698	48,84,657
7	Investments^	11,49,031	-	-	-	34,58,891	12,07,06,000	1,06,34,78,000	12,03,00,000	-	47,88,99,000	-	97,00,000	-	23,51,10,000	-	-
8	Turnover*	1,25,67,642	54,03,613	8,16,852	69,19,418	4,18,818	18,63,48,000	42,18,98,000	-	-	3,72,51,21,000	-	1,40,45,000	25,84,503	-	18,07,15,729	34,67,694
9	Profit before taxation	-2,54,010	8,62,019	-11,000	9,91,635	-18,92,408	1,94,49,000	1,78,84,000	-1,06,69,000	43,51,000	67,75,12,000	-4,19,000	1,05,10,000	87,404	-8,90,000	-31,47,894	-13,72,693

Sl. No.	Particulars	AXISCADES Inc. (USA)	AXISCADES UK Ltd. (UK)	Axis Mechanical Engineering Design (Wuxi) Co. Ltd. (China)	AXISCADES Technology Canada Inc. (Canada)	AXISCADES GmbH (Germany)	CADES STUDEC TECHNOLOGIES (INDIA) Private Limited (India)	AXISCADES Aerospace & Technologies Private Limited (ACAT) (India)	AXISCADES Aerospace Infrastructure Private Limited (AAIPL) (India)	Enertec Controls Limited (India)	Mistral Solutions Pvt Ltd. (MSPL) (India)	Aero Electronics Pvt Ltd. (India)	Mistral Technologies Pvt Ltd. (India)	Mistral Solutions Inc. (USA)	Explosoft Tech Solutions Pvt Ltd. (India)	Epcogen Pvt Ltd (Epcogen) (India)	add solution GmbH (Germany)
10	Provision for taxation	10,981	2,18,168	-	2,77,370	3,517	49,35,000	56,17,000	-	8,81,000	17,33,95,000	-	26,45,000	24,194	-	4,28,802	-1,01,260
11	Profit after taxation	-2,64,991	6,43,851	-11,000	7,14,265	-18,95,925	1,45,14,000	1,22,67,000	-1,06,69,000	34,70,000	50,41,17,000	-4,19,000	78,65,000	63,210	-8,90,000	-35,76,696	-12,71,433
12	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13	% of shareholding	100%	100% shares are held by AXISCADES Inc.	100%	100%	100%	76%	100%	100% shares are held by ACAT	51.84% shares are held by ACAT and 48.16% shares are held by AAIPL	58.68% held by ACTL and 41.28% held by Explosoft	51% shares are held by MSPL	100% shares are held by MSPL	100% shares are held by MSPL	100%	100%	100% shares are held by AXISCADES GmbH

* Turnover include other operating income.

^ Investments include investment in subsidiaries and associates.

Subsidiary's performance and financial position:

1. AXISCADES Inc: The revenue increased by 3.83% as compared to last year.
2. AXISCADES UK Limited: The revenue Increased by 16.99% due to ramp up in existing customers and addition of new customers, the profits increased by 15.95% in line with revenue .
3. AXISCADES Technology Canada Inc: The revenue increased by 1.78% as compared to previous year.
4. CADES STUDEC TECHNOLOGIES (INDIA) Private Limited: The Revenue has decreased by 3.15%.
5. Axis China: The revenue for the year has increased by 397.07%, during the current year the company has incurred a loss of RMB 11,000 compared to a loss of RMB 3,33,794 in previous year.
6. AXISCADES GmbH: The revenue has increased by 22.13% compared to previous year.
7. AXISCADES Aerospace & Technologies Private Limited: The Operating revenue has decreased by 23.03% during the year thereby the resultant profit has decreased.
8. AXISCADES Aerospace Infrastructure Private Limited: It is an investment company. Hence no revenue.
9. Enertec Controls Limited: This is an investment company earning rental income. The net profit after tax for the year was INR 34.71 lakhs as against INR 39.59 lakhs in the previous year.
10. Mistral Solutions Private Limited: The revenue for the year has increased by 18.36% compared to previous year majorly due to higher revenue from existing customers.
11. Aero Electronics Private Limited: 51% shares are held by Mistral Solutions Private Limited and there is no revenue for the period.
12. Mistral Technologies Private Limited: This is a 100% subsidiary of Mistral Solutions Private Limited and revenue for the period is INR 140.45 lakhs.
13. Mistral Solutions Inc: This is a 100% subsidiary of Mistral Solutions Private Limited and revenue for the year decreased to USD 25.84 lakhs. The revenue for the previous year USD 73.25 lakhs
14. Explosoft Tech Solutions Private Limited: This is a 100% subsidiary and there is no revenue for the period.
15. add solution GmbH: AXISCADES GmbH acquired remaining 6% shares of add solution GmbH during the year.
16. Epcogen Private limited: The company acquired remaining 0.01% shares of Epcogen during the year.

For and on behalf of the Board

Sd/-
Alfonso Martinez Fernandez
Chief Executive Officer & Managing Director
DIN: 10902446

Sd/-
Sampath Ravinarayanan
Chairman & Non-Executive Director
DIN: 00208793

Sd/-
Shashidhar SK
Chief Financial Officer

Sd/-
Sonal Dudani
Company Secretary
Membership No.:40415

Place : Bengaluru
Date: May 26, 2025

ANNEXURE - III

DISCLOSURE UNDER SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

The applicable disclosures in compliance with Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are set out below:

Particulars		AXISCADES ESOP 2018 -Series 1	AXISCADES ESOP 2018 -Series 2
a)	Date of shareholders' approval	March 31, 2018 & September 28, 2021	
b)	Total number of options approved under ESOPs	15,10,381	41,53,548
c)	Vesting requirements	Not less than 1 year from date of grant and maximum period in which the options shall be vested shall be within five years from the date of grant.	Not less than 1 year from date of grant and maximum period in which the options shall be vested shall be within four years from the date of grant.
d)	Exercise price or pricing formula	The exercise price shall be decided by the Board or the Compensation Committee in line with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other applicable guidelines.	
e)	Maximum term of options granted	Exercise period would be eight years from the date of grant of options	
f)	Source of shares (primary, secondary or combination)	Primary	
g)	Variation in terms of options	None	The pool of ESOPs increased by 26,43,167 equity shares by way of variations in the terms of existing ESOP Scheme series-2 (clause 14.1 & 14.3), which became effective on receiving shareholders' approval in the Annual General Meeting held on September 28, 2021.

Option movement during the year

Particulars	Details
Date of Grant	NA
Total number of Options approved and granted	NA
Exercise price per option	NA
Maximum term of Options Granted	NA
Source of Shares	NA
Options vested/Vesting Schedule	15,84,696
Number of options outstanding at the beginning of the period	38,70,381
Number of options granted during the year	Nil
Number of options forfeited / lapsed during the year	31,76,096
Number of options vested during the year	2,76,211
Number of options exercised during the year	5,49,449
Number of shares arising as a result of exercise of options	5,49,449
Money realized by exercise of options (Rs), if scheme is implemented directly by the company	3,38,72,023.48
Loan repaid by the Trust during the year from exercise price received	NA
Number of options outstanding at the end of the year	1,44,836
Number of options exercisable at the end of the year	69,835

Employee wise details of options granted to

Senior Managerial Personnel (SMP)	Nil
Any other employee who receives a grant in any one year of option amounting to 5% or more of options granted during that year	Nil
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding warrants and conversions) of the Company at the time of grant	Nil

Description of method and significant assumptions used to estimate the fair value of options granted during the year

5,49,449 options have been exercised during the financial year 2024-25. However, the fair value of above options has been estimated using Black-Scholes Option pricing model.

For and on behalf of the Board of Directors

Sd/-
Alfonso Martinez Fernandez
CEO & Managing Director
DIN: 10902446

Sd/-
Sampath Ravinarayanan
Chairman & Non- Executive Director
DIN: 00208793

Place: Bengaluru
Date: May 26, 2025

ANNEXURE - IV

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities and Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
AXISCADES TECHNOLOGIES LIMITED
CIN: L72200KA1990PLC084435
Block C Second Floor Kirloskar Business Park,
Bengaluru, Karnataka, India, 560024.

We, BMP & Co. LLP, Company Secretaries in Practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 06th August 2024 by the Board of Directors of **AXISCADES Technologies Limited** (hereinafter referred to as **'the Company'**), having **CIN:** L72200KA1990PLC084435 and having its registered office at Block C Second Floor Kirloskar Business Park, Bengaluru, Karnataka, India, 560024. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 31st March 2025.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented AXISCADES Employee Stock Option Plan 2018- Series 1 and Series 2 in accordance with the Regulations and the Special Resolution(s) passed by the members at the General Meeting(s) of the Company held on 31st March, 2018 and 28th September,2021.

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting(s);
5. Shareholders resolution passed at General Meetings w.r.t variation in the scheme (if any);
6. Minutes of the meetings of the Compensation Committee/ Nomination and Remuneration Committee;
7. Trust Deed- Not applicable as the Company has implemented the Scheme through Direct route instead of Trust route;
8. Details of trades in the securities of the Company executed by the trust through which the scheme is implemented - Not applicable as the Company has implemented the Scheme through Direct route instead of Trust route;
9. Relevant Accounting Standards as prescribed by the Central Government;
10. Detailed terms and conditions of the scheme as approved by Compensation Committee/ Nomination and Remuneration Committee;
11. Bank Statements towards Application money received under the scheme(s);
12. Valuation Report;
13. Exercise Price / Pricing formula;
14. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
15. Disclosure by the Board of Directors;
16. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
17. Other relevant document / filing / records / information as sought and made available to us and the explanations provided by the Company.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the AXISCADES Employee Stock Option Plan 2018-Series 1 and 2 in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. 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.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For BMP & Co. LLP,
Company Secretaries

Sd/-
CS Biswajit Ghosh
Designated Partner
FCS No.: 8750 CP. No.: 8239
Peer Review Certificate No. 6387/2025
Firm Registration Number: L2017KR003200

Place: Bengaluru
Date: May 26, 2025

UDIN: F008750G000438069

ANNEXURE - V

DETAILS 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

Rate	Particulars			
(i)	The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year	a.	Arun Krishnamurthi	216.07
		b.	Alfonso Martinez Fernandez	5.05
		c.	Shashidhar S K	169.83
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the Financial Year	a.	Arun Krishnamurthi	34.68%
		b.	Alfonso Martinez Fernandez	0%
		c.	Shashidhar S K	70.63%
		d.	Sonal Dudani	40.91%
(iii)	The percentage increase in the median remuneration of employees in the financial year.	7.66%		
(iv)	The number of permanent employees on the rolls of the company	2427		
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	19.54% (excluding managerial personnel) 24.21% (including managerial personnel) This is based on Remuneration Policy of the Company that rewards people based on their contribution to the success of the company and to ensure that the salaries are competitive to the peers in each geography that we operate in.		
(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.			

Note: Remuneration excludes the value of perquisites.

For and on behalf of the Board

Sd/-
Alfonso Martinez Fernandez
CEO & Managing Director
DIN: 10902446

Sd/-
Sampath Ravinarayanan
Chairman & Non-Executive Director
DIN: 00208793

Place: Bengaluru
Date: May 26, 2025

ANNEXURE - VII

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

The Company is a Service Industry and therefore Company's policy strives to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company.

In terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations as amended from time to time, the Nomination and Remuneration Committee has formulated this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management (if any) and the same is approved by the Board of Directors.

OBJECTIVE:

- To identify persons who are qualified to become Directors (Executive, Non Executive and Independent) and persons who may be appointed in Senior Management and Key Managerial positions, in accordance with the criteria laid down
- Formulating Policy for remuneration for the Directors / KMPs and SMPs
- To specify the manner for effective evaluation of performance of Board, its committees and individual Directors as well as Key Managerial and Senior Management Personnel and review its implementation and compliance.
- Recommending appointment and removal of Directors, KMPs and SMPs to devise a policy on diversity of board of directors.

In order to achieve the aforesaid objectives the following policy has been originally formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on June 23, 2014 with first revision adopted on September 9, 2014 and second revision adopted on June 27, 2020.

EFFECTIVE DATE:

The original policy is effective from April 01, 2014. Any revision to the same shall be effective from the date of its adoption by the Board.

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee shall comprise such Directors as approved by the Board of Directors. The Board has the power to reconstitute the NRC in conformity with the applicable statutory requirements.

APPLICABILITY:

The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel (if any)

GENERAL

- This Policy is divided in three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and remuneration, PART – C covers proceedings of the Committee meetings.
- The key features of this Company's policy shall be included in the Board's Report.

PART – A

MATTERS TO BE DEALT WITH AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and Independence of a Director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down.
- Recommend to the Board, appointment of Director, KMP and Senior Management Personnel.
- Performance Evaluation of each Director KMP and Senior Management Personnel for the purpose of appraisal or removal/ replacement.
- Policy for Remuneration for Director, KMP and Senior Management Personnel.
- Monitor the Board Diversity and balanced Board
- Succession planning- recommends to the Board from time to time on long term succession plan and also contingency plan in case of exigencies, relating to both Board as well as Executive management.
- Retirement policy- The retirement age of the Directors is fixed by the Board of Directors in consultation with the Nomination & Remuneration Committee.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL & REMUNERATION OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Policy for appointment and removal & remuneration of Directors, KMPs & SMPs:

1. The Committee shall identify and ascertain the qualification, expertise, attributes and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board members.
2. For Recommending any person as Executive Director the Committee shall take into consideration the provisions of the Companies Act, 2013 read together with the Rules prescribed there under and Schedule V.
3. For recommending any person as Non Executive Director/ Independent Director the Committee shall take into consideration the provisions of the Companies Act, 2013 read together with the Rules prescribed there under and Schedule IV along with the criteria for independence defined under SEBI Listing Regulations.
    - The Committee shall carry out evaluation of performance of Board, its Committees, every Director, KMP and Senior Management Personnel at regular interval (yearly).
    - Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations or on the basis of performance evaluation, the Committee may recommend, to the Board with reasons recorded in writing, removal / replacement of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.
    - The Non Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof or commission as per Companies Act, 2013. Provided that the amount of such sitting fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. Such director may be paid remuneration either by way of a monthly payment or at specified percentage of the net profits of the company or partly by one way and partly by the other.
    - An Independent Director shall not be entitled to any stock option of the Company.
    - Remuneration to other employees would be as per the company policy as revised from time to time, and approved by CEO in consultation with Head HR.

PART – C

COMMITTEE PROCEEDINGS

- The Chairman of the Committee will report to the Board (at the next Board meeting) on the proceedings of each Committee meeting, bringing forward all Committee recommendations requiring Board approval.
- The Secretary will: (a) in conjunction with the Chairman of the Committee, settle agendas for and arrange meetings of the Committee so as to ensure timely coverage of all the Committee's business; (b) distribute agendas and supporting papers to Committee members sufficiently far in advance of scheduled meetings to permit adequate preparation; (c) keep and distribute minutes of each meeting to Committee members; and (d) circulate copies of the minutes to the remaining Board members upon request.
- The Committee shall meet at least once a year.
- The quorum for a meeting of the Committee will be a majority of the members and include at least one Independent Director.

ANNEXURE - VIII

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2025

[Pursuant to Section 204(1) of The Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
AXISCADES TECHNOLOGIES LIMITED
CIN: L72200KA1990PLC084435
Block C Second Floor Kirloskar Business Park,
Bengaluru, Karnataka, India, 560024.

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

Based on our verification of 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 on 31st March 2025, 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 on 31st March 2025 according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the Rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. 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;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

   b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable;

   g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client - Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;

   h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review;

   i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable as the Company has not done any buyback of its securities during the financial year under review.

vi. The Company has identified the following laws as specifically applicable to the Company:

   1. Software Technology Parks of India its Rules and Regulations

   2. The Indian Copyright Act, 1957

   3. The Patents Act, 1970;

   4. The Trademarks Act, 1999;

   5. The Information Technology Act, 2000

   6. Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules/ Scheme thereunder;

Employees State Insurance Act, 1948 and Rules made thereunder;

7. The Payment of Bonus Act, 1965 & its Central Rules / concerned State Rules, if any;
8. The Payment of Gratuity Act, 1972 & its Central Rules / concerned State Rules, if any;
9. The Maternity Benefit Act, 1961 & its Rules;
10. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
11. The Goods and Services Tax, 2017;
12. The Income Tax Act, 1961

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that: -

i. The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the Composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

ii. Except in case of meetings being convened at a shorter notice, adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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;

iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes;

iv. We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

v. As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

We further report that: -

i. The Company at its Board Meeting held on 12th November, 2024, approved the issuance of 5,000 (Five Thousand) secured, unlisted, redeemable non-convertible debentures, each bearing a face value of INR 1,00,000/- (Indian Rupees One Lakh only) at par ("NCDs"), on a private placement basis, aggregating to INR 50,00,00,000 (Indian Rupees Fifty Crores only), for cash, to Investec Bank Plc and Emerging India Credit Opportunities Fund I ("Investors").

   The Board vide circular resolution dated 28th December 2024 allotted the said NCDs to the Investors as provided above.

ii. The shareholders of the Company, vide Special Resolution dated 15th December 2024 passed through postal ballot, approved the borrowing limits of the Company under Section 180(1)(c) upto ₹ 500 crores.

iii. The shareholders of the Company, vide Special Resolution dated 15th December 2024 passed through postal ballot, approved the creation of charge on the assets of the Company under Section 180(1)(a) not exceeding Rs. 500 crores.

For BMP & Co. LLP,
Company Secretaries

Sd/-
CS Biswajit Ghosh
Designated Partner
FCS No.: 8750 CP. No.: 8239
Peer Review Certificate No. 6387/2025
Firm Registration Number: L2017KR003200

UDIN:F008750G000437961

Place: Bengaluru
Date: 26th May, 2025

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

'Annexure A'

To,
The Members,
AXISCADES TECHNOLOGIES LIMITED
CIN: L72200KA1990PLC084435
Block C Second Floor Kirloskar Business Park,
Bengaluru, Karnataka, India, 560024.

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 processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
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.
7. We further report that, based on the information provided by the Company its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/Company Secretary/Managing Director & CEO, taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy.
8. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For BMP & Co. LLP,
Company Secretaries

Sd/-
CS Biswajit Ghosh
Designated Partner
FCS No.: 8750 CP. No.: 8239
Peer Review Certificate No. 6387/2025
Firm Registration Number: L2017KR003200

UDIN:F008750G000437961

Place: Bengaluru
Date: 26th May, 2025

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

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

To,
The Members,
AXISCADES AEROSPACE & TECHNOLOGIES PRIVATE LIMITED
CIN: U72900KA2001PTC028394
Plot No.14/15, 2nd Cross 2nd Main,
Electronic City, 1 Stage, Bangalore,
Bangalore, Karnataka, India, 560100.

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

Based on our verification of 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 on 31st March 2025, 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 on 31st March 2025 according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the Rules made thereunder

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder – To the extent applicable to an Unlisted Company which is wholly-owned subsidiary of a Listed Company;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. 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 – To the extent applicable;

v. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: To the extent applicable to an Unlisted Company which is wholly-owned subsidiary of a Listed Company;

vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client: Not Applicable;

vii. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: Not Applicable

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: To the extent applicable to an Unlisted Company which is wholly-owned subsidiary of a Listed Company;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not Applicable;

   d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable;

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not Applicable;

   f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: Not Applicable;

   g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable.

viii. The Company has identified the following laws as specifically applicable to the Company:

   1. Software Technology Parks of India its Rules and Regulations

   2. The Indian Copyright Act, 1957

   3. The Patents Act, 1970;

   4. The Trademarks Act, 1999;

   5. The Information Technology Act, 2000

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that: -

i. The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the Composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

ii. Except in case of meetings being convened at a shorter notice, adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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;

iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes;

iv. We further report that based on review of compliance mechanism established by the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

v. As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

We further report that: -

i. The members of the Company at their extra-ordinary general meeting held on 10th April, 2024 approved the alteration of Articles of Association of the Company for Omission of Clause 79-"The Seal" and adoption of new set of Articles of Association in alignment with Table F of Companies Act, 2013.

For BMP & Co. LLP,
Company Secretaries

Sd/-
CS Pramod SM
Partner
FCS No.: 7834 CP. No.: 13784
Peer Review Certificate No. 6387/2025
Firm Registration Number: L2017KR003200

UDIN: F007834G000423359

Place: Bengaluru
Date: 23rd May,2025

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

'Annexure A'

To,
The Members,
AXISCADES AEROSPACE & TECHNOLOGIES PRIVATE LIMITED
CIN: U72900KA2001PTC028394
Plot No.14/15, 2nd Cross 2nd Main,
Electronic City, 1 Stage, Bangalore,
Bangalore, Karnataka, India, 560100.

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 processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
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.
7. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy.
8. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For BMP & Co. LLP,
Company Secretaries

Sd/-
CS Pramod SM
Partner
FCS No.: 7834 CP. No.: 13784
Peer Review Certificate No. 6387/2025
Firm Registration Number: L2017KR003200

UDIN: F007834G000423359

Place: Bengaluru
Date: 23rd May,2025

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

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

To
The Members,
AXISCADES Aerospace Infrastructure Private Limited
Plot No. 14/15, 2nd Cross, 2nd Main, Electronic City
1 Stage, Bangalore South, Electronics City,
Bangalore, Karnataka, India, 560100

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AXISCADES Aerospace Infrastructure Private 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 **AXISCADES Aerospace Infrastructure Private Limited'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 the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 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 AXISCADES Aerospace Infrastructure Private Limited for the financial year ended on 31st March 2025 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.

iv. 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.

v. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.

vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

vii. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to AXISCADES Aerospace Infrastructure Private Limited as it is an unlisted company:

(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 (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021.

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

(f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

(g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

OTHER APPLICABLE LAWS:

(i) The Information Technology Act, 2000

(ii) Software Technology Parks of India its Rules and Regulations

(iii) The Indian Copyright Act, 1957

(iv) The Patents Act, 1970

(v) The Trademarks Act, 1999

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted. 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 was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in compliance with statutory requirements, 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minute book, and there was no dissenting members' view in any of the meetings.

We further report that 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 during the audit period:

1. There were no instances of:
   a) Public/Rights/Preferential issue of shares/debentures.
   b) Redemption / buy-back of securities.
   c) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
   d) Merger/amalgamation/reconstruction etc.
   e) Foreign Technical Collaborations

FOR S. CHAUHAN & ASSOCIATES.

Sd/-
SURENDER SINGH CHAUHAN

FCS No. - 10958
CP No. – 15640
UDIN: F010958G000425801

DATE: May 23, 2025
PLACE: MUMBAI

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

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

To
The Members,
ENERTEC CONTROLS LIMITED
Plot No.14/15, Electronic City,
Hosur Road,
Bengaluru 560029

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

Based on our verification of **ENERTEC CONTROLS LIMITED'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 the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 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 ENERTEC CONTROLS LIMITED for the financial year ended on 31st March, 2025 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.

iv. 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.

v. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.

vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

vii. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to Enertec Controls Limited as it is an unlisted company:

(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 (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021.

(f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

(g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(i) OTHER APPLICABLE LAWS:

i. The Information Technology Act, 2000

ii. Software Technology Parks of India its Rules and Regulations

iii. The Indian Copyright Act, 1957

iv. The Patents Act, 1970

v. The Trademarks Act, 1999

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted. 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 was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in compliance with statutory requirements, 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minute book, and there was no dissenting members' view in any of the meetings.

We further report that 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 during the audit period:

1. There were no instances of:
   a) Public/Rights/Preferential issue of shares/debentures.
   b) Redemption / buy-back of securities.
   c) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
   d) Merger/amalgamation/reconstruction etc.
   e) Foreign Technical Collaborations

FOR S. CHAUHAN & ASSOCIATES.

Sd/-
SURENDER SINGH CHAUHAN

FCS No. -10958
CP No. – 15640
UDIN: F010958G000425768

DATE: May 23, 2025
PLACE: MUMBAI

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 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,
MISTRAL SOLUTIONS PRIVATE LIMITED
CIN: U72200KA1999PTC025232
#60, Adarsh Regent100 Feet Ring Road, Domlur,
Bangalore., Karnataka, India, 560071.

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

Based on our verification of 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 on 31st March 2025, 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 on 31st March 2025 according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the Rules made thereunder

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder – To the extent applicable to an Unlisted Company which is subsidiary of a Listed Company;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. 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 – To the extent applicable;

v. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: To the extent applicable to an Unlisted Company which is subsidiary of a Listed Company;

vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client: Not Applicable;

vii. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: Not Applicable

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: To the extent applicable to an Unlisted Company which is subsidiary of a Listed Company;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not Applicable;

   d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable;

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not Applicable;

   f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: Not Applicable;

   g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable.

viii. The Company has identified the following laws as specifically applicable to the Company:

   1. Software Technology Parks of India its Rules and Regulations

   2. The Indian Copyright Act, 1957

   3. The Patents Act, 1970;

   4. The Trademarks Act, 1999;

   5. The Information Technology Act, 2000

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that: -

i. The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the Composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

ii. Except in case of meetings being convened at a shorter notice, adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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;

iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes;

iv. We further report that based on review of compliance mechanism established by the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

v. As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

For BMP & Co. LLP,
Company Secretaries

Sd/-
CS Biswajit Ghosh
Designated Partner
FCS No.: 8750 CP. No.: 8239
Peer Review Certificate No. 6387/2025
Firm Registration Number: L2017KR003200

UDIN: F008750G000438124

Place: Bengaluru
Date: 26th May 2025

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

'Annexure A'

To,
The Members,
MISTRAL SOLUTIONS PRIVATE LIMITED
CIN: U72200KA1999PTC025232
#60, Adarsh Regent100 Feet Ring Road, Domlur,
Bangalore., Karnataka, India, 560071.

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 processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
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.
7. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy.
8. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For BMP & Co. LLP,
Company Secretaries

Sd/-
CS Biswajit Ghosh
Designated Partner
FCS No.: 8750 CP. No.: 8239
Peer Review Certificate No. 6387/2025
Firm Registration Number: L2017KR003200

UDIN: F008750G000438124

Place: Bengaluru
Date: 26th May 2025

ANNEXURE - IX

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2024-2025

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY:

The Company recognizes its responsibility as an important stakeholder in the society and strives to work towards the betterment of the society constantly. With this objective, and on the recommendation of the CSR Committee, the Board of Directors have approved the CSR Policy.

The CSR activities of the Company mainly focus on the areas of Healthcare, Education, After school life skills and employment enhancing skills. The objective is to extend support to the deprived sections like underprivileged kids and differently abled people for their economic and social development.

2. COMPOSITION OF CSR COMMITTEE:

Pursuant to the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the CSR Committee is not required to be constituted if amount to be spent by a Company in a year does not exceed ₹ 50 lakhs. Currently, as the CSR liability for the Company is less than ₹ 50 lakhs, hence all functions for fulfilling CSR liability shall be carried out by the Board of Directors of the Company.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company - https://www.axiscades.com/ investor-relations.html

- CSR Committee of the Company was dissolved in terms of section 135(9) of the Companies Act, 2013 w.e.f. June 11, 2021.

https://axiscades.com/download/axiscades-csr-policy?wpdmdl=4148&refresh=6638b720759041714992928

4. Executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

Impact assessment is not applicable during the year.

5. (a) Average net profit of the company as per sub-section (5) of section 135.

The average net ~~profit~~/(loss) for the last three financial years ended is (₹ 829.40 lakhs) hence, not applicable.

(b) Two percent of average net profit of the company as per sub-section (5) section 135 – Nil

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years – Nil

(d) Amount required to be set off for the financial year, if any – Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)] – Nil

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Nil

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Nil

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Nil

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (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
Nil	Nil	NA	Nil	Nil	NA

f) Excess amount for set off, if any – NA

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

7. Details of Unspent CSR amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (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 subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
Nil								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

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

For and on behalf of the Board of Directors

Sd/-
Alfonso Martinez Fernandez
CEO & Managing Director
DIN: 10902446

Sd/-
Sampath Ravinarayanan
Chairman & Non-Executive Director
DIN: 00208793

Place: Bengaluru
Date: May 26, 2025

ANNEXURE - X

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

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SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L72200KA1990PLC084435
2.	Name of the Listed Entity	AXISCADES Technologies Limited (hereafter referred to as "AXISCADES" or the "Company")
3.	Year of incorporation	1990
4.	Registered office address	Block C, Second Floor, Kirloskar Business Park, Bengaluru 560024
5.	Corporate address	Block C, Second Floor, Kirloskar Business Park, Bengaluru 560024
6.	E-mail	sustainability@axiscades.in
7.	Telephone	+91 80 4193 9000
8.	Website	https://axiscades.com/
9.	Financial year for which reporting is being done	FY 2024-25
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited and BSE Limited
11.	Paid-up Capital	Rs. 21,24,88,265
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms Sangeeta Tripathi Telephone: +91 80 4193 9000 email address: sustainability@axiscades.in
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosures under this report are made on a standalone basis
14.	Name of assurance provider	Not Applicable as it does not fall under the purview of Reasonable Assurance as per SEBI Guidelines
15.	Type of assurance obtained	Not Applicable

II. Product/Services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Technology services and solutions for Aerospace & Defence	AXISCADES delivers advanced engineering and technology solutions to top-tier OEMs and globally recognized brands across the aerospace, heavy engineering, automotive, and energy industries. It also supports the semiconductor sector with specialized programming tools, processors, memory solutions, and embedded engineering services. With a holistic portfolio, the company empowers clients to fast-track product innovation and meet critical business objectives on time and with precision.	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Technology services and solutions and strategic technology Solutions	620	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	NA	3	3
International	NA	13	13

KMP's includes CEO, CFO and CS

19. Markets served by the entity

a. Number of locations

Location	Number
National (No. of States)	3
International (No. of Countries)	7

b. What is the contribution of exports as a percentage of the total turnover of the entity?

75 %

IV. A brief on types of customers

AXISCADES serves a diverse portfolio of clients, including leading Aerospace and Defence OEMs, Tier 1 suppliers, government agencies, and Fortune 500 companies across the globe. With a distinguished track record spanning over 25 years, the company delivers end-to-end engineering and technology solutions that cover the entire product development lifecycle—from concept design and analysis to manufacturing support, system integration, and certification. Organizations engaged in both military and civilian aviation, as well as those developing unmanned aerial, ground, and underwater systems, consistently rely on AXISCADES for its deep domain expertise in mission-critical systems.

Employees

20. Details as at the end of financial year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
	EMPLOYEES					
1.	Permanent(D)	1689	1464	87%	225	13%
2.	Other than Permanent (E)	52	47	90%	5	10%
3.	**Total employees (D+E)**	**1741**	**1511**	**87%**	**230**	**13%**
	WORKERS					
4.	Permanent(F)					
5.	Other than Permanent (G)			Not applicable		
6.	**Total workers (F+G)**					

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent(D)	Nil	Nil	0%	Nil	0%
2.	Other than Permanent (E)	Nil	Nil	0%	Nil	0%
3.	**Total differently abled employees (D+E)**	Nil	Nil	0%	Nil	0%
	DIFFERENTLY ABLED WORKERS					
4.	Permanent(F)					
5.	Other than Permanent (G)			Not applicable		
6.	**Total differently abled workers (F+G)**					

21. Participation/Inclusion/Representation of women:

	Total (A)	Number and percentage of Females	
		No.(B)	%(B/A)
Board of Directors	7	1	14.29%
Key Management Personnel	3	1	33.33%

KMPs includes CEO, CFO and CS.

22. Turnover rate for permanent employees and workers:

(Disclose trends for the past 3 years)

	FY 2025			FY 2024			FY 2023		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	18.90%	2.50%	21.40%	15.25%	1.86%	17.24%	17%	2%	19%
Permanent Workers	Not applicable								

V. Holding, Subsidiary and Associate companies (including joint ventures)

23. a. Names of holding/ subsidiary/ associate companies/ joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Jupiter Capital Private Limited	Holding Company	59.49%	No. However, all the Company's subsidiaries share the vision and values and are responsible businesses.
2	AXISCADES Aerospace & Technologies Private Limited	Wholly Owned Subsidiary	100%	
3	AXISCADES Technology Canada Inc.	Wholly Owned Subsidiary	100%	
4	AXISCADES Inc.	Wholly Owned Subsidiary	100%	
5	Axis Mechanical Engineering Design (Wuxi) Co. Ltd	Wholly Owned Subsidiary	100%	
6	AXISCADES GmbH	Wholly Owned Subsidiary	100%	
7	Mistral Solutions Private Limited	Subsidiary Company	58.68% held by ACTL, 41.28% held by Explosoft	
8	Explosoft Tech Solutions Private Limited	Wholly Owned Subsidiary	100%	
9	Cades Studec Technologies (India) Private Limited	Subsidiary Company	76%	
10	Enertec Controls Limited	Step Down Subsidiary	51.84% shares are held by ACAT and 48.16% shares are held by AAIPL	
11	AXISCADES UK Ltd.	Step Down Subsidiary	100% shares held by AXISCADES Inc.	
12	Aero Electronics Pvt. Ltd.	Step Down Subsidiary	51% shares are held by Mistral Solutions Pvt. Ltd.	
13	Mistral Technologies Pvt Ltd.	Step Down Subsidiary	100% shares held by Mistral Solutions Pvt. Ltd.	
14	Mistral Solutions Inc.	Step Down Subsidiary	100% shares held by Mistral Solutions Pvt. Ltd.	
15	AXISCADES Aerospace Infrastructure Private Limited	Step Down Subsidiary	100% shares are held by ACAT	
16	add solution GmbH	Step Down Subsidiary	100% shares held by AXISCADES GmbH	
17	Epcogen Private Limited	Wholly Owned Subsidiary	100%	

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes

(ii) Turnover (in Rs.) 3,979,805,000

(iii) Net worth (in Rs.) 3,924,479,000

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-2025			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	https://axiscades.com/contact-us	Nil	Nil		Nil	Nil	-
Investors (other than shareholders)	https://axiscades.com/investor-relation	Nil	Nil		Nil	Nil	-
Shareholders	https://axiscades.com/investor-relation	Nil	Nil	-	Nil	Nil	-
Employees and workers	https://axiscades.com/investor-relation	Nil	Nil		2	Nil	-
Customers	https://axiscades.com/contact-us	Nil	Nil		Nil	Nil	-
Value Chain Partners	https://axiscades.com/contact-us	Nil	Nil		Nil	Nil	-

26. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Data Privacy and Cyber Security	R & O	Given the Company's handling of sensitive client information and proprietary technologies, breaches could lead to significant financial losses, legal repercussions, and damage to reputation, undermining client trust and competitive advantage in the highly regulated aerospace, defence, and automotive sectors	AXISCADES' information systems and cybersecurity infrastructure have been validated by industry-recognized certifications, including ISO 27001 and TISAX, alongside regular internal and external audits. The company employs a multi-dimensional strategy to address cybersecurity risks, investing in the latest technology, building employee awareness, reviewing data protection policies, and implementing robust incident response processes. Cyber insurance covers various breaches and cyber events. The Company believes that a resilient and reliable technology landscape benefits both the company and its customers by safeguarding data, ensuring system availability, and mitigating risks from increased device connectivity. TISAX certification provides additional assurance on data protection and third-party connections.	Positive – Reduced financial costs on account of robust systems to control data breaches and cyber-attacks. Negative – Data breaches or cyber attacks could cause significant business losses and disruption in delivering services to the customers.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Energy & Emission Management	R & O	Energy and GHG management pose significant risks for the Company. Technologies due to increasing regulatory pressures and stakeholder expectations for sustainable practices. Inefficient energy use and high greenhouse gas emissions can lead to financial penalties, reputational damage, and reduced competitiveness, impacting long-term business viability and client relationships	The Company is committed to combating climate change by continually improving its environmental performance, focusing on efficient water use and waste management. Certified with ISO 14001, the international standard for Environmental Management Systems, AXISCADES proactively minimizes its environmental footprint and adheres to legal requirements. The Company's energy consumption, primarily from IT infrastructure, is being optimized by replacing conventional systems with energy-efficient alternatives, reducing carbon emissions and enhancing service quality for customers	Positive – Reduced energy costs on account of efficient utilization of energy resources. Negative - Any drastic climate change developments can impact the businesses of our customers as well as directly / indirectly impact the Company plans
3	Business Ethics, and Corporate Governance	R	Ethics and governance are critical risks for AXISCADES Technologies as lapses can lead to legal issues, financial losses, and reputational damage. Ensuring strong ethical practices and robust governance is essential to maintain stakeholder trust, comply with regulations, and sustain long-term business success in a competitive market	AXISCADES has implemented an Enterprise Risk Management Framework that encompasses the principles of continuous risk monitoring through internal and external audits, addressing risks through adequate timely measures in the form of policies and procedures with a defined governance model that ensures accountability. Employee code of conduct is implemented and is re-enforced through periodic training. In addition, anti-corruption and anti-bribery policies are implemented.	Negative – Non adherence to regulatory compliance requirements may lead to penalties and reputational damage.
4.	Employee well-being, Health, and Safety	R & O	Focusing on employee well-being is not only a moral and ethical responsibility but also a strategic imperative for us. It leads to a more productive, engaged, and loyal workforce, while also mitigating various risks associated with poor employee health and satisfaction. Investing in employee well-being programs and creating a supportive work environment can yield significant long-term benefits for both employees and the organization	AXISCADES is focused on employee well-being. We have invested in employee health programs that provide free online consultation with doctor for self and family, we also offer EAP for addressing mental health. Besides the above, we have educational webinars on topics relevant to employee health. Employee meal program and has implemented a robust grievance redressal mechanism	Positive – Increased employee productivity Negative – Increased attrition rates and related talent acquisition costs

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Talent Management	R & O	Effective talent management mitigates the risk of skill shortages and high turnover, ensuring project continuity and innovation. Investing in employee development and retention enhances organizational capability, attracts top talent, and drives long-term competitive advantage and business growth.	AXISCADES' dedicated Talent Acquisition team ensures world class service delivery by strategically partnering with leading educational institutions to meet project-specific hiring needs efficiently. The company prioritizes employee engagement through comprehensive upskilling programs, rewards and recognition schemes, and a strong focus on employee well-being across its global workforce.	Positive - Reduced operational costs due to increased employee productivity Negative – Increased attrition rates and related talent acquisition costs
6	Diversity, Equity and Inclusion (DEI)	O	Embracing DEI fosters innovation, enhances employee engagement, and improves problem solving by leveraging diverse perspectives. It strengthens the company's reputation, attracts top talent, and drives business growth by creating a more dynamic and inclusive workplace culture.		Positive – Improved work culture leading to reduced attrition costs and increased employee engagement

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1. a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b.	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c.	Web Link of the Policies, if available.	https://AXISCADES.com/investor-relation								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The national and international codes/certifications/labels/ standards are as follows: o ISO 14001: 2015 o AS 9100D o TISAX, Level 2 o ISO 9100: 2015 o ISO14001: 2015								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	1. Adherence to the regulatory compliance requirements. 2. Minimise energy consumption - 5% reduction from the previous year.								

6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	AXISCADES remained fully compliant with all regulatory requirements. In FY 2024–25, energy consumption rose as the company resumed on-site operations, brought employees back to office premises, and introduced multiple work shifts leading to increased electricity usage at its facilities.
Governance, leadership and oversight		
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements ***(listed entity has flexibility regarding the placement of this disclosure)***	
	Kindly refer to section – ESG Integration at AXISCADES, which is part of Annual Report on page no 36 & 37	
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	CEO & Managing Director
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the Managing Director oversees sustainability-related decisions, guided by the Risk Management Committee of the Board of Directors.

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other-please specify								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Director									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Director									Annually								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No) Yes, NVT Quality Certification International conducted an assessment of the policies.

P1	P2	P3	P4	P5	P6	P7	P8	P9
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPAL WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	On-going- Multiple trainings throughout the year	- Macro-economic environment and industry developments, as and when necessary. - Business overview, operations, financial statements and other material updates. - Strategic investments and outlook - Regulatory updates in the areas of Companies Act, Listing Regulations and other related laws. These matters are regularly discussed and deliberated upon in Board meetings and Board's Committee meetings.	100%
Key Managerial Personnel	On-going- Multiple trainings throughout the year	- Cyber security and Data privacy - Regulatory updates in the areas of Companies Act, Listing Regulations and other related laws.	100%
Employees other than BoD and KMPs	16	Integrity, Ethics, accountability (as part of Induction for all employees) Environment (as part of our EMS orientation & ESG orientation) POSH, fairness, mutual respect, well-being, inclusiveness (as part of induction + mandatory training) Value to customers & stakeholders (as part of induction) Safety : as part of Safety awareness & orientation sessions	63%
Workers	NA	NA	-

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	-	Nil	Nil	-
Settlement	Nil	-	Nil	Nil	-
Compounding fee	Nil	-	Nil	Nil	-
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	Nil	-	Nil	-	
Punishment	Nil	-	Nil	-	

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

AXISCADES is committed to upholding the highest standards of integrity through its comprehensive Anti-Corruption Policy, available on the Company's intranet. Employees and their associates are strictly prohibited from accepting personal payments from suppliers, contractors, or other third parties. It also forbids receiving gifts or favours that could impair objective judgment, regardless of their financial value. Additionally, the policy covers fraudulent conduct such as theft, forgery, and the personal misuse of company resources. AXISCADES enforces strict procedures for reporting and investigating potential violations, with disciplinary measures including termination applied where necessary. This reflects the organization's dedication to ethical behavior, transparency, and a culture of accountability. The web-link of the policy: https://axiscades.com/download/anti-corruption-policy?wpdmdl=4141&refresh=68b55c41503271756716097

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2025	FY 2024
Directors	None	None
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY 2025		FY 2024	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	NA	Nil	NA

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2025	FY 2024
Number of days of accounts payables	96	93

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics		FY 2025	FY 2024
Concentration of Purchases	a.	Purchases from trading houses as % of total purchases	Nil	Nil
	b.	Number of trading houses where purchases are made from	Nil	Nil
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil
Concentration of Sales	a.	Sales to dealers/ distributors as % of total sales	Nil	Nil
	b.	Number of dealers distributors to whom sales are made	Nil	Nil
	c.	Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	Nil	Nil
Share of RPTs in	a.	Purchases (Purchases with related parties/ Total Purchases)	25.04%	7.40%
	b.	Sales (Sales to related parties/ Total Sales)	12.96%	14.86%
	c.	Loans & advances (Loans & advances given to related parties / Total loans & advances)	67.5%	53.85%
	d.	Investments (Investments in related parties/ Total Investments made)	100.00%	100.00%

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
The Company has not conducted any awareness programmes for its value chain partners in the current year, however shall look to do so in the forthcoming reporting periods.		

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No). If yes, provide details of the same.

AXISCADES has a structured framework to manage conflicts of interest at the Board level, built on transparency, accountability, and ethical governance. Board members are required to promptly disclose any potential conflicts, which are reviewed to ensure they do not influence decisions. Members recuse themselves from discussions where conflicts exist, maintaining impartiality. Regular assessments and a strong culture of ethics, aligned with legal and governance standards, reinforce the integrity of Board operations.

PRINCIPLE 2: Business should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2025	FY 2024	Details of improvements in environmental and social impacts
R&D	Nil	Nil	NA
Capex	Nil	Nil	NA

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) Yes

b. If yes, what percentage of inputs were sourced sustainably?

100% of our procurement is sourced from value chain partners committed to sustainability, as the Company does not undertake any manufacturing activities. Sustainability requirements and terms are clearly communicated through purchase orders to ensure alignment with our responsible sourcing practices.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

(a) Plastics (including packaging)

(b) E-waste

(c) Hazardous waste and

(d) other waste.

As an IT services company, AXISCADES does not produce physical goods that require end-of-life recovery. However, it remains firmly committed to responsible waste management. The company partners with certified vendors to ensure all waste is recycled or disposed of in an environmentally sound manner, underscoring its dedication to sustainability and compliance with relevant regulations.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Not Applicable owing to the nature of business.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link.
The said metric is not applicable to AXISCADES, owing to the nature of business					

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product/Service	Description of the risk/concern	Action Taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2025	FY 2024
This disclosure is not applicable to AXISCADES, owing to the nature of business		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2025			FY 2024		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	Nil	Not Applicable owing to the nature of business		
E-waste	Nil	Nil	Nil			
Hazardous waste	Nil	Nil	Nil			
Other waste	Nil	Nil	Nil			

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not Applicable; owing to the nature of the business	

PRINCIPLE 3: Business should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A	Number (C)	% (C / A)	Number (D	% (D / A	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	1464	1464	100%	1464	100%	NA	NA	1464	100%	0	0%
Female	225	225	100%	225	100%	225	100%	NA	NA	0	0%
Total	1689	1689	100%	1689	100%	225	0	1464	100%	0	0%
Other than Permanent employees											
Male	47	7	15%	0	0%	0	0%	0	0%	0	0%
Female	5	1	20%	0	0%	0	0%	0	0%	0	0%
Total	52	8	15%	0	0%	0	0%	0	0%	0	0%

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A	Number (C)	% (C / A)	Number (D	% (D / A	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male											
Female					Not Applicable						
Total											
Other than Permanent workers											
Male											
Female					Not Applicable						
Total											

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format-

	FY 2025	FY 2024
Cost incurred on well-being measures as a % of total revenue of the company	1.31%	1.43%

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	FY 2025			FY 2024		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	YES	100%	NA	Yes
Gratuity	100%	NA	NA	100%	NA	NA
ESI	0%	0%	NA	0%	0%	NA
Others – please specify	NA	NA	NA	NA	NA	NA

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

AXISCADES ensures full compliance with the Rights of Persons with Disabilities Act, 2016, across all its offices, reinforcing its commitment to an inclusive work environment. Accessibility features such as wheelchair ramps and personalized assistance are in place to support employees and visitors with disabilities. These initiatives reflect the company's focus on creating an equitable workspace where everyone can access facilities and healthcare services without barriers.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes. The policy is accessible at the link - https://axiscades.com/investor-relation

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	Not applicable	
Female	100%	91%		
Total	100%	96%		

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Not Applicable
Other than Permanent Workers	
Permanent Employees	Yes, AXISCADES has established a clear and accessible grievance redressal mechanism, supported by a digital platform built on Power Apps. This mechanism enables employees to confidently raise concerns and track their resolution through a structured and transparent process. By fostering timely feedback and accountability, it promotes a culture of openness and continuous improvement, enhancing employee morale and organizational effectiveness.
Other than Permanent Employees	

7. **Membership of employees and workers in association(s) or Unions recognised by the listed entity:**

Category	FY 2025			FY 2024		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees						
Male	1464	0	0%	1,622	0	0.00%
Female	225	0	0%	244	0	0.00%
Total Permanent Workers						
Male	Not applicable			Not applicable		
Female						

8. Details of training given to employees and workers:

Category	FY 2025					FY 2024				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	1464	328	22%	1339	91%	1622	774	47.72%	1,364	84.09%
Female	225	56	25%	182	81%	244	125	51.23%	195	79.92%
Total	**1689**	**384**	**23%**	**1521**	**90%**	1,866	899	48.18%	1,559	83.55%
Workers										
Male	Not applicable					Not applicable				
Female										
Total										

9. Details of performance and career development reviews of employees and worker:

Category	FY 2025			FY 2024		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	1464	1464	100%	1622	1316	81.13
Female	225	225	100%	244	191	78.28
Total	1689	1689	100%	1,866	1,507	80.76
Workers						
Male	Not applicable					
Female						
Total						

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such a system?

AXISCADES has implemented a comprehensive Occupational Health and Safety (OHS) management system across its offices, underscoring its commitment to a safe and healthy work environment. The company conducts regular assessments and procedures to ensure the quality and safety of its facilities, including testing of water, food, and air quality, monitoring levels, maintaining fire extinguishers and smoke detectors, and organizing fire drill training sessions. Additionally, routine cleaning of AC ducts is carried out to maintain optimal indoor air quality, reflecting the company's proactive approach to employee well-being and workplace safety.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

AXISCADES follows a structured and proactive approach to hazard identification and mitigation across its operations. A robust preventive maintenance schedule is in place, including quarterly inspections and annual assessments of transformers and electrical panels, along with monthly checks to ensure fire extinguishers are fully functional. Access to restricted areas such as electrical, UPS, and AC rooms is strictly controlled. The company also conducts regular inspections, internal audits, management reviews, and mock drills as part of its ongoing risk monitoring efforts. Identified hazards are promptly addressed through comprehensive mitigation plans and controls, reflecting AXISCADES' strong commitment to a safe and secure workplace.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has established robust mechanisms to encourage employees to promptly report any work-related hazards they observe.

d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the Company has partnered with third-party service providers to offer general medical and healthcare consultations for employees, supporting their overall health and well-being.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2025	FY 2024
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	NA	NA
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	NA	NA
No. of fatalities	Employees	Nil	Nil
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	NA	NA

**Including in the contract workforce*

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

AXISCADES places the highest importance on maintaining a safe and healthy workplace. This commitment is reflected in its proactive approach, which includes strict adherence to safety regulations, regular hazard identification and mitigation, and comprehensive employee training on safety procedures. The company also promotes a culture of transparency and engagement by encouraging employees to report safety concerns and participate in related initiatives. Through these efforts, AXISCADES fosters a secure, supportive work environment that empowers employees to perform effectively while ensuring operational excellence.

13. Number of Complaints on the following made by employees and workers:

	FY 2025			FY 2024		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. Assessment for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

No significant risks/ concerns were noted as part of the assessments conducted.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers(Y/N).

(A) Employees - Yes

(B) Workers - Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

AXISCADES ensures that the value chain partners timely deduct deposits of the applicable statutory dues.

3. **Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025	FY 2024	FY 2025	FY 2024
Employees	Nil	Nil	Nil	Nil
Workers	Not Applicable as AxisCades does not employ workers			

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

   Yes

5. **Details on assessment of value chain partners:**

% of value chain partners (by value of business done with such partners) that were assessed	
Health and safety practices	NA
Working Conditions	NA

6. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

   Not Applicable

PRINCIPLE 4: Business should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

At AXISCADES, stakeholder identification is a structured, ongoing process aligned with our strategic goals and commitment to responsible business. We begin by mapping all entities impacted by our operations employees, investors, suppliers, regulators, Government authorities and communities. Through internal consultations, feedback channels, and engagement forums, we assess each group's influence and dependence on the organization.

Engagements like materiality assessments, surveys, and direct interactions, helps to meet stakeholder expectations and concerns. These insights help us prioritize efforts, ensuring they support business sustainability, compliance, and long-term value creation.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors and shareholders	No	Annual report Quarterly report Media Website	As and when required	Growth and profitability Operational efficiency Future expansion strategies
Suppliers	No	Email Communication, Supplier location visits, Annual Report	As and when required	Stronger partnerships, Fair business practices, Governance
Customers	No	Annual report, Customer satisfaction surveys, Customer experience centres	As and when required	Better services, Competitive pricing and product quality, Optimizing environmental performance
Employees	No	Transparent performance management systems, Skill development, career development and welfare initiatives	As and when required	Ethical practices, Employee safety and well-being, Work life balance and career growth
Regulators/ Government Authorities	No	Interactions as and when required, Regulatory compliance reporting, Industry bodies memberships, Stock Exchange filings, Annual Reports, Quarterly Reports, Media, Website	As and when required	Transparency and ethics, Regulatory compliance, Timely and transparent reporting

Leadership Indicator

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

At AXISCADES, the Chief Risk Officer (CRO) maintains regular and structured engagement with the Senior Management team, including the Managing Director and Chief Financial Officer, to discuss on key Environmental, Social, and Governance (ESG) matters. These discussions are integral to embedding ESG considerations within the broader risk management framework. The Risk Management Committee (RMC) of the Board is periodically apprised of the progress on ESG initiatives, ensuring oversight and alignment with the company's strategic objectives. This engagement framework is governed by adequate protocols around frequency, responsibility, and outcome reporting, incorporating stakeholder feedback to support informed decision-making at the Board level.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes. At AXISCADES, stakeholder consultation plays a key role in identifying and managing environmental and social topics. Inputs from stakeholders including employees, suppliers, community members, and regulatory bodies are gathered through surveys, feedback sessions, and other engagement forums. These insights have directly influenced the company's sustainability strategy, such as prioritizing energy-efficient operations, enhancing workplace health and safety measures, and strengthening community development programs. For instance employee inputs have shaped policies around workplace inclusivity and well-being. This collaborative approach ensures that AXISCADES' policies and actions remain responsible, and aligned with stakeholder expectations.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   AXISCADES engages with vulnerable and marginalized stakeholder groups through its social initiatives aimed at promoting inclusion and well-being. Efforts are focused on areas such as education and skill development, with actions shaped by community needs and feedback. By working closely with implementation partners the company ensures that its interventions are relevant, impactful, and aligned with its broader commitment to equitable and sustainable development.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2025			FY 2024		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
			Employees			
Permanent	1689	590	35%	1866	766	41.05%
Other than permanent	52	42	81%	133	133	100%
Total Employees	**1741**	**632**	**36%**	1999	899	44.97%
			Workers			
Permanent	Not applicable			Not applicable		
Other than permanent						
Total Workers						

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2025					FY 2024				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
					Employees					
Permanent	1689	0	0%	1689	100%	1866	0	0%	1866	100%
Male	1464	0	0%	1464	100%	1622	0	0%	1622	100%
Female	225	0	0%	225	100%	244	0	0%	244	100%
Other	0	0	0%	0	0%	0	0	0%	0	0%
Other than Permanent	52	0	0%	52	100%	133	0	0%	133	100%
Male	47	0	0%	47	100%	117	0	0%	117	100%
Female	5	0	0%	5	100%	16	0	0%	16	100%
Other	0	0	0%	0	0%	0	0	0%	0	0%
					Workers					
Permanent	Not applicable					Not applicable				
Male										
Female										
Other										
Other than Permanent										
Male										
Female										
Other										

3. Details of remuneration/ salary/ wages, in the following format:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	10	15,50,018	1	23,91,217
Key Managerial Personnel	3	3,15,61,284	1	22,47,672
Employees other than BoD and KMP	1501	7,00,000	224	5,04,300
Workers	NA	NA	NA	NA

For the calculation of Median remuneration all the Board of Directors and KMP's who held the office are considered

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025	FY 2024
Gross wages paid to females as % of total wages	10.38%	10.44%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes; At AXISCADES, Human Resource Business Partners (HRBPs) serve as the designated focal points for addressing human rights impacts or issues arising from or contributed to by the business. They are responsible for identifying, managing, and resolving concerns related to human rights and behavioural conduct, ensuring all actions are in line with the company's policies, ethical standards, and core values.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

AXISCADES prioritizes a safe, respectful, and inclusive workplace for all. In line with this commitment, the Company promotes an open-door culture that encourages employees to raise concerns related to human rights or workplace conduct without fear of retaliation.

Employee concerns are addressed through well-established internal protocols led by the Human Resources team. These mechanisms ensure that all issues are managed promptly, fairly, and confidentially, in alignment with the Company's core values, ethical standards, and code of conduct.

6. Number of Complaints on the following made by employees and workers:

	FY 2025			FY 2024		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	NA	-	Nil	NA	-
Discrimination at workplace	Nil	NA	-	Nil	NA	-
Child Labour	Nil	NA	-	Nil	NA	-
Forced Labour/Involuntary Labour	Nil	NA	-	Nil	NA	-
Wages	Nil	NA	-	Nil	NA	-
Other human rights related issues	Nil	NA	-	Nil	NA	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2025	FY 2024
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	0%	0%
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

At AXISCADES, safeguarding the rights and dignity of every employee is a priority. In cases of discrimination and harassment, strict measures are in place to prevent any adverse consequences to individuals who raise concerns or file complaints. The Company ensures confidentiality throughout the process and protects complainants, witnesses, and those involved in good faith from any form of retaliation. Investigations are conducted impartially, and any retaliatory actions are treated as serious violations, subject to disciplinary action.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes; human rights requirements form part of business agreements and contracts.

10. Assessment for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others-please specify	100%

11. Provide details of any corrective actions taken or underway to address significant risks/ concerning arising from the assessments at Question 10 above.

None

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.

At AXISCADES, feedback on human rights-related concerns has positively contributed to strengthening our internal communication and awareness processes. In response to employee inputs, we introduced focused sensitization sessions on workplace conduct, diversity, and inclusion. These sessions are integrated into onboarding and ongoing training programs to reinforce respectful behavior, prevent misconduct, and promote a culture of accountability across all levels of the organization.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

AXISCADES is committed to enhancing its human rights practices. As part of our forward-looking approach, we plan to undertake comprehensive due diligence in the coming years to assess potential human rights risks across operations and the supply chain, focusing on labour practices, workplace safety, and ethical conduct.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

AXISCADES is committed to creating an inclusive and accessible environment. The Company strives to ensure that its premises are aligned with the accessibility requirements under the Rights of Persons with Disabilities Act, 2016. Continuous and consistent efforts are being made to upgrade our physical infrastructure and facilities to better support differently abled visitors and employees, reaffirming our commitment to inclusivity, equal access, and dignity for all.

4. Details on assessment of value chain partners:

% of value chain partners (by value of business done with such partners) that were assessed	
Child labour	Not Applicable
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others-please specify	

5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Unit	FY 25	FY 24
From renewable sources			
Total electricity consumption (A)	**GJ**	Nil	Nil
Total fuel consumption (B)	**GJ**	Nil	Nil
Energy consumption through other sources (C)		Nil	Nil
Total energy consumed from renewable sources (A+B+C)	**GJ**	Nil	Nil
From non-renewable sources			
Total electricity consumption (D)	**GJ**	8549.19	7,555.84
Total fuel consumption (E)	**GJ**	1285.54	1499.21*
Energy consumption through other sources (F)	**GJ**	_	-
Total energy consumed from non-renewable sources (D+E+F)	**GJ**	9834.73	9055.05*
Total energy consumed (A+B+C+D+E+F)	**GJ**	**9834.73**	9055.05*
Energy intensity per lakh rupee of turnover (Total energy consumption/ turnover in rupees)		0.25	0.26*
Energy intensity per lakh rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/ Revenue from operations adjusted for PPP)		5.11	4.47*
Energy intensity in terms of physical output		_	-
Energy intensity *(in terms of full time employees)*- the relevant metric may be selected by the entity		5.65	4.53*

**Last year's data has been restated to streamline the calculation approach*

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, the entity doesn't have any sites/facilities identified as designated consumers for the PAT scheme

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025	FY 2024
Water withdrawal by source (in kilolitres)		
(i) Surface Water	Nil	Nil
(ii) Ground Water	13,302	5,546
(iii) Third Party Water	510	309
(iv) Seawater / desalinated water	_	-
(v) Others	_	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	13,812	5,855
Total volume of water consumption (in kilolitres)	13,812	5,855
Water intensity per lakh rupee of turnover (Total Water consumption / Revenue from operations)	0.35	0.17
Water intensity per lakh rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP)	7.17	3.79
Water intensity in terms of physical output	-	-
Water intensity (in terms of full time employees) – the relevant metric may be selected by the entity	7.93	2.92

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Provide the following details related to water discharged:

Parameter		FY 2025	FY 2024
Water discharge by destination and level of treatment (in kilolitres)			
i)	To surface water	Nil	Nil
	- No treatment	Nil	Nil
	- With treatment-please specify level of treatment	Nil	Nil
ii)	To Groundwater	Nil	Nil
	- No treatment	Nil	Nil
	- With treatment-please specify level of treatment	Nil	Nil
iii)	To Seawater	Nil	Nil
	- No treatment	Nil	Nil
	- With treatment-please specify level of treatment	Nil	Nil
iv)	Sent to third-parties	Nil	Nil
	- No treatment	Nil	Nil
	- With treatment-please specify level of treatment	Nil	Nil
v)	Others	Nil	Nil
	- No treatment	Nil	Nil
	- With treatment-please specify level of treatment	Nil	Nil
Total water discharge (in kilolitres)		**Nil**	**Nil**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

AXISCADES ensures responsible wastewater management by treating and recycling water generated at its sites for non-potable applications such as sanitation and landscaping, promoting sustainable water use across operations.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2025	FY 2024
NOx	mg/nm3	123	47.87
Sox	mg/nm3	32	11.76
Particulate matter (PM)	mg/nm3	52.8	25.77
Persistent organic compounds (POP)	_	NA	NA
Volatile organic compounds (VOC)	_	NA	NA
Hazardous air pollutants (HAP)	_	NA	NA
Others-please specify	_	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025	FY 2024
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	98.02	104.19
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	1726.46	1,275.47
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		0.04	0.04
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.95	0.89
Total Scope 1 and Scope 2 emission intensity in terms of physical output		_	-
Total Scope 1 and Scope 2 emission intensity *(in terms of full time employees)* – the relevant metric may be selected by the entity		1.05	0.69

There is an increase in Scope 2 emissions due to change in source referred for emission factor from last year to this year. In the current year we have considered CEA (Tier 2 country/region specific emission factor) against last year's UNFCCC (Tier 1 global default emission factor) for better accuracy in emissions calculation.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes. AXISCADES has undertaken several initiatives aimed at reducing energy consumption and greenhouse gas (GHG) emissions as part of its commitment to environmental sustainability. Key measures include replacing conventional lighting with energy-efficient LED fixtures, promoting the use of power strips to minimize energy wastage from multiple devices, and repairing leaky faucets to conserve water and reduce associated energy use.

Additionally, the Company encourages energy-conscious behavior among employees, regularly monitors energy usage, and explores opportunities to integrate more sustainable practices across its operations. These efforts contribute to lowering the overall carbon footprint of AXISCADES.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025	FY 2024
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	Nil	Nil
E-waste **(B)**	Nil	Nil
Biomedical waste **(C)**	Nil	Nil
Construction and demolition waste **(D)**	Nil	Nil
Battery waste **(E)**	Nil	Nil
Radioactive waste **(F)**	Nil	Nil
Other Hazardous Waste. Please specify, if any. **(G)**	Nil	Nil
Other Non-hazardous waste generated **(H)**. Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0	44,925.09
Total (A+B + C + D + E + F + G + H)	**0**	44,925.04
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)		1.27
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0	29.11
Waste intensity in terms of physical output	_	-
Waste intensity (in terms of full time employees) – the relevant metric may be selected by the entity	0	22.47

Parameter		FY 2025	FY 2024
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)			
Category of waste			
i)	Recycled	Nil	Nil
ii)	Re-used	Nil	Nil
iii)	Other recovery operations	Nil	Nil
Total		Nil	Nil
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)			
Category of waste			
i)	Incineration	Nil	Nil
ii)	Landfilling	0	44,925.04
iii)	Other disposal operations	Nil	Nil
Total		0	44,925.04

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

At AXISCADES, waste management is guided by a commitment to environmental responsibility and regulatory compliance. The Company follows systematic waste segregation practices at its facilities, ensuring proper disposal of biodegradable, recyclable, and non-recyclable waste through authorized vendors. E-waste and other hazardous materials, where generated, are handled in accordance with applicable environmental norms to minimize impact.

As AXISCADES primarily operates in the engineering and technology services sector, the use of hazardous or toxic chemicals is minimal. Nevertheless, the Company emphasizes safe handling, storage, and disposal procedures, and actively seeks to reduce the use of such materials through process improvements and adoption of safer alternatives wherever feasible.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. no.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable; as none of our premises are located in ecologically sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No)	Relevant Web link
Not Applicable; AXISCADES shall be undertaking EIA of projects in the upcoming years.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, AXISCADES and its businesses are compliant with applicable environmental laws / regulations / guidelines in India.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable				

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility/ plant located in areas of water stress, provide the following information:

i) Name of the area

ii) Nature of operations

iii) Water withdrawal, consumption and discharge in the following format:

Parameter		FY 2025	FY 2024
Water withdrawal by source (in kilolitres)			
i)	Surface Water	NA	NA
ii)	Ground Water	NA	NA
iii)	Third Party Water	NA	NA
iv)	Seawater / desalinated water	NA	NA
v)	Others	NA	NA
Total volume of water withdrawal (in kilolitres)		NA	NA
Total volume of water consumption (in kilolitres)		NA	NA
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations)		**NA**	NA
Water intensity (optional) – the relevant metric may be selected by the entity		NA	**NA**
Water discharge by destination and level of treatment (in kilolitres)			
i)	**Into Surface water**	NA	NA
	- No treatment	NA	NA
	- With treatment – please specify level of treatment	NA	NA
ii)	Into Groundwater	NA	NA
	- No treatment	NA	NA
	- With treatment – please specify level of treatment	NA	NA
iii)	Into Seawater	NA	NA
	- No treatment	NA	NA
	- With treatment – please specify level of treatment	NA	NA
iv)	Sent to third-parties	NA	NA
	- No treatment	NA	NA
	- With treatment – please specify level of treatment	NA	NA
v)	Others	NA	NA
	- No treatment	NA	NA
	- With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)		**NA**	**NA**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2025	FY 2024
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	*Metric tonnes of CO2 equivalent*	254.69	303.13
Total Scope 3 emissions per rupee of turnover		0.006	0.008
Total Scope 3 emission intensity *(optional)* – the relevant metric may be selected by the entity		0.15	0.15

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Our campuses are built on government-approved land in industrial zones and do not fall within or adjacent to protected areas or high-biodiversity areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Identification and Evaluation of Environmental Aspects	• Awareness programs, mailers, signboards wherever possible • Use power strips for multiple gadgets. • Unplug unused electronics. • Replacing plastic cups with Ceramic cups • Replacing Water Bottles in office by installing water filters in key points. • Paper Usage minimized and replaces with digital copies. • Tissue paper replaced with Hand Rolled sheets • Induction programmes awareness on natural resource conservation and initiative undertaken by AxisCades	Increased awareness on the conscious saving of electricity consumption.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, AXISCADES has implemented a comprehensive Business Continuity and Disaster Management Plan to ensure operational resilience and minimize disruptions. The plan is designed to safeguard employees, assets, and critical business functions during unforeseen events. It encompasses proactive risk identification, response strategies, and recovery protocols to ensure continuity of services across all operations. With a strong emphasis on preparedness and stakeholder well-being, AXISCADES regularly reviews and updates its plan to align with emerging risks and best practices, reinforcing its commitment to business sustainability and organizational resilience.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Not Applicable

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Not Applicable

8. How many Green Credits have been generated or procured:

a. By the listed entity

b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners.

- There were no green credits generated or procured during the current reporting period.

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.

5

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	NASSCOM	National
2	Society of Indian Aerospace Technologies and Industries (SIATI)	National
3	Hanseatic Engineering & Consulting Association e.V. (HECAS)	International
4	Hamburg Aviation Membership	International
5	Manufacturers (SIDM)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
None		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in the public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
AXISCADES does not currently engage in direct public policy advocacy; however, the Company contributes meaningfully through its participation as a delegate in industry conferences and forums. This involvement enables AXISCADES to stay abreast of sectoral developments and collaborate with key stakeholders, strengthening its strategic perspective and industry presence.					

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable; as there were no projects that required Social Impact Assessment (SIA)					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

AXISCADES has established structured mechanisms to effectively receive, assess, and address community grievances. Community members can raise concerns through multiple accessible channels, including dedicated email IDs, helpline numbers, and in-person interactions during stakeholder engagement activities. All grievances are documented, reviewed, and addressed in a timely manner by a designated internal team. The Company ensures transparency, responsiveness, and fairness in resolution, with periodic monitoring to improve grievance redressal processes and enhance community trust.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2025	FY 2024
Directly sourced from MSMEs/ small producers	59%	43.56%
Sourced directly from within the district and neighbouring districts	41%	56.43%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2025	FY 2024
Rural	_	-
Semi-urban	_	-
Urban	1.58%	1.8%
Metropolitan	98.42%	98.2%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable; as there were no projects that required Social Impact Assessment (SIA)	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount spent (In INR)
None of the projects are undertaken in aspirational districts			

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable groups? (Yes/ No)

No, AXISCADES does not have a preferential procurement policy comprising marginalized/vulnerable groups

b. From which marginalized /vulnerable groups do you procure?

Not Applicable

c. What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No	Basis of calculating benefit share
Nil				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

S. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
Not Applicable			

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

AXISCADES has established formal channels to receive and respond to consumer complaints and feedback in a structured and timely manner. Stakeholders can share their concerns through dedicated support emails, customer relationship managers, and feedback forms. All inputs are recorded, evaluated, and addressed by a designated team, ensuring prompt resolution and continuous improvement. Periodic reviews are conducted to identify trends and enhance service delivery.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

As a percentage to total turnover	
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2025			FY 2024		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	NA	-	Nil	NA	-
Advertising	Nil	NA	-	Nil	NA	-
Cyber-security	Nil	NA	-	Nil	NA	-
Delivery of essential services	Nil	NA	-	Nil	NA	-
Restrictive Trade Practices	Nil	NA	-	Nil	NA	-
Unfair Trade Practices	Nil	NA	-	Nil	NA	-
Other	Nil	NA	-	Nil	NA	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

No

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No specific issues were raised during FY 2025.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches - Nil

b. Percentage of data breaches involving personally identifiable information of customers - 0%

c. Impact, if any, of the data breaches - Nil

Leadership Indicator

1. **Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Information on products and services can be accessed at https://axiscades.com/.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/ or services.**

   Not applicable, owing to the nature of business

3. **Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.**

   As a provider of engineering and technology solutions, AXISCADES primarily caters to business partners; the Company maintains robust communication protocols to inform them of any potential risks of service disruption or discontinuation. These mechanisms include timely notifications, service-level agreements, and business continuity plans to ensure transparency and minimal impact.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   The display of product information is not applicable to AXISCADES, as the company operates within the IT services segment, which does not involve physical products requiring such disclosures.

REPORT ON CORPORATE GOVERNANCE

Good Corporate Governance is all about achieving the twin objectives of Performance and Conformance. The Company's Governance framework is meant to ensure efficient use of organizational resources for business outcomes and at the same time require accountability for the stewardship of these resources. The aim is to align, the interests of all stakeholders, both internal and external and the Society, at large. The Company strives to follow such Policies, Procedures and Practices which ensure that the Company is managed in the best interest of all stakeholders, through a mechanism of checks and balances to meet stakeholders' aspirations and societal expectations.

I. Company's Philosophy on Code of Governance

The Company's philosophy on Corporate Governance is about its commitment to values and ethics in business conduct which stems from the culture, policies, practices, voluntary adherence to ethical standards and mindset of an organization. Your Board strongly believes that effective corporate governance practices should constitute the very foundation of Company's growth. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company's primary objective is to create and adhere to a corporate culture of fairness and transparency in actions of the Management which are the keys to enhancing shareholders value and discharge of social responsibility.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable, with regard to corporate governance.

II. BOARD OF DIRECTORS

i. The composition of the Board of the Company is in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013. The Board has an optimum combination of both Independent and Non-Independent Directors. As on March 31, 2025, the Board of the Directors of the Company comprised of seven (7) directors, with three (3) (42.86%) Non-Executive Independent Directors (including one women Director), three (3) (42.86%) Non-Executive Non-Independent Directors and one Executive Director. The Chairman of the Company is a Non-Executive Non-Independent Director and not related to the Chief Executive Officer and Managing Director (CEO & MD) of the Company. A clear distinction exists between the roles and duties of the Chairman and the CEO & MD.

ii. The Company recognizes the need for diversified Board in its success and continuity. Keeping this in view, the Company has cultivated a policy to induct accomplished individuals from diverse fields of expertise who have demonstrated excellence in their respective domains. The present composition of the Board largely achieves this quality. The Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

iii. None of the Directors on the Board is a member of more than ten (10) committees or Chairperson of more than five (5) committees (as specified under Regulation 26 (1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all the public companies in which they are Directors. Necessary disclosures regarding Committee positions have been made by the Directors.

iv. None of the Directors are related ***inter se*** within the meaning of the term "relative" as per Section 2(77) of the Companies Act, 2013. The changes in the composition of the Board of Directors that took place during the year have been duly informed to the Stock Exchanges from time to time.

As on March 31, 2025, Ms. Mariam Mathew, Non-Executive Independent Director and Mr. David Abikzir, Non-Executive Director of the Company held 800 equity shares and 2,709 equity shares of the Company, respectively. None of the other directors held any equity shares in the Company.

v. The Board of Directors confirm that, in their opinion, the Independent Directors are independent of the management and fulfill the requirements specified in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). The necessary declarations from Independent Directors affirming that they meet the criteria of independence as required under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are obtained. The Independent Directors abide by the code of conduct adopted by the Company and as laid out under Schedule IV of the Companies Act, 2013.

vii. The Independent Directors, as per Clause VII (1) of Schedule IV under Section 149(8) of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall meet at least once in every financial year to discuss matters pertaining to Company's affairs, evaluation of performance of the Board, their own performance and

place their views regarding governance of the Company before the Board. During the year under review, the Independent Directors have met thrice on May 21, 2024, July 29, 2024 and October 24, 2024.

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company.

viii. During FY 2024-25, ten (10) Board meetings were held and the gap between any two consecutive meetings did not exceed the prescribed time under the applicable laws for the time being in force. The necessary quorum was present at each of the meetings. During FY 2024-25, the Board meetings were held on May 20,2024, June 03, 2024, July 12, 2024, July 29, 2024, August 06, 2024, September 26, 2024, November 12, 2024, January 15, 2025, January 31, 2025 and March 14, 2025.

ix. The names and categories of the Directors on the Board, their attendance at Board meetings & the last Annual General Meeting (AGM) held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies are given herein below. Other directorships / committee membership do not include directorships/committee memberships of private limited companies, Section 8 companies and companies incorporated outside India. Chairmanships / memberships of board committees shall include only Audit Committee and Stakeholders' Relationship Committee.

Name of the Director	Category	No. of BM during 2024-2025		Attendance Last AGM	No. of other Directorships and Committee Membership/Chairmanship held as on March 31, 2025		
		Held	Attended		Other Directorships	Committee Memberships	Committee Chairmanships
Mr. Abidali Neemuchwala (Chairman)	NED	8	8	Yes	-	-	-
Dr. Sampath Ravinarayanan (Chairman)	NED	4	3	NA	1	0	0
Mr. Arun Krishnamurthi	CEO & MD	7	7	Yes	-	-	-
Mr. Alfonso Martinez Fernandez	CEO & MD	2	2	NA	1	0	0
Mr. Desh Raj Dogra	ID	5	5	Yes	-	-	-
Mr. Dhiraj Mathur	ID	5	5	No	-	-	-
Ms. Mariam Mathew	ID	10	10	Yes	0	0	0
Mr. Tanmoy Chakrabarty	ID	7	7	Yes	3	1	0
Mr. Rajendra Moholkar	ID	3	3	NA	-	-	-
Lt. Gen. Codanda Poovaiah Cariappa	ID	5	5	NA	1	0	2
Mr. David Abikzir	NED	10	10	No	0	1	0
Mr. Venkatraman Venkitachalam	NED	10	10	Yes	1	2	0
Dr. S. Christopher	NED	7	7	Yes	-	-	-

Ms. Sonal Dudani, Company Secretary, is the Compliance Officer of the Company. Further, she acts as a Secretary to all the committees of the Board.

Notes:

1. CEO & MD- Chief Executive Officer and Managing Director, ID- Independent Director, NED- Non-Executive Director, BM- Board Meeting, AGM- Annual General Meeting, NA - Not Applicable.

2. Other Directorship includes Directorships in the Subsidiary of Public Company.
3. Membership/Chairmanship includes membership/ Chairmanship in this Company.
4. There are no relationships inter-se directors as on March 31, 2025.

Appointments during the year:

1. Mr. Tanmoy Chakrabarty was appointed as Independent Director w.e.f. July 13, 2024.
2. Lt. Gen. Codanda Poovaiah Cariappa and Mr. Rajendra Moholkar were appointed as Independent Directors w.e.f. September 19, 2024.
3. Dr. Sampath Ravinarayanan was appointed as Non-Executive Director w.e.f. October 12, 2024 and was appointed as Chairman of the Company w.e.f. January 28, 2025.
4. Mr. Alfonso Martinez Fernandez was appointed as Chief Executive Officer and Managing Director w.e.f. January 20, 2025.

Resignations during the year:

1. Dr. S. Christopher resigned from the office of Non-Executive Non-Independent Director w.e.f. December 05, 2024.
2. Mr. Arun Krishnamurthi resigned from the office of Chief Executive Officer & Managing Director of the Company w.e.f. January 02, 2025.
3. Mr. Abidali Neemuchwala resigned from the office of Non-Executive Non-Independent Director and Chairman of the Company w.e.f. January 25, 2025.
4. Mr. Rajendra Mohalkar resigned from the office of Non-Executive Independent Director w.e.f. close of business hours of January 27, 2025.

x. Mr. Desh Raj Dogra and Mr. Dhiraj Mathur ceased to be the Independent Directors of the Company upon completion of their second term as Independent Directors at the conclusion of the 34th Annual General Meeting of the Company held on September 18, 2024.

xi. Adequate notice was given to all Directors for the scheduled Board Meetings and agenda with detailed notes is sent, which is in compliance with the provisions of Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and all the directors are facilitated to participate meaningfully at the meetings.

xii. **Familiarization program for Directors**

The Board of Directors are responsible for setting the strategic direction for the Company and overall strategic supervision of the Company. To achieve this, Board periodically reviews performance, risk management, internal/external audit report etc. The Directors are familiarized through:

a) Presentations by senior executives giving an overview of operations.

b) Induction and orientation process, ***inter-alia***, with respect to their roles, responsibilities and liabilities, nature of the industry in which the Company operates, business model of the Company.

c) External training programmes on industry developments and regulatory updates in the areas of Companies Act, Listing Regulations and other related regulations including ESG.

d) The Board of Directors are also updated on all business-related risks, challenges and initiatives.

The text of the policy and program is posted on the website of the Company at www.axiscades.com

xiii. Matrix specifying the list of core skills/expertise/competence identified by the Board of Directors as required in context of the business and the sector in which it operates, for the Company to function effectively and those actually available with the Board along with names of Directors who have such skill/expertise/competence:

Strategy/Business Leadership	Finance
Corporate Strategy Consultant	Board service & Governance
Technology	Mergers & Acquisitions
Sales and Marketing Experience	Administration & Government Relations
Corporate laws	Trade Policy & Economics
	Aerospace & Defence

Name of Director	Essential Skill / expertise/ Competency
Dr. Sampath Ravinarayanan	• Strategy/Business Leadership • Corporate Strategy Consultant • Technology • Sales and Marketing Experience • Finance • Board service & Governance • Mergers & Acquisitions • Administration & Government Relations • Aerospace & Defence
Mr. Alfonso Martinez Fernandez	• Strategy/Business Leadership • Technology • Corporate Strategy Consultant • Mergers and Acquisition • Sales and Marketing Experience • Finance • Aerospace & Defence
Ms. Mariam Mathew	• Strategy/Business Leadership • Finance • Technology • Board service & Governance

Name of Director	Essential Skill / expertise/ Competency
Mr. Tanmoy Chakrabarty	• Strategy/Business Leadership • Sales and Marketing Experience • Board service & Governance • Finance • Administration & Government Relations • Aerospace & Defence
Lt. Gen. Codanda Poovaiah Cariappa	• Strategy/Business Leadership • Corporate Strategy Consultant • Technology • Finance • Board service & Governance • Administration & Government Relations
Mr. David Abikzir	• Strategy/Business Leadership • Technology • Corporate Strategy Consultant • Mergers and Acquisition • Sales and Marketing Experience • Board service & Governance • Corporate laws • Finance • Trade Policy & Economics • Administration & Government Relations
Mr. Venkatraman Venkitachalam	• Strategy/Business Leadership • Corporate Strategy Consultant • Mergers and Acquisition • Board service & Governance • Corporate laws • Finance • Trade Policy & Economics • Administration & Government Relations

III. COMMITTEES OF THE BOARD

Currently the Board has four Committees. The roles of the committees of the Board are in alignment with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Addition or amendments, if any, to the scope and functions of the committee is approved by the Board.

The Board Committees, along with their roles, are as detailed below:

A. AUDIT COMMITTEE

i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with Section 177 of the Companies Act, 2013.

ii. The terms of reference of the Audit Committee are broadly as under:

a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure correct, complete and credible financial statements.

b. Review with management, quarterly/annual results and financial statements of the Company and Auditors' report before recommending the same to the Board of Directors for approval, with particular reference to:

i) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

ii) changes, if any, in accounting policies and practices and reasons for the same;

iii) major accounting entries involving estimates based on the exercise of judgment by management;

iv) significant adjustments made in the financial statements arising out of audit findings;

v) compliance with listing and other legal requirements relating to financial statements;

vi) disclosure of any related party transactions;

vii) modified opinion(s) in the draft audit report.

c. Review of statement of management discussion & analysis of financial conditions, results of operations, review of directors' responsibility statements and changes in accounting policies and practices.

d. Approval or any subsequent modification of transactions of the listed entity with related parties.

e. Recommending to the Board the appointment/ re-appointment of Auditor and Internal Auditor of the Company with their remuneration and terms of appointment.

f. The Audit Committee also reviews:

- Independence of auditors
- Performance of Statutory and Internal auditors,
- Effectiveness of audit process,
- Adequacy of internal control systems,
- Adequacy of internal audit function,
- Structure of internal audit organization,
- Scope discussions with internal and statutory auditors,
- Internal auditor's and Statutory auditor's notes
- Internal audit and findings, if any,
- Weakness or failure of internal control systems, if any, reported by Auditors.

g. Review of Statement of significant related party transactions (as defined by the Audit Committee) submitted by the management.

h. Scrutiny of inter- corporate loans and investments.

i. Valuation of undertakings or assets of the Company, whenever necessary.

j. Evaluation of internal financial controls and risk management system.

k. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

l. Monitoring and review of whistle blower policy and mechanism.

m. To recommend to the Board the appointment of Chief Financial Officer after assessing his qualifications, experience and background etc. of the candidate.

n. To invite the auditors and Key Managerial Personnel (KMP) (for hearing) while considering the Auditors Report at the Audit Committee Meeting.

o. Reviewing Management letters / letters of internal control weaknesses issued by the statutory auditors and Internal audit reports relating to internal control weaknesses.

p. Approval of payment to Statutory auditors for any other services rendered by the statutory auditors.

q. Reviewing of the financial statements, in particular, the investments made by the unlisted subsidiaries.

r. Discussion with Internal auditors of any significant findings and follow up there on;

s. Reviewing the findings of any internal investigations by the Internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

t. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

u. Reviewing of statement of deviations:

   i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   ii. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

v. To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

w. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

x. Any other function as may be specifically entrusted by the Board.

iii. The Audit Committee charter has vested with the Committee the following powers for its effective functioning:

1. To call for information on comments/observation of the auditors about internal control systems, review of financial statements before their submission to the Board.

2. Scope of various Audits.

3. To discuss any related issues with the Internal and Statutory auditors and the Management of the Company.

4. To investigate any activity within its terms of reference.

5. To seek information from the Management, Auditors, Internal auditors and employees of the Company.

6. To obtain outside legal or expert advice and to engage external experts and advisors.

iv. The Audit Committee invites executives, representatives of the Statutory Auditors, Internal Auditors to be present at its meetings. The Audit Committee also holds independent discussions with Statutory Auditors/Internal Auditors.

v. The Chairperson of the Committee is an Independent Director and was present at the last AGM held on Wednesday, September 18, 2024. All the members of the Committee have expertise in accounting and financial management and are considered financially literate as defined in Regulation 18(1)(c) of the Listing Regulations. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

vi. During the fiscal year 2024-2025, seven (7) meetings of the Audit Committee were held and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows:

April 12, 2024; May 14, 2024; May 20, 2024; July 11, 2024; August 05, 2024; November 12, 2024 and January 31, 2025.

The quorum as required under Regulation 18(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was maintained at all the meetings.

vii. The composition, name of the members, chairperson, and attendance of the members of Audit Committee are given below:

Name of the Member	Category	No. of meetings attended (Held -7)
Mr. Desh Raj Dogra, Chairman[1]	ID	5
Mr. Dhiraj Mathur[1]	ID	5
Lt. Gen. Codanda Poovaiah Cariappa, Chairman[2]	ID	1
Mr. Venkatraman Venkitachalam	NED	7
Mr. Rajendra Moholkar[3]	ID	1
Mr. Tanmoy Chakrabarty [4]	ID	2

Notes: ID – Independent Director; NED – Non Executive Director

[1]Mr. Desh Raj Dogra and Mr. Dhiraj Mathur ceased to be Independent Directors upon completion of their second term w.e.f. September 18, 2024

[2]Lt. Gen. Codanda Poovaiah Cariappa was appointed as Chairman and Member of the Committee w.e.f. January 30, 2025.

[3]Mr. Rajendra Moholkar was appointed as a Chairman and Member of the Committee w.e.f. September 19, 2024 and ceased to be the Director of the Company, Chairman and Member of the Committee w.e.f. January 27, 2025 .

[4]Mr. Tanmoy Chakrabarty was appointed as Member of the Committee w.e.f. September 19, 2024.

Note: The Committee was reconstituted effective September 19, 2024 and further reconstituted effective January 30, 2025.

Internal Audit

Your Company has appointed M/s. Protiviti India Member Private Limited, global consulting firm to oversee and carry out an internal audit of its activities. The audit is based on an internal audit plan, which is reviewed and approved by the Audit Committee. The Audit Committee reviewed the reports of the Internal Auditors including the external Internal Auditors, the reports of the Statutory Auditors arising out of the quarterly, half-yearly, and annual audit of the accounts; considered significant financial issues affecting the Company and held discussions with the Internal and Statutory Auditors and the Company's Management during the year.

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Audit Committee, as mandatorily required, were accepted by the Board.

Related Party Transactions

As a part of the mandate under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the terms of reference, the Audit Committee undertakes quarterly review of related party transactions entered by the Company with its related parties. Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, the Audit Committee has granted omnibus approval in respect of transactions which are repetitive in nature, which may or may not be foreseen, not exceeding the limits specified thereunder. The transactions under the purview of omnibus approval are reviewed on quarterly basis by the Audit Committee. The details of Related Party Transactions during FY 2024-25 including the details regarding approval granted for material related party transactions are provided in the Director's Report segment of the Annual Report.

Pursuant to Regulation 23 of the SEBI Listing Regulations, only the Independent Directors of the Committee participate and vote in respect of related party transactions.

Further, the Company has formulated and adopted a policy on dealing with related party transactions, in line with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is available on the website of the Company at www.axiscades.com.

B. NOMINATION & REMUNERATION COMMITTEE

i. The constitution of the Committee is in conformity with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Section 178 of Companies Act 2013.

ii. The terms of reference of the Nomination and Remuneration Committee are as under:

The Committee is primarily responsible to oversee nomination process for appointment of Directors, Executive Management and Key Managerial Personnel and for laying down a sound policy for Board and executive remuneration. Its terms of reference approved by the Board of Directors inter alia include:

i. Formulation of criteria for determining qualifications, positive attributes and independence of Directors;

ii. Devising a policy on Board Diversity and balanced Board;

iii. Identification of suitable persons for appointment as Director, Senior Management personnel in accordance with the laid down criteria and recommending their appointment to the Board;

iv. Formulation of criteria for evaluation of Independent Directors and the Board;

v. Formulating and recommending to the Board a Remuneration Policy;

vi. Evaluating the performance of Directors and recommend to the Board, their appointment or removal.

vii. recommend to the board, all remuneration, in whatever form, payable to senior management.

viii. Oversee the implementation of the share-based employee benefits scheme by whatever name called as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, within the terms and conditions of the said Plan(s); and perform the function of overall superintendence of the scheme(s);

iii. During the FY 2024-2025, six meetings of Nomination & Remuneration Committee were held on June 18, 2024, September 24, 2024, October 24, 2024, November 11, 2024, December 18, 2024 and January 03, 2025.

iv. The Chairperson of the Committee is an Independent Director and was present at the last AGM held on September 18, 2024.

v. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

Name of the Member	Category	No. of meetings attended (Held -6)
Ms. Mariam Mathew, Chairperson[1]	ID	6
Mr. Tanmoy Chakrabarty, Chairman[2]	ID	5
Mr. Desh Raj Dogra[3]	ID	1
Mr. Venkatraman Venkitachalam	NED	6
Lt. Gen Codanda Poovaiah Cariappa	ID	5

Notes: ID – Independent Director, NED – Non Executive Director

[1]Ms. Mariam Mathew ceased to be the Chairperson of the Committee w.e.f. September 18, 2024.

[2]Mr. Tanmoy Chakrabarty was appointed as Chairman and Member of the Committee w.e.f. September 19, 2024.

[3]Mr. Desh Raj Dogra ceased to be an Independent Director upon completion of his second term w.e.f. September 18, 2024.

Note: The Committee was reconstituted effective September 19, 2024.

EVALUATION OF PERFORMANCE OF DIRECTORS/BOARD

The Board has adopted a formal mechanism for evaluating its performance as well as that of its committees and Directors, including Independent Directors and Chairman of the Board. The Board works with Nomination & Remuneration Committee to lay down the evaluation criteria for the performance of executive/non-executive/independent directors through peer evaluation. The policy envisages evaluation process to be undertaken, generally once at the end of each year.

The various criteria laid down in the policy for evaluation of a Director/Board, are briefly stated below.

Key Criteria for evaluation of a Director

1. The ability to contribute to the compliance of corporate governance practices.
2. The ability to analyse controls, risks, operations and to channelize the same for its effective cascading in the organization.
3. Recognition and fulfillment of their roles and responsibilities
4. Commitment to the fulfillment of director's obligations and fiduciary responsibilities, including participation in Board and committee meetings.

NOMINATION AND REMUNERATION POLICY

The Company is in the Service Industry and therefore Company's policies recognizes Human Resource as its true asset and strives to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company.

In terms of the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee has formulated a policy on nomination and remuneration of Directors, Key Managerial Personnel & Senior Management and the same is approved by the Board of Directors, from time to time.

The remuneration considers a balanced blend of Fixed and Variable pay, in line with the best market practices, to attract and retain talent, to achieve excellence in performance, so as to meet its strategic, short term and long-term goals and objectives of the Company.

The Policy sets out the guiding principles for Nomination and Remuneration Committee for recommending to the Board, remuneration of the Executive Management of the Company.

(i) Policy on Directors' Remuneration

The Non- Executive / Independent Directors may receive remuneration by way of sitting fees for attending meetings of Board or Committee and Commission as approved by the shareholders on September 28, 2023. The amount of such fees shall not exceed the limits as may be prescribed by the Central Government from time to time.

The Independent Directors are not entitled to any stock options of the Company.

The Board shall, on the recommendation of the Nomination and Remuneration Committee, review and approve the remuneration payable to the Non- Executive Directors within the overall limits approved by the shareholders.

(ii) Remuneration to Executive Directors and Key Managerial Personnel

The remuneration structure for the Executive Directors and Key Managerial Personnel shall consist of:

i) Basic pay

ii) Benefits, Perquisites and Allowances

iii) Performance based Variable Pay

iv) Retiral benefits

v) ESOP, as and when granted as per the approved Scheme.

The Board shall, on the recommendation of the Nomination and Remuneration Committee, review and approve the remuneration payable to the Executive Directors & KMPs' as per applicable statutory regulations and requisite approvals.

(iii) Remuneration to other employees

The employees shall be evaluated on a yearly basis according to their role, qualifications, competencies, expertise and remuneration levels are fixed, in line with the Industry best practices.

The Board shall, on the recommendation of the Nomination and Remuneration Committee, review and approve the remuneration policy of the Company from time to time.

Remuneration to Non-Executive Directors

The Non-Executive Directors and Independent Directors are paid a sitting fee of Rs. 1,00,000/- each for every Board Meeting and Audit Committee meeting and Rs. 50,000/- each for every Committee meeting attended by them. Further, Chairperson of Nomination and Remuneration Committee is paid a sitting fee of Rs. 1,00,000/- for every meeting with effect from September 26, 2024.

Apart from sitting fees, the Directors are reimbursed for expenses directly and exclusively incurred for the performance of their duties as a Director.

The Non-Executive Directors are eligible for payment of commission as approved by the shareholders of the Company at the Thirty third (33rd) Annual General Meeting held on September 28, 2023, upto an amount, not exceeding 2% of the net profits of the Company, in accordance with the audited standalone net profits of the Company for the financial year, computed in accordance with section 198 of the Companies Act, 2013 and in the case of loss or inadequate profits, payment of minimum remuneration of Rs.5 lakhs p.a. per Non-Executive Director, for a period of 3 years.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Details of remuneration paid/payable for the financial year ended March 31, 2025 are as follows:

Sl. No.	Name	Category	Sitting fees	Commission
1	Mr. Abidali Neemuchwala	NED	8,00,000	7,32,507
2	Dr. Sampath Ravinarayanan	NED	3,00,000	4,17,529
3	Mr. Desh Raj Dogra	ID	12,50,000	4,17,529
4	Mr. Dhiraj Mathur	ID	11,50,000	4,17,529
5	Ms. Mariam Mathew	ID	15,00,000	8,91,217
6	Mr. Tanmoy Chakrabarty	ID	14,00,000	6,39,723
7	Lt. Gen Codanda Poovaiah Cariappa	ID	9,00,000	4,73,688
8	Mr. Rajendra Mohalkar	ID	4,00,000	3,19,862
9	Mr. David Abikzir	NED	10,50,000	8,91,217
10	Mr. Venkatraman Venkitachalam	NED	21,50,000	8,91,217
11	Dr. S. Christopher	NED	7,00,000	6,07,981
	Total		**1,16,00,000**	**67,00,000**

Notes: ID- Independent Director, NED- Non-Executive Directors

Remuneration to Executive Directors

Name of the Director	Fixed Salary			Performance linked Variable pay	Total
	Salary	Perquisites	Retiral Benefits		
Mr. Arun Krishnamurthi	5,82,51,207.00	-	13,96,395.00	-	5,96,47,602.00
Mr. Alfonso Martinez Fernandez	72,68,710.00	-	6,97,796.00	32,55,290.00	1,12,21,796.00

Note: On accrual basis

The annual performance linked variable pay is computed/disbursed on the basis of achievement of both financial and non-financial objectives and metrics, which are aligned to the Company's performance.

Performance Evaluation Criteria for Independent Directors

The Nomination and Remuneration Committee establishes the criteria for evaluating the performance of Independent Directors. The assessment covers various factors, such as the director's level of participation and contribution, commitment, effective utilisation of knowledge and expertise, integrity, maintenance of confidentiality, as well as independence in behaviour and decision making.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

i. The constitution of the Committee is in conformity with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Section 178 of Companies Act, 2013.

ii. One meeting was held during the year FY 2024-25 on March 24, 2025.

iii. The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

Name of the Member	Category	No. of meetings attended (Held -1)
Ms. Mariam Mathew[1]	ID	NA
Mr. Desh Raj Dogra, Chairman[2]	ID	NA
Mr. Abidali Neemuchwala[3]	NED	NA
Lt Gen Codanda Poovaiah Cariappa, Chairman[4]	ID	1
Mr. Rajendra Moholkar[5]	ID	NA
Mr. David Abikzir[6]	NED	1
Mr. Venkatraman Venkitachalam[7]	NED	1

Notes: ID – Independent Director, NED – Non-Executive Director

[1] Ms. Mariam Mathew ceased to be the Member of the Committee w.e.f. September 18, 2024

[2]Mr. Desh Raj Dogra ceased to be Independent Director upon completion of his second term w.e.f. September 18, 2024.

[3]Mr. Abidali Neemuchwala ceased to be the Member of the Committee w.e.f. September 18, 2024.

[4] Lt Gen Codanda Poovaiah Cariappa was appointed as Chairman and Member of the Committee w.e.f. September 19, 2024.

[5] Mr. Rajendra Moholkar was appointed as Member of the Committee w.e.f. September 19, 2024 and ceased to be a Independent Director of the Company and Member of the Committee w.e.f. January 27, 2025

[6] Mr. David Abikzir was appointed as a Member of the Committee w.e.f. September 19, 2024.

[7] Mr. Venkatraman Venkitachalam was appointed as Member of the Committee w.e.f. January 30, 2025.

Note: The Committee was reconstituted effective September 19, 2024 and further reconstituted on January 30, 2025.

iv. The main function of Stakeholders Relationship Committee is to address investor grievances and issues, if any, which are of interest to shareholders and other security holders. The Committee also oversees the share transfer process.

v. Name and Designation of Compliance Officer:

Name	Ms. Sonal Dudani	
Designation	Company Secretary and Compliance Officer	
Contact details	Address	Block C, 2nd Floor, Kirloskar Business Park, Bengaluru 560024
	Phone	+91 80 4193 9000
	E-mail	sonal.d@axiscades.in

vi. Details of investor complaints received and redressed during the financial year 2024-25 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

Registrar and Share Transfer Agent ('RTA')

Pursuant to Regulation 7 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of KFin Technologies Limited (erstwhile known as M/s KFin Technologies Private Limited) for the purpose of share transfer facility and of dealing and processing investor services requests. The contact details of the RTA are given below:

Name	KFin Technologies Limited	
Contact Details	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.
	Phone	1800 309 4001
	E-mail	einward.ris@kfintech.com
	Investor Support Centre	https://kprism.kfintech.com/
	KFINTECH Corporate Website	https://www.kfintech.com
	RTA Website	https://ris.kfintech.com
	KPRISM (Mobile Application)	https://kprism.kfintech.com/signup

D. RISK MANAGEMENT COMMITTEE

i. The Risk Management Committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. The terms of reference of the Risk Management Committee are as under:

(1) To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

iii. During the FY 2024-25, two meetings of Risk Management Committee were held on September 02, 2024 and March 24, 2025. The necessary quorum was present for each of the meetings

iv. The composition of the Risk Management Committee and the details of meetings attended by its members are given below:

Name of the Member	Category	No. of meetings attended (Held -2)
Mr. Dhiraj Mathur, Chairman[1]	ID	1
Ms. Mariam Mathew, Chairperson[2]	ID	2
Mr. Rajendra Moholkar[3]	ID	-
Mr. Venkatraman Venkitachalam	NED	2
Mr. Shashidhar SK	KMP	2

Notes: ID – Independent Director, NED – Non-Executive Director,

KMP – Key Managerial Personnel

[1] Mr. Dhiraj Mathur ceased to be Independent Director upon completion of his second term w.e.f. September 18, 2024.

[2] Ms. Mariam Mathew was appointed as Chaiman of the Committee w.e.f September 19, 2024.

[3] Mr. Rajendra Moholkar was appointed as Member of the Committee w.e.f September 19, 2024 and ceased to be a Member of the Committee w.e.f January 30, 2025.

Note: The Committee was re-constituted effective September 19, 2024 and further re-constituted on January 30, 2025.

E. SENIOR MANAGEMENT

During the year, Mr. Hrishi Mohan resigned from the position of Group Chief Human Resource Officer (CHRO) of AXISCADES Group and Senior Management Personnel (SMP) of the Company w.e.f. February 19, 2025.

IV. ANNUAL GENERAL MEETINGS

The following is the summary of the Annual General Meetings (AGM) of the Company held during the last three years:

Financial Year ended	Date and time	Venue of the meeting	Special Resolutions transacted
March 31, 2022	September 27, 2022; 11:30 AM	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	1. Reappointment of Mr. Desh Raj Dogra (DIN: 00226775) as an Independent Director 2. Reappointment of Mr. Dhiraj Mathur (DIN: 08478137) as an Independent Director 3. Approval for increase in the Borrowing limits of the Company 4. Approval for creation of charge on the assets of the Company 5. Alteration of Articles of Association of company
March 31, 2023	September 28, 2023; 02:30 PM	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	1. Payment of Commission to Non-Executive Directors 2. Approval for borrowing limits of the Company 3. Approval for creation of charge on the assets of the Company
March 31, 2024	September 18, 2024; 5:00 PM	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	1. Appointment of Mr. Tanmoy Chakrabarty (DIN: 00207066) as Non-Executive, Independent Director of the Company

Postal Ballot

During the FY 2024-25, the Company had sought approval from Members for the following special resolutions through Postal Ballot:

The Board of Directors had appointed Mr. Pramod S.M. of M/s. BMP & Co. LLP, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process and scrutinising the votes casted therein, in a fair and transparent manner. The voting pattern in respect of resolutions passed through Postal Ballot is provided herein below:

I. Postal Ballot Notice Dated October 12, 2024 results of which were declared on December 17, 2024

The remote e-voting period commenced from 9:00 A.M. IST on Saturday, November 16, 2024 and concluded at 05:00 P.M. IST on Sunday, December 15, 2024.

Resolutions	Votes cast in favor		Votes cast against	
	No. of votes cast	% to the paid-up capital	No. of votes cast	% to the paid-up capital
Appointment of Lt Gen Codanda Poovaiah Cariappa (DIN: 10777872) as Non-Executive, Independent Director of the Company	27052305	99.9993	195	0.0007
Appointment of Mr. Rajendra Moholkar (DIN: 10779370) as Non-Executive, Independent Director of the Company	27052177	99.9992	222	0.0008
Change of name of the Company	27017429	99.8708	34960	0.1292
Remuneration of Mr. Arun Krishnamurthi (DIN: 09408190), Chief Executive Officer and Managing Director of the Company	26985812	99.7539	66587	0.2461
Approval for borrowing limits of the Company	27052187	99.9992	212	0.0008
Approval for creation of charge on the assets of the Company	27052304	99.9993	196	0.0007

II. Postal Ballot Notice Dated March 14, 2025 results of which were declared on April 17, 2025

The remote e-voting period commences from 9:00 AM (IST) on Tuesday, March 18, 2025 and ends at 05:00 PM (IST) on Wednesday, April 16, 2025.

Resolutions	Votes cast in favor		Votes cast against	
	No. of votes cast	% to the paid-up capital	No. of votes cast	% to the paid-up capital
Appointment of Mr. Alfonso Martinez Fernandez (DIN: 10902446), as Managing Director, designated as Chief Executive Officer and Managing Director of the Company	25853229	99.7902	54349	0.2098
Withdrawal of the Name Change Application of the Company	25905255	99.9905	2461	0.0095

Procedure of Postal Ballot

The postal ballot exercise was carried out in compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs ("MCA") and the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time)

In this regard, Postal Ballot Notice dated October 12, 2024 and March 14, 2025, was dispatched electronically to those Members who held shares as on Cut Off date viz. November 8, 2024 and March 7, 2025 respectively and who had their e-mail addresses registered with the Company/ KFin Technologies Limited (formerly known as M/s KFin Technologies Private Limited) the Registrar and Share Transfer Agent of the Company.

The Company had also published public notice(s) in newspapers intimating the manner of registration of e-mail address for receiving the Postal Ballot Notice and providing the necessary details regarding Postal Ballot exercise including the relevant dates pertaining to dispatch of Postal Ballot Notice, voting and results.

The voting rights were reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules read with Regulation 44 of the SEBI Listing Regulations, the Company had provided the facility of remote e-voting to its Members to enable them to cast their vote electronically.

Upon completion of scrutiny of the votes cast through remote e-voting in a fair and transparent manner, Mr. Pramod S M of M/s. BMP & Co. LLP, Company Secretaries, Scrutinizer, submitted his report on the outcome of the Postal Ballot to the Company and the results of the postal ballot were announced by the Company respectivley. The voting results were communicated to the Stock Exchanges and also displayed on the Company's website www.axiscades.com and on the website of KFin: https://evoting.kfintech.com

V. DISCLOSURES

i. Related Party Transactions

All the related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions which have potential conflict with the interests of the Company at large. With effect from financial year ended March 31, 2025, the details of related party transactions, on a consolidated basis, are filed, half yearly, with the stock exchanges, pursuant to the amendment thereof in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Related party transactions are reported in Notes to the financial statements of the Company.

The Board has reviewed and approved a policy on related party transactions and the same is hosted on the website of the Company at the following link- https://axiscades.com/download/policy-on-dealing-with-related-party-transactions?wpdmdl=4146&refresh=661cc8b0b70511713162416

ii. Details of non-compliance

2024-25

There are no instances of non-compliance by the Company during the fiscal year 2024-25 and no penalties, or strictures imposed on your Company by any of the Stock Exchanges or SEBI, or any statutory authority on any matter related to capital markets during the year.

2023-24

The Company has paid fine imposed by the Stock Exchanges in relation to non- compliance with the requirement pertaining to prior intimation of Board meeting for fund raise through Qualified Institutions Placement and to consider pre-payment of Unlisted Non-Convertible Debentures under Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2022-23

The Company has paid fine imposed by the Stock Exchanges in relation to non- compliance with the requirement pertaining to the composition of the Board under Reg. 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iii.

The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with the requirements under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All employees and Directors have communication access to the Audit Committee. The said policy has been also put up on the website of the Company at the following link- https://axiscades.com/download/whistle-blower-policy?wpdmdl=4142&refresh=661cc8b0b790b1713162416

iv. Disclosure of Compliance

The Company complies with the corporate governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In its endeavor to comply, beyond the statutory requirements, the Company has fulfilled the following non-mandatory requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- The post of Chairman and the CEO & Managing Director are separate in the Company.
- The Internal Auditor directly reports to the Audit Committee.
- The Company is in the regime of unmodified audit opinion.

v. Code of Conduct

The Board has laid down a comprehensive Code of Conduct applicable to all Board members including Independent Directors, Senior Management, and employees of the Company. The code of conduct is available on the website of the Company www.axiscades.com. All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer & Managing Director to this effect is furnished at the end of this report.

vi. Internal Code of Conduct for Prevention of Insider Trading

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 which has come into force with effect from May 15, 2015 and the amendment thereof which has come into force with effect from April 01, 2019, the Company has formulated/amended a Code of conduct to regulate, monitor and report trading by its employees, directors and other connected persons.

As required under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has also formulated Code of practices and procedures for fair disclosure of unpublished price sensitive information and the same is posted and is accessible on the website of the Company at www.axiscades.com

Based on the amendment to SEBI (Prohibition of Insider Trading) Regulations, 2015, effective from April 01, 2019, the trading window is closed from the end of every quarter till 48 hours after the declaration of financial results.

VI. SUBSIDIARY COMPANIES

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with the report on significant developments of the unlisted subsidiary companies are placed before the board of the Company.

In terms of the Company's Policy on determining "material subsidiary", during the financial year ended March 31, 2025, the Company has following material subsidiaries, out of which one is incorporated outside India. The details as required have been given below:

S. No.	Name of the Subsidiary	Date of incorporation	Place of incorporation	Name of the Statutory Auditors	Date of appointment of Statutory Auditors
1.	AXISCADES Aerospace & Technologies Private Limited	03/01/2001	Bangalore, Karnataka	S.R. Batliboi & Associates LLP	26/09/2022
2.	AXISCADES Aerospace Infrastructure Private Limited	23/10/2000	Bangalore, Karnataka	M/s. M.K.U.K & Associates	20/09/2022
3.	Mistral Solutions Private Limited (MSPL)	20/05/1999	Bangalore, Karnataka	S.R. Batliboi & Associates LLP	15/11/2023
4.	AXISCADES Inc.	07/06/1987	Illinois, United States	S.R. Batliboi & Associates LLP	17/05/2022

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link- https://axiscades.com/download/policy-for-determining-material-subsidiaries?wpdmdl=4144&refresh=661cc8b0b74d91713162416

VII. MEANS OF COMMUNICATION

The quarterly, half-yearly & nine months un-audited financial results and annual audited results of the Company are generally published in leading newspapers such as Financial Express and Prajavani. The results are also displayed on the Company's website www.axiscades.com. Press notes/ releases/presentations to the Institutional Investors and analysts, other announcements and Notices are posted promptly on the website of the Company in addition to Stock Exchange communication.

VIII. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

Date: Wednesday, September 24, 2025

Time: 11:30 AM (IST)

Mode: Video Conference ("VC") / Other Audio Visual Means ("OAVM")

ii. Financial Calendar

Financial Year: April 1 to March 31 (2024-2025)

Dividend Payment: Nil

iii. Listing on Stock Exchanges:

BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai – 400001

National Stock Exchange of India Ltd. (NSE)
Exchange Plaza Plot No.C/1, G Block, Bandra – Kurla Complex
Bandra (East), Mumbai, 400051

Stock Code/Symbol
BSE : 532395
NSE : AXISCADES

The Listing fees for the fiscal year 2024-2025 as applicable have been paid to all the above Stock Exchanges.

iv. Dematerialization of Equity Shares

Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company's share is INE555B01013.

Equity shares of the Company representing 99.94% of the Company's equity share capital are dematerialized as on March 31, 2025. The Company's equity shares are actively traded on BSE and NSE.

Further, the entire shareholding of Promoter and Promoter Group are held in dematerialized mode only.

v.

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2025, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

vi. Registrar and Transfer Agent

Name and Address:
KFin Technologies Limited
Selenium Building, Tower-B,
Plot No 31 & 32,Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana, India - 500 032.
Telephone : 01800 309 4001
E-mail: einward.ris@kfintech.com

vii. Share transfer System:

Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the securities of AXISCADES Technologies Limited held in physical mode are not transferable, effective April 01, 2019. Further in compliance with SEBI vide circular bearing SEBI/ HO/MIRSD/ MIRSD_PoD/P/CIR/2025/97 dated July 2, 2025, a special window is open for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/ returned/ not attended to due to deficiency in the documents/ process/ or otherwise , for a period of six months from July 7, 2025 to January 6, 2026.

The SEBI vide circular bearing ref. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has

mandated that, in respect of investor services including transmission, duplicate share certificate, transposition, securities re-lodged for transfer etc., the listed entity shall issue the securities in dematerialised mode only.

In compliance with the above circular, no securities in physical mode are issued by the listed entity.

The securities, however held in dematerialised mode, are freely transferable. The transfer through demat mode takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/ credit of the accounts involved.

KFin Technologies Limited is the common Registrar & Transfer Agent for shares held in both physical and dematerialized mode. SEBI vide its Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, considering the enhanced measures to ease dealings in securities market by the Investors, has mandated:

a. furnishing of PAN, email address, mobile number, bank account details and nomination by holders of physical securities,

b. registration of the PAN, Bank details and the nomination for dealing with any service request and complaint,

c. linking of PAN and Aadhaar by such date as may be specified by the Central Board of Direct Taxes to avoid freezing of folio.

The prescribed procedure for dealing with the above requests have been advised to the shareholders vide our letter dated May 29, 2023 and the shareholders are requested to refer to the same. In view of the SEBI circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, we would like to urge the shareholders holding shares in physical form to dematerialize their holdings at the earliest. Dematerialization of shares ensures quick, error-free and seamless transactions. It is a safe and convenient way to trade or invest and enables to monitor portfolio from anywhere across the Globe.

Confirmation in respect to the requests for dematerialization of shares is sent to the respective depositories i.e. NSDL and CDSL, expeditiously.

viii. Shareholding as on March 31, 2025:

Distribution of equity shareholding as on March 31, 2025

Category	No. of Holders	% to Holders	No. of Shares	% To Equity
1 - 5000	37274	98.96	6443430	15.16
5001 - 10000	198	0.53	1407994	3.31
10001 - 20000	83	0.22	1195638	2.81
20001 - 30000	37	0.10	917212	2.16
30001 - 40000	22	0.06	763830	1.80
40001 - 50000	6	0.02	264708	0.62
50001 - 100000	15	0.04	1136985	2.68
100001 and above	30	0.08	30367856	71.46
Total	**37665**	**100.00**	**42497653**	**100.00**

Categories of equity shareholders as on March 31, 2025:

Category	No. of shares	Percentage
Promoters Group – Indian	25282047	59.49
Indian Public	12721710	29.94
Bodies Corporate	1963601	4.62
NRIs/ OCBs/ Foreign Nationals/FIIs	876766	2.06
Others	1653529	3.89
Total	42497653	100.0000

ix. CEO/CFO certification

The Certificate duly signed by Chief Executive Officer & Managing Director and Chief Financial Officer of the Company as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report.

x. Compliance Certificate

Certificate on compliance of conditions of corporate governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached.

xi. Foreign Exchange Risk and Hedging

The Company has a policy on Foreign Exchange Risk Management. The Board periodically reviews foreign exchange exposure and forward contract outstanding and future hedging requirements.

xii. Plant locations: The Company is engaged in the business of providing technology services and solutions and does not have any manufacturing plants.

xiii. Registered Office & Address for correspondence:
Block C, Second Floor,
Kirloskar Business Park,
Bengaluru-560024
Karnataka

Other locations of offices of the Company are available at the Company's website www.axiscades.com

xiv. Credit Ratings: During the year, CARE India Limited has upgraded the credit rating of the Company to CARE A-; Stable and CARE A-/CARE A2+ for Bank facilities. The necessary disclosures were made to Stock Exchange periodically.

xv. There were no such mandatory matters where the Board had not accepted any recommendation by the Committees in the financial year 2024-2025.

xvi. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis to the Statutory Auditor and to all entities in the network firm/network entity of which the Statutory Auditor is a part, is Rs. 2,06,17,522/- (excluding out of pocket expenses).

xvii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the FY 2024-25.

No. of Complaints filed	Nil
No. of Complaints disposed off	Nil
No. of Complaints pending as on March 31, 2025	Nil

xviii. The Company has received a certificate from S. Chauhan & Associates, Company Secretaries in practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI/Ministry of Corporate Affairs or any such other statutory authority.

xix. Utilization of Funds raised through Qualified Institutional Placement (QIP):

During the year 2023-24, the Company allotted 33,23,262 equity shares through Qualified Institutional Placement (QIP) at an issue price of Rs. 662 per equity share (including a premium of Rs. 657 per equity share and reflecting a discount of Rs. 34.70 (i.e. 4.98%) on the floor price of Rs. 696.70 per equity share) aggregating to Rs. 2,19,99,99,444 on January 15, 2024. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Sections 42 and 62 of the Companies Act, 2013 as amended, including the rules made thereunder. The proceeds of the funds are utilised as follows (up to March 31, 2025):

Particulars	Amount (in Rs.)
Amount raised from QIP	2,19,99,99,444
Issue Expenses	16,52,59,424
Amount utilised for redemption of Non-Convertible Debentures (NCDs) and other debts	1,58,45,48,000
Amount utilised for General Corporate purpose	25,01,92,021

xx. The details of loans and advances in the nature of loans to firms/companies in which directors are interested form part of Note No. 29 of Standalone Financial Statements published in this Annual Report.

For and on behalf of the Board of Directors

Sd/-
Alfonso Martinez Fernandez
CEO & Managing Director
DIN: 10902446

Sd/-
Sampath Ravinarayanan
Chairman & Whole Time Director
DIN: 00208793

Place: Bengaluru
Date: August 7, 2025

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
AXISCADES Technologies Limited
CIN: L72200KA1990PLC084435
Block C Second Floor Kirloskar Business Park,
Bengaluru, Karnataka, India, 560024.

We have examined the compliance of conditions of Corporate Governance by **AXISCADES Technologies Limited** ("the Company") having **CIN:** L72200KA1990PLC084435, for the purpose of certifying of the Corporate Governance under Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period April 01, 2024, to March 31, 2025. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the 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 Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance 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 BMP & Co. LLP,
Company Secretaries

Sd/-
CS Biswajit Ghosh
Designated Partner
FCS No.: 8750 CP. No.: 8239
Peer Review Certificate No. 6387/2025
Firm Registration Number: L2017KR003200

Place: Bengaluru
Date: 7th August, 2025
UDIN: F008750G000953551

CEO/CFO CERTIFICATION

PURSUANT TO REGULATON 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors
AXISCADES Technologies Limited

Dear Sirs,

Sub: Certification under Regulation 17 of the Listing Regulations for the year ended March 31, 2025

We, Alfonso Martinez Fernandez, Chief Executive Officer & Managing Director and Shashidhar SK, Chief Financial Officer, hereby certify that:

(a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief.

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

  (ii) These statements together present a true and fair view of the Company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.

(b) There are to the best of our knowledge and belief no transactions entered into by the Company during the period which are fraudulent, illegal or violate the Company's code of conduct.

(c) We accept the responsibility for establishing and maintaining internal controls for the financial reporting, and that we have evaluated the effectiveness of internal control systems of the Company pertaining to the 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 taken or proposed to be taken to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee

  i. significant changes, if any, in internal control over financial reporting during the year ended;

  ii. significant changes, if any, in accounting period during the year ended and that the same have been disclosed in the notes to the financial statements; and

  iii. 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 company's internal control system over financial reporting.

For and on behalf of the Board of Directors

Sd/-
Alfonso Martinez Fernandez
Chief Executive Officer
& Managing Director

Sd/-
Shashidhar SK
Chief Financial Officer

Place: Bengaluru
Date: 26.05.2025

DECLARATION ON THE COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To
The Shareholders
AXISCADES Technologies Limited

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Regulation 17(5) of the SEBI (LODR) Regulations, 2015, to further strengthen Corporate Governance practice in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said code of conduct in so far as it is applicable to them and there is no non-compliance thereof during the financial year ended March 31, 2025.

Sd/-
Alfonso Martinez Fernandez
Chief Executive Officer and Managing Director
AXISCADES Technologies Limited

INDEPENDENT AUDITOR'S REPORT

To the Members of AXISCADES Technologies Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of AXISCADES Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

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, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive loss, its cash flows and the changes in equity 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), as 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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 financial 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue Recognition – unbilled revenue (as described in note 2.2(f), note 6 and note 21 of the standalone financial statements	
Revenue from sale of services for the year ended March 31, 2025 amounted to Rs. 39,712.02 lakhs and unbilled receivables as at March 31, 2025 amounted to Rs. 3,258.36 lakhs Revenue from time and material contracts related to engineering services are recognised over time as the related services are performed, which is pursued based on the efforts spent and agreed rate with the customer. Billing is done basis customer acceptances. Revenue from the end of last invoicing to the reporting date is recognized as unbilled revenue. Considering significant amount and volume of transactions, there is an inherent risk related to the occurrence of unbilled revenue at the year-end date. Accordingly, we have determined this area to be key audit matters in our audit of the standalone financial statements.	Our audit procedures included the following: • We evaluated the Company's accounting policy for revenue recognition and assessed its compliance with Ind AS 115, Revenue from Contracts with Customers; • We assessed the design and tested the operating effectiveness of internal controls related to revenue. • We performed sample test of revenue transactions of unbilled revenue at the year-end and traced those to underlying terms agreed with customers, proof of service delivery and approvals. Also, tested, on a sample basis, invoices raised subsequent to year end. • We assessed aging of unbilled revenue as on the balance sheet date and in case of aged items obtained reasons for delays and expected timelines for invoicing of the same; • Assessed the relevant disclosures in the standalone financial statements as per the relevant accounting standards.

Key audit matters	How our audit addressed the key audit matter
Assessment of impairment of investment in subsidiaries (as described in note 2.2(a) and note 5 of the standalone financial statements)	
As at March 31, 2025, the carrying value of investment in subsidiaries in the standalone balance sheet aggregates Rs. 41,617.65 lakhs, net of impairment. The Management assesses annually the existence of impairment indicators in respect of its investment in subsidiaries and such investments are subject to impairment test. For the purpose of the above assessment, recoverable amount has been determined by forecasting and discounting future cash flows. Furthermore, the recoverable amount is based on Management's assumptions of variables and market conditions such as volume growth rates, future operating expenditure, discount rates and long-term growth rates. Determination of the recoverable amount of the investment in subsidiaries involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments and accordingly, the assessment of impairment of investment in subsidiaries were determined to be a key audit matter in our audit of the standalone financial statements.	Our audit procedures included the following: • We understood, evaluated and tested Management's key controls over the process of assessment of impairment in investments; • We assessed the Company's valuation methodology applied in determining the recoverable amount. In making this assessment, we also assessed the objectivity and independence of Company's specialists involved in the process; • We engaged experts to assess the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates and methodologies used by the Management to determine the recoverable amount; • We tested the arithmetical accuracy of the impairment testing models; and • We have assessed the disclosure in the standalone financial statements as per the relevant accounting standards.

We have determined that there are no other key audit matters to communicate in our report.

Other Information

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

Our opinion on the standalone financial statements does not cover the other information and we do not 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 and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the 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 statements 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors 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.

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 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial 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.

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 the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, 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;

   (b) In our 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 (i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity 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, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (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 is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial

statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;

(h) The modification 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 (i)(vi) below on reporting under Rule 11(g);

(i) 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, as amended 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 in its standalone financial statements – Refer note 45 to the standalone financial statements;

ii. Provision has been made in the standalone financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer note 16 to the standalone financial statements;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.

iv.(a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 50(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 50(vi) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. The Company has used two accounting software for maintaining its books of account. Based on our examination which included test checks, the softwares 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 softwares, except as also described in note 49 to the financial statements, the audit trail feature is not enabled for one software i) for the changes made to the master data from April 1, 2024 to May 31, 2024; and ii) for direct changes made to data when using certain access rights. Audit trail features have not been tampered with in respect of accounting software where the audit trail has been 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 the prior year.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number: 065537
UDIN: 25065537BMLFUQ3157

Place of Signature: Bengaluru
Date: May 26, 2025

ANNEXURE 1

referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: AXISCADES Technologies Limited ('the Company')

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

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

(b) All Property, Plant and Equipment have not been physically verified by the Management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.

(b) As disclosed in notes 15 to the standalone financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the standalone financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company. The Company do not have sanctioned working capital limits in excess of Rs. five crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company.

(iii) (a) During the year the Company has granted loan to subsidiary companies and provided guarantee on behalf of subsidiary companies as follows:

	Loans (INR in lakhs)	Guarantee (INR in lakhs)
Aggregate amount granted during the year		
- Subsidiaries	225.00	3,233.40
- Associate	-	-
- Others	-	-
Balance outstanding as at balance sheet date in respect of above case		
- Subsidiaries	283.00	6,733.40
- Associate	-	-
- Others	-	-

Other than above, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.

The Company does not have any joint venture, hence the requirement to report on clause 3(iii)(a) of the Order in respect of joint venture, is not applicable to the Company.

(b) During the year the Company has not provided advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other party. Further, the terms and conditions of the guarantees and security provided and loans granted during the year, are not prejudicial to the Company's interest.

(c) The Company has granted loans during the year to subsidiaries where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

(d) There are no amounts of loans or advances in the nature of loans granted to companies, firms, Limited Liability Partnerships or any other parties which are overdue for more than ninety days.

(e) The Company had renewed the existing loan granted to a subsidiary which had fallen due during the year. The aggregate amount of such dues renewed and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year are as follows:.

Name of Parties	Aggregate amount of loans granted during the year (INR in lakhs)*	Aggregate overdue amount settled by renewal to same parties (INR in lakhs)	Percentage of the aggregate to the total loans granted during the year (INR in lakhs)
Explosoft Tech Solutions Private Limited (Subsidiary)	25.00	18.50	74%

* Represents the loans granted, extended or renewed during the year.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) Loans, investments, guarantees and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the services of the Company.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, income-tax, duty of customs, cess and other statutory dues applicable have generally been regularly deposited with the appropriate authorities though there has been a slight delay in professional tax in few cases. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues that have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (INR in lakhs)	Amount paid under protest (INR in lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income Tax	194.43	40.00	Financial Year 2015-16	Commissioner of Income Tax (Appeals)
The Income Tax Act, 1961	Income Tax	163.57	40.00	Financial Year 2017-18	Commissioner of Income Tax (Appeals)
The Finance Act, 1994	Service Tax	956.39	-	April 2006 to September 2010	Honourable Supreme Court of India
Goods and Service Tax	Goods and Service Tax	16.61	-	Financial Year 2017-18	Office of the Superintendent of GST & Central Excise, Perungudi
Goods and Service Tax	Goods and Service Tax	4.70	-	Financial Year 2017-18	Office of the Assistant Commissioner of Commercial Taxes, Hyderabad

Name of the statute	Nature of the dues	Amount (INR in lakhs)	Amount paid under protest (INR in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Goods and Service Tax	Goods and Service Tax	9.28	-	Financial Year 2020-21	Office of the Deputy Commissioner of Commercial Taxes (Audit), Bengaluru
Goods and Service Tax	Goods and Service Tax	1,405.34	-	Financial Year 2018-19 to 2020-21	Honourable High Court of Madras

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate.

(f) The Company has raised loans during the year on pledge of securities held in its subsidiaries as per details below. Further, the Company has not defaulted in repayment of such loans raised.

Nature of loan taken	Name of lender	Amount of loan (INR in lakhs)	Name of the subsidiary	Relation	Details of security pledged
Secured Unlisted Redeemable Non- Convertible Debentures	Investec Bank Plc	1,000	Mistral Solutions Private Limited ("MSPL")	Subsidiary	51% of shares in MSPL has been pledged with Debenture Trustee
	Emerging India Credit Opportunities Fund 1	4,000			

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The fund raised by the Company during the year ended March 31, 2024, prima facie have been used for the purposes for which the funds were raised, other than temporary deployment pending application of proceeds as disclosed in note 47 to the standalone financial statements.

Further during the year, the Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit.

(xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under Sub-section (12) of Section 143 of the Companies Act, 2013 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) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

(xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred any cash losses in the current and immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 44 to the standalone financial statements, ageing and expected dates of realization 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) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a)) and clause 3(xx)(b) of the Order is not applicable to the Company.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
Firm Registration Number: 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number: 065537
UDIN: 25065537BMLFUQ3157

Place of Signature: Bengaluru
Date: May 26, 2025

ANNEXURE 2

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF AXISCADES TECHNOLOGIES LIMITED

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 AXISCADES Technologies 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.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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"). 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 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements 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") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 these 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 these 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 these 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 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 these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to 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.

Opinion

In our opinion, the Company has, in all material respects, 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 over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number: 065537
UDIN: 25065537BMLFUQ3157

Place of Signature: Bengaluru
Date: May 26, 2025

STANDALONE BALANCE SHEET

AS AT March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Notes	As at March 31, 2025	As at March 31, 2024
Assets			
Non-current assets			
Property, plant and equipment	3	1,887.94	731.86
Intangible assets	4	286.00	245.99
Right-of-use assets	30	1,681.54	2,435.54
Financial assets			
Investments	5	41,617.70	41,617.70
Loans	9	208.00	158.00
Other financial assets	6	933.03	886.19
Deferred tax assets, net	33	1,792.28	805.62
Non-current tax asset, net	7	1,067.40	775.62
Other non-current assets	8	53.33	36.59
		49,527.22	**47,693.11**
Current assets			
Financial assets			
Loans	9	75.00	18.50
Trade receivables	10	7,718.21	7,221.16
Cash and cash equivalent	11	1,120.08	1,693.53
Bank balances other than cash and cash equivalent	12	2,874.77	8,359.08
Other financial assets	6	4,987.46	4,653.55
Other current assets	8	2,630.59	1,808.27
		19,406.11	**23,754.09**
Assets held for sale	46	-	830.18
		19,406.11	**24,584.27**
Total assets		**68,933.33**	**72,277.38**
Equity and liabilities			
Equity			
Equity share capital	13	2,126.41	2,098.94
Other equity	14	37,118.38	34,498.71
		39,244.79	**36,597.65**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15	14,920.57	15,060.67
Lease liabilities	30	880.21	1,737.67
Other financial liabilities	16	1,035.60	813.55
Provisions	17	1,003.56	797.51
		17,839.94	**18,409.40**
Current liabilities			
Financial liabilities			
Borrowings	15	5,511.54	11,628.11
Lease liabilities	30	1,028.44	868.80
Trade payables	18		
(a) Total outstanding dues of micro enterprises and small enterprises		121.79	255.54
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		2,317.90	1,265.89
Other financial liabilities	16	1,024.42	893.04
Provisions	17	732.54	647.40
Current tax liability, net	20	88.06	-
Other current liabilities	19	1,023.91	1,711.55
		11,848.60	**17,270.33**
Total liabilities		**29,688.54**	**35,679.73**
Total equity and liabilities		**68,933.33**	**72,277.38**

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Revenue from operations	21	39,798.05	35,302.44
Other income	22	1,412.94	483.83
Total income		**41,210.99**	**35,786.27**
Expenses			
Purchase of traded goods		72.00	-
Employee benefits expense	23	23,777.19	23,327.41
Finance costs	24	3,080.46	5,408.60
Depreciation and amortization expense	25	1,760.20	1,442.16
Other expenses	26	9,251.33	6,225.01
Total expense		**37,941.18**	**36,403.18**
Profit/ (loss) before exceptional item and tax		**3,269.81**	**(616.91)**
Exceptional item	27	(152.29)	-
Profit/ (loss) before tax		**3,117.52**	**(616.91)**
Income tax expense:	**33**		
(i) Current tax		85.71	37.36
(ii) Adjustment of tax relating to earlier years		(123.74)	-
(iii) Deferred tax credit		(903.86)	(257.46)
Total income tax benefit		**(941.89)**	**(220.10)**
Profit/ (loss) for the year		**4,059.41**	**(396.81)**
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement losses on defined benefit plans	36	(125.22)	(111.78)
Income tax effect		31.52	31.10
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**(93.70)**	**(80.68)**
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
(Losses)/ gains on cash flow hedges	35	(203.75)	59.45
Income tax effect		51.28	(16.54)
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		**(152.47)**	**42.91**
Other comprehensive income for the year, net of tax		**(246.17)**	**(37.77)**
Total comprehensive income/ (loss) for the year, net of tax		**3,813.24**	**(434.58)**
Profit/ (loss) per equity share in ₹ [nominal value of shares ₹ 5 (March 31, 2024 : ₹ 5)]	28		
Basic		**9.62**	**(1.02)**
Diluted		**9.33**	**(1.02)**

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

STANDALONE STATEMENT OF CASH FLOWS

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Operating activities			
Profit/ (loss) before tax		3,117.52	(616.91)
Adjustments to reconcile profit/ (loss) before tax to net cash flows:			
Exceptional item	27	152.29	-
Depreciation and amortization expense	25	1,760.20	1,442.16
Interest income	22	(662.71)	(375.20)
Gain on sale of units of mutual funds	22	(8.17)	-
Changes in the fair valuation of derivative	26	-	(565.18)
Fair value gain on financial instruments at fair value through profit or loss	22	-	(4.65)
Finance costs	24	3,080.46	5,408.60
Provision for doubtful debts and advances	26	106.86	-
Recovery of bad debts written off	22	-	(0.97)
Advances written off		-	10.00
Share based payment expense	23	(1,316.27)	586.13
Loss on sale of property, plant and equipment	26	25.05	1.36
Gain on sale of assets held for sale	22	(659.19)	-
Net unrealised foreign exchange loss		225.93	113.51
Operating profit before working capital changes		**5,821.97**	**5,998.85**
Movements in working capital			
(Increase) in trade receivables		(653.00)	(2,028.05)
(Increase) in other assets including financial assets		(779.38)	(857.78)
Increase/ (decrease) in trade payables, other liabilities and financial liabilities		336.78	(1,623.40)
Increase in provisions		81.04	70.76
Cash generated from operating activities		**4,807.41**	**1,560.38**
Direct taxes (paid)/ refund, net		(165.69)	401.63
Net cash flows from operating activities (A)		**4,641.72**	**1,962.01**
Investing activities			
Purchase of property, plant and equipment and intangible assets		(2,139.44)	(662.76)
Proceeds from sale of assets held for sale		1,043.87	0.52
Investment in equity shares of subsidiary		-	(2,625.00)
Payment of deferred purchase consideration		(212.26)	(65.67)
Proceeds from sale of mutual fund units		8.17	250.04
Loan to subsidiaries		(206.50)	(166.50)
Repayment of loans by subsidiaries		100.00	-
Interest received		681.93	172.39
Investment in fixed deposits		(2,356.34)	(20,334.32)
Redemption of fixed deposits		7,398.96	11,170.15
Net cash flows from/ (used in) investing activities (B)		**4,318.39**	**(12,261.15)**
Financing activities			
Repayment of principal and interest portion of lease liabilities	30	(1,199.31)	(1,147.09)
Proceeds from long-term borrowings		6,409.00	25,080.00
Repayment of long-term borrowings		(5,316.87)	(31,713.51)
(Repayments)/ proceeds of short term borrowings, net		(7,460.06)	1,092.09
Proceeds from issue of equity shares through QIP	47	-	21,999.99
QIP issue expenses		-	(1,348.64)
Proceeds from exercise of share options		338.72	222.47
Interest paid		(2,261.30)	(3,858.44)
Net cash flows (used in)/ from financing activities (C)		**(9,489.82)**	**10,326.87**
Net (decrease)/ increase in cash and cash equivalent (A+B+C)		**(529.71)**	**27.73**
Effect of exchange rate changes, net		(43.74)	0.79
Cash and cash equivalent at the beginning of the year		1,693.53	1,665.01
Cash and cash equivalent at the end of the year	**11**	**1,120.08**	**1,693.53**

Refer note 15 for change in liabilities arising from financing activities and for non cash financing and investing activities
The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

STANDALONE STATEMENT OF CHANGES IN EQUITY
for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital
For the year ended March 31 2025

Equity shares of ₹ 5 each (31 March 2024: ₹ 5 each) issued, subscribed and fully paid-up	Equity shares	
	Number (in lakhs)	Amount
As at April 1, 2024	419.48	2,098.94
Add: Issued and subscribed during the year [refer note (i) below]	5.49	27.47
At March 31, 2025	**424.97**	**2,126.41**

For the year ended 31 March 2024

Equity shares of ₹ 5 each (31 March 2023: ₹ 5 each) issued, subscribed and fully paid-up	Equity shares	
	Number (in lakhs)	Amount
At April 1, 2023	381.99	1,911.50
Add: Issued and subscribed during the year [refer note (i) and (ii) below]	37.49	187.44
At March 31, 2024	**419.48**	**2,098.94**

(i) During the year, the Company allotted 549,449 (March 31, 2024 - 425,632) equity shares of ₹ 5 each aggregating ₹ 27.47 lakhs (31 March 2024 - ₹ 21.28 lakhs), consequent to the exercise of stock options by employees of the Company under the "AXISCADES Employee Stock Option Plan 2018 – Series 1" and "AXISCADES Employee Stock Option Plan 2018 – Series 2".

(ii) During the year ended March 31, 2024, the Company allotted 3,323,262 equity shares of ₹ 5 each aggregating ₹ 166.16 lakhs at an issue price of ₹ 662 per equity share through Qualified Institutional Placement (QIP) process (refer note 47).

B. Other equity

For the year ended 31 March 2025

	Reserves and Surplus			Items of OCI		Total
	Securities premium (Note 14)	Retained earnings (Note 14)	Share based payment reserve (Note 14)	Capital reserve (Note 14)	Hedge reserve (Note 14)	
As at April 1, 2024	31,226.34	(2,769.81)	1,788.06	4,227.97	26.15	**34,498.71**
Profit for the year	-	4,059.41	-	-	-	**4,059.41**
Fair value loss on derivative instruments, net of tax	-	-	-	-	(152.47)	**(152.47)**
Re-measurement losses on defined benefit plans, net of tax	-	(93.70)	-	-	-	**(93.70)**
Total comprehensive income/ (loss) for the year	**-**	**3,965.71**	**-**	**-**	**(152.47)**	**3,813.24**
Exercise of share options	527.35	-	(216.10)	-	-	**311.25**
Share based payments to employees, net (refer note 40)	-	-	(1,504.82)	-	-	**(1,504.82)**
As at March 31, 2025	**31,753.69**	**1,195.90**	**67.14**	**4,227.97**	**(126.32)**	**37,118.38**

For the year ended 31 March 2024

	Reserves and Surplus			Items of OCI		Total
	Securities premium (Note 14)	Retained earnings (Note 14)	Share based payment reserve (Note 14)	Capital reserve (Note 14)	Hedge reserve (Note 14)	
As at April 1, 2023	10,416.51	(2,292.32)	1,364.84	4,227.97	(16.76)	**13,700.24**
Loss for the year	-	(396.81)	-	-	-	**(396.81)**
Fair value gain on derivative instruments, net of tax	-	-	-	-	42.91	**42.91**
Re-measurement losses on defined benefit plans, net of tax	-	(80.68)	-	-	-	**(80.68)**
Total comprehensive (loss)/ income for the year	**-**	**(477.49)**	**-**	**-**	**42.91**	**(434.58)**
Exercise of share options	324.64	-	(123.46)	-	-	**201.18**
Issue of equity shares through QIP (refer note 47)	21,833.83	-	-	-	-	**21,833.83**
Share issue expenses (refer note 47)	(1,348.64)	-	-	-	-	**(1,348.64)**
Share based payments to employees, net (refer note 40)	-	-	546.68	-	-	**546.68**
As at March 31, 2024	**31,226.34**	**(2,769.81)**	**1,788.06**	**4,227.97**	**26.15**	**34,498.71**

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

Notes to Standalone Financial Statements
for the year ended 31 March 2025

1. Corporate information:

The Standalone financial statements comprise financial statements of AXISCADES Technologies Limited ('the Company'/ 'AXISCADES') (CIN: L72200KA1990PLC084435) for the year ended March 31, 2025. The Company is a public limited company domiciled in India and is incorporated on August 24, 1990 under the provisions of the Companies Act applicable in India. The Company's shares are listed for trading on the National Stock Exchange of India Limited and BSE Limited in India. The registered office of the Company is Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560024, Karnataka, India.

The Company is principally engaged in the business of Technology Services and Solutions. Information on other related party relationships of the Company is provided in note 29.

The Standalone financial statements were approved for issue in accordance with a resolution of the directors on May 26, 2025.

The financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the company.

2. Material accounting policies

2.1 Statement of compliance and basis of preparation

The Standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (as amended from time to time), (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

Derivative financial instruments, Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and Contingent consideration arising from business combination

Equity settled ESOP at grant date fair value

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities.

In addition, the carrying values of recognised assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortised cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

The financial statements are presented in INR and all values are rounded to the nearest lakh (INR 00,000), except when otherwise indicated.

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

2.2 Summary of material accounting policies

a) Investment in subsidiaries and associates

A subsidiary is an entity that is controlled by another entity.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The Company's investments in its subsidiaries and associates are accounted at cost less impairment.

Impairment of investments

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the Statement of Profit and Loss.,

When an impairment loss subsequently reverses, the carrying amount of the Investment is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the cost of the Investment. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

b) Current versus non-current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always 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 identified period up to twelve months as its operating cycle.

Notes to Standalone Financial Statements
for the year ended 31 March 2025

c) Property, plant and equipment

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

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.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

c) Property, plant and equipment (Cont'd)

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Asset Category	Useful lives (in years)
Computers	
Laptops	3
Server & Network equipments	6
Workstation (Desktops, Monitors. etc.)*	6
Furniture and fixtures	10
Office equipment	5
Office buildings	61
Vehicles	8

The Company, based on management estimate, depreciates workstations over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The Company has evaluated the applicability of component accounting as prescribed under Ind AS 16, Property, plant and equipment, 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 residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Leasehold improvements are depreciated over its lease period including renewable period or estimated useful life, whichever is shorter, on a straight-line basis.

d) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs (refer below policy for R&D costs), are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred

The useful lives of intangible assets are assessed as either finite or indefinite.

Expenditure incurred towards development, if eligible for capitalisation, is carried as 'intangible assets under development' where such assets are not yet ready for their intended use.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Notes to Standalone Financial Statements
for the year ended 31 March 2025

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

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Process manuals are amortised over the remaining project term or the useful life of the process manual, whichever is shorter. Software's are amortised over the period of 6 years / over the period of the respective project.

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

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

e) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Company operates, or for the market in which the asset is used.

Impairment losses are recognised in the statement of profit and loss.

For assets excluding goodwill an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of

Notes to Standalone Financial Statements
for the year ended 31 March 2025

depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

f) Revenue from operations

The specific recognition criteria described below must also be met before revenue is recognized.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services and excludes amounts collected on behalf of third parties. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Sale of services

The Company derives its revenues primarily from engineering design services. Service income comprises of income from time and material contracts. Revenue from time and material contracts are recognised over time as the related services are performed, which is pursued based on the efforts spent and agreed rate with the customer. Revenue from the end of last invoicing to the reporting date is recognized as unbilled revenue.

Sale of products

Revenue from sale of products is recognized at the point in time when control of the goods is passed to the customer. The point at which control passes is determined based on the terms and conditions by each customer arrangement, but generally occurs on delivery to the customer. The contracts that Company enters into relate to sales order containing single performance obligations for the delivery of goods as per Ind AS 115.

Finance income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company performs by providing services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Revenues in excess of invoicing are classified as contract assets (which we refer to as Unbilled Revenue). Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section 2 (p) Impairment of financial assets.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section 2 (o) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

g) Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Overseas social security

The Company contributes to social security charges of

Notes to Standalone Financial Statements
for the year ended 31 March 2025

countries to which the Company deputes its employees on employment or has permanent employees. The plans are defined contribution plan and contributions paid or payable is recognised as an expense in these periods in which the employee renders services in those respective countries.

Defined benefit plan

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.

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 vesting as well as non vesting benefit. The cost of short term compensated absences are provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

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. Net interest expense on the net defined benefit liability is included in finance costs.

Gains and losses through re-measurements of the defined benefit plans are recognized in other comprehensive income, which are not reclassified to Statement of Profit and Loss in a subsequent period. Further, as required under Ind AS compliant Schedule III, the Company transfers those amounts recognized in other comprehensive income to retained earnings in the statement of changes in equity and in the balance sheet.

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.

h) Leases

The Company has lease contracts for buildings, plant and machinery used in its operations. Lease terms generally ranges between 3 and 9 years.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Buildings	3 to 9 years
Plant and machinery	3 years

If ownership of the right to use asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

(ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and

Notes to Standalone Financial Statements
for the year ended 31 March 2025

amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

i) Foreign currencies

The Company's Standalone financial statements are presented in Indian Rupees ('₹' or 'INR'), which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition.

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

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

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

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

j) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k) Investments in subsidiaries

The Company's investment in equity instruments in subsidiaries are accounted for at cost. Where the carrying amount of an investment in 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.

l) Taxes

Current income tax

Tax expense comprises current tax expense and deferred tax.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid

Notes to Standalone Financial Statements
for the year ended 31 March 2025

to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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 utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

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.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports.

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

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 OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

m) Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying

Notes to Standalone Financial Statements
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economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

Decommissioning liability

The Company records a provision for decommissioning costs associated with the premises taken on lease. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissio+B45ning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent liabilities

Contingent liability is:

(a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or

(b) a present obligation that arises from past events but is not recognized because;

- it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
- the amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

n) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (g) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

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i. Financial assets at amortised cost (debt instruments)

ii. Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

iii. Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

iv. Financial assets at fair value through profit or loss

i. Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets.' 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 amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, and loan to an associate and loan to a director included under other non-current financial assets. For more information on financial assets, refer note 6 and for receivables, refer note 10.

ii. Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

The Company's debt instruments at fair value through OCI includes investments in quoted debt instruments included under other non-current financial assets.

iii. Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation for the issuer and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity investment which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

iv. Financial assets at fair value through profit or loss

Financial assets in this category are those that are held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109 i.e. they do not meet the criteria for classification as measured at amortised cost or FVOCI. Management only designates an instrument at FVTPL upon initial recognition, if the designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis. Such designation is determined on an instrument-by-instrument basis. For the Company, this category includes derivative

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instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. The Company has not designated any financial assets at FVTPL.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Interest earned on instruments designated at FVTPL is accrued in interest income, using the EIR, taking into account any discount/ premium and qualifying transaction costs being an integral part of instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using the contractual interest rate. Dividend income on listed equity investments are recognised in the statement of profit and loss as other income when the right of payment has been established.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's 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 recognises 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, measurement and presentation

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 including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

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. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities are designated upon initial recognition as at fair value through profit or loss only if the criteria in Ind AS 109 are satisfied. For

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liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses 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 and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

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 amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR. The EIR amortisation 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.

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.

Derivative financial instruments and Hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks arising from highly probable future forecasted sales. This derivative financial instrument are designated in a cash flow hedge relationship. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the Statement of Profit and Loss.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss and is reclassified to underlying hedged item.

o) Impairment of financial assets

In accordance with Ind AS 109 Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss 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. However, if credit

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risk has increased significantly, life time ECL is used. If in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

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 is required to use 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.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

a. Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

b. Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

c. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

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.

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.

p) Fair value measurement

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

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

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

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, maximising the use of relevant observable inputs and minimising 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 (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

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Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurements as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the Management present the valuation results to the Audit Committee and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

q) Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, Cash and cash equivalent consist of cash at banks and on hand 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.

r) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is engaged in the Technology Services and Solutions, which constitutes its single reportable segment.

s) 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 shareholders 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.

t) Business combinations

Business combinations between entities under common control is accounted for at carrying value under the provisions of Ind AS 103, Business Combinations.

Transaction costs that the Company incurs in connection with a business combination such as finders' fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

u) Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. Further details are given in Note 40.

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

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

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

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

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

v) Assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

The appropriate level of management is committed to a plan to sell the asset

An active programme to locate a buyer and complete the plan has been initiated (if applicable)

The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and

Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

w) Events after the reporting period

If the Company receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate financial statements. The Company will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that

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relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its separate financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2.3 Changes in accounting policies and disclosures

There are no new accounting policies applied during the current year and accounting policies are consistent from previous year.

2.4 New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2024. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Ind AS 117 Insurance Contracts

The Ministry of Corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated August 12, 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after April 1, 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 does not have material impact on the Company's separate financial statements as the Company has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

(ii) Amendments to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after April 1, 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The application of amendment to Ind AS 116 does not have material impact on the Company's separate financial statements as the Company has not entered into any sale and leaseback transactions covered under Ind AS 116.

2.5 Standards notified but not yet effective

There are no standards that are notified and not yet effective as on the date.

2.6 Climate – related matters

The Company considers climate-related matters in estimates and assumptions, where appropriate. This assessment includes a wide range of possible impacts on the Company due to both physical and transition risks. Even though climate-related risks might not currently have a significant impact on measurement, the Company is closely monitoring relevant changes and developments, such as new climate-related legislation.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

3. Property, plant and equipment (PPE)

	Computers	Furniture and fixtures	Office equipment	Office building	Vehicles	Leasehold improvements	Total
Cost							
As at April 1, 2023	972.29	66.22	152.46	136.19	47.85	103.42	**1,478.43**
Additions	349.40	27.30	19.05	-	-	150.46	**546.21**
Disposals	(3.18)	-	(5.73)	-	-	-	**(8.91)**
Assets held for sale	-	-	-	(136.19)	-	-	**(136.19)**
As at March 31, 2024	**1,318.51**	**93.52**	**165.78**	**-**	**47.85**	**253.88**	**1,879.54**
Additions	1,667.43	7.99	82.66	-	-	-	1,758.08
Disposals	(19.63)	(9.58)	(6.38)	-	(42.60)	-	(78.19)
As at March 31, 2025	**2,966.31**	**91.93**	**242.06**	**-**	**5.25**	**253.88**	**3,559.43**
Depreciation							
As at April 1, 2023	712.74	32.44	82.90	20.14	13.23	39.69	**901.14**
Charge for the year	209.35	11.66	17.28	3.53	8.52	26.89	**277.23**
Disposals	(2.62)	-	(4.40)	-	-	-	**(7.02)**
Assets held for sale	-	-	-	(23.67)	-	-	**(23.67)**
As at March 31, 2024	**919.47**	**44.10**	**95.78**	**-**	**21.75**	**66.58**	**1,147.68**
Charge for the year	478.19	10.44	27.74	-	6.42	57.90	**580.69**
Disposals	(18.79)	(9.58)	(5.59)	-	(22.92)	-	**(56.88)**
As at March 31, 2025	**1,378.87**	**44.96**	**117.93**	**-**	**5.25**	**124.48**	**1,671.49**
Net book value							
As at March 31, 2025	**1,587.44**	**46.97**	**124.13**	**-**	**-**	**129.40**	**1,887.94**
As at March 31, 2024	**399.04**	**49.42**	**70.00**	**-**	**26.10**	**187.30**	**731.86**

a. Change in accounting estimates

During the year ended March 31, 2025, the Company has reassessed the useful lives and residual values of its property, plant and equipment. The changes in useful life and residual value based on the expected pattern of consumption of the future economic benefits embodied in the asset and to align with the useful lives specified in Schedule II of the Companies Act. Effective from January 1, 2025, the Company has re-assessed useful lives of Servers & Networks and Workstations from 3 years to 6 years, Furniture and Fixtures from 7 years to 10 years and Office Equipment from 7 years to 5 years. The Company has reassessed the residual value of all its PPE to five percent of original cost. The effect of this change on actual and expected depreciation expense, in current and future years, is as follows:

	2024-25	2025-26	2026-27	2027-28
(Increase)/ decrease in depreciation expense	76.78	318.01	266.11	(43.59)

b. Property, plant and equipment pledged as security

Details of PPE pledged are as per note 15.

c. Decommissioning cost

A provision has been recognised for decommissioning costs associated with the premises taken on lease. The Company is committed to decommissioning the premises as a result of improvements made to the premises (refer note 17).

d. Capitalised borrowing cost

No borrowing costs are capitalised during the year ended March 31, 2025 (March 31, 2024: Nil).

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

4. Intangible assets

	Software	Process manuals	Sub-total	assets under development*	Total
Cost					
As at April 1, 2023	1,734.29	1,754.44	3,488.73	-	3,488.73
Additions	127.51	-	127.51	-	127.51
As at March 31, 2024	**1,861.80**	**1,754.44**	**3,616.24**	**-**	**3,616.24**
Additions	98.36	-	98.36	84.27	182.63
Disposals	(210.08)	-	(210.08)	-	(210.08)
Reclassification**	84.27	-	84.27	(84.27)	-
As at March 31, 2025	**1,834.35**	**1,754.44**	**3,588.79**	**-**	**3,588.79**
Amortisation					
As at April 1, 2023	1,460.33	1,754.44	3,214.77	-	3,214.77
Charge for the year	155.48	-	155.48	-	155.48
As at March 31, 2024	**1,615.81**	**1,754.44**	**3,370.25**	**-**	**3,370.25**
Charge for the year	142.62	-	142.62	-	142.62
Disposals	(210.08)	-	(210.08)	-	(210.08)
As at March 31, 2025	**1,548.35**	**1,754.44**	**3,302.79**	**-**	**3,302.79**
Net book value					
As at March 31, 2025	**286.00**	**-**	**286.00**	**-**	**286.00**
As at March 31, 2024	**245.99**	**-**	**245.99**	**-**	**245.99**

* Intangible assets under development represents cost incurred towards software development and product development activity.

** Intangible assets under development has been transferred to computer software upon completion of development and is ready for use.

Refer note 15 for details of assets pledged as security for borrowings.

a Change in accounting estimates

The Company has reassessed the useful life of its computer software during the year ended March 31, 2025. This reassessment has resulted in an increase in the useful life from 3 years to 6 years. The decision was based on a thorough evaluation of historical data, which indicated that the software is expected to provide economic benefits over a longer period than previously estimated. This change in accounting estimate has been applied prospectively, affecting the depreciation expense recognized in the current and future financial periods.

	2024-25	2025-26	2026-27	2027-28
(Increase)/ decrease in depreciation expense	28.60	85.01	9.85	(39.98)

b Intangible assets under development

Intangible assets under development represents cost incurred towards software development activity

	Software	Total
As at April 1, 2023	-	-
Additions during the year	-	-
Less: Capitalised during the year	-	-
As at March 31, 2024	-	-
Additions during the year [refer note (iii) below]	84.27	84.27
Less: Reclassified to softwares	(84.27)	(84.27)
As at March 31, 2025	**-**	**-**

(i) There were no projects temporarily suspended as at March 31, 2025 and March 31, 2024.

(ii) There is no project whose completion is overdue or has exceeded its cost compared to its original plan during the year ended March 31, 2025 and March 31, 2024.

(iii) Employee benefit expenses of ₹ 84.27 lakhs relating to employees involved in software development has been capitalised as Intangible assets under development.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Financial Assets

5. Investments

Non-current

		As at March 31, 2025	As at March 31, 2024
i)	**Unquoted Investments in equity shares**		
	Investment in equity shares of subsidiaries carried at cost:		
	AXISCADES Inc.	1,489.06	1,489.06
	19,725 (March 31, 2024: 19,725) equity shares of no par value (March 31, 2024: no par value)		
	Cades Studec Technologies (India) Private Limited	719.66	719.66
	475,000 (March 31, 2024: 475,000) equity shares of ₹10 (March 31, 2024: ₹10) each, fully paid up		
	AXISCADES Technology Canada Inc.	0.05	0.05
	100 (March 31, 2024: 100) equity shares of Canadian Dollar 1 (March 31, 2024: Canadian Dollar 1) each, fully paid up		
	Axis Mechanical Engineering Design (Wuxi) Co., Ltd.	42.68	42.68
	1 (March 31, 2024: 1) equity share of no par value (March 31, 2024: no par value) no par value		
	AXISCADES GmbH	18.87	18.87
	1 (March 31, 2024: 1) equity share of no par value (March 31, 2024: no par value) no par value		
	AXISCADES Aerospace & Technologies Private Limited	11,962.04	11,962.04
	16,838,512 (March 31, 2024: 16,838,512) equity shares of ₹10 (March 31, 2024: ₹10) each, fully paid up		
	Mistral Solutions Private Limited (refer note c below)*	17,000.97	17,000.97
	2,387,025 (March 31, 2024: 2,364,120) equity shares of ₹5 (March 31, 2024: ₹5) each, fully paid up		
	Explosoft Tech Solutions Private Limited	7,213.00	7,213.00
	24,191,364 (March 31, 2024: 24,191,364) equity shares of ₹ 10 (March 31, 2024: ₹10) each, fully paid up		
	Epcogen Private Limited (refer note b and note c below)	3,214.00	3,214.00
	10,000 (March 31, 2024: 10,000) equity shares of ₹ 10 (March 31, 2024: ₹10) each, fully paid up		
		41,660.33	**41,660.33**
	Less: Provision for impairment in value of investment in Axis Mechanical Engineering Design (Wuxi) Co., Ltd.	(42.68)	(42.68)
	Net Investment in equity shares of subsidiaries:	**41,617.65**	**41,617.65**
	Total investment carried at cost (A)	**41,617.65**	**41,617.65**

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

		As at March 31, 2025	As at March 31, 2024
ii)	**Investments in equity shares of other companies (at FVTPL) (unquoted)**		
	Axis Cogent Global Limited	-	-
	946,822 (March 31, 2024: 946,822) equity shares of ₹ 10 (March 31, 2024: ₹10) each, fully paid up		
	Datum Technology Limited	-	-
	50,000 (March 31, 2024: 50,000) equity shares of ₹ 10 (March 31, 2024: ₹10) each, fully paid up		
	Total investment carried at fair value through profit or loss (B)	**-**	**-**
iii)	**Other unquoted investments (at amortised cost)**		
	National savings certificates	0.05	0.05
	Total investment carried at amortised cost (C)	**0.05**	**0.05**
	Aggregate value of investments (A+B+C)	**41,617.70**	**41,617.70**
	Aggregate value of unquoted investments	41,660.38	41,660.38
	Aggregate book value of quoted investments	-	-
	Aggregate market value of quoted investments	-	-
	Aggregate provision for impairment in value of investments	(42.68)	(42.68)
	* Refer note 15 for details of assets pledged as security for borrowings.		

a. During the year ended March 31, 2023, the Company issued Unrated, Unlisted, Secured Non-Convertible Debentures ("NCDs") aggregating ₹ 14,500 lakhs to a financial institution ("Investor") repayable over three years at an interest rate of 15.75% - 16.00% per annum, payable quarterly. The Company also entered into an Investment Agreement with the aforesaid Investor and provided a Right to Invest ("Share Warrants") in the Compulsorily Convertible Preference Shares ("CCPS") of the subsidiary, MSPL, at an agreed value and mutually agreed terms and conditions. Share Warrants were classified as Derivative Liability carried at Fair Value through Profit and Loss. The Company recorded a Share Warrants expense of ` 565.18 lakhs in the Statement of Profit and Loss for the year ended March 31, 2023 and reduced the equivalent amount in investment in equity shares of MSPL in the Balance Sheet as at March 31, 2023.

During the year ended March 31, 2024, the abovementioned NCDs together with other borrowings aggregating ₹ 21,000 lakhs has been refinanced at a lower interest rate of 12.75% per annum through the issuance of Unlisted Unrated Secured Redeemable Non-Convertible Debentures through another financial institution. The Company had recorded a one-time expense of ₹ 667.40 lakhs relating to an unamortised portion of borrowing costs and prepayment charges on the aforesaid refinancing. The same had been grouped under finance costs for the year ended March 31, 2024.

On September 29, 2023, MSPL had entered into an Amendment to Share Subscription cum Shareholders' Agreement dated July 22, 2023 on September 29, 2023, thereby amending the terms of right of investment by the Investor, wherein the Investor is entitled to invest only upon discretion and consent of MSPL. Consequent to the aforesaid amendment, the provision for diminition in investment of MSPL aggregating ₹ 565.18 lakhs had been reversed through Statement of Profit and Loss for the year ended March 31, 2024.

b. During the year ended March 31, 2024, the Company acquired Epcogen Private Limited ("Epcogen"), engaged in engineering design and solutions for energy sector, through a payment of fixed purchase consideration of ₹ 2,625 lakhs and a contingent purchase consideration payable over a period of three years, dependent upon earnings of Epcogen for the period April 1, 2023 to March 31, 2026, with a maximum amount of ₹ 700 lakhs.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

c. The purchase consideration payable for the acqusition of MSPL and Epcogen is as follows:

	As at March 31, 2025	As at March 31, 2024
Opening balance of purchase consideration payable	658.46	125.13
Add: Purchase consideration payable on acquisition of Epcogen	-	3,214.00
Add: Changes in fair value of purchase consideration payable	-	10.00
Add: Unwinding of discount (interest expense)	53.91	-
Add: Additional purchase consideration paid to the shareholders of MSPL*	152.29	-
Less: Fixed purchase consideration paid towards acquisition of Epcogen	-	(2,625.00)
Less: Deferred purchase consideration settled	(212.26)	(65.67)
Closing balance of purchase consideration payable	**652.40**	**658.46**
Purchase consideration payable on acquisition of MSPL - disclosed under other current financial liabilities*	-	59.46
Purchase consideration payable on acquisition of Epcogen - disclosed under other current and non-current financial liabilities	652.40	599.00

* The entire purchase consideration payable for the acquistion of MSPL is discharged by the Company. During the year, the Company has paid an additional purchase consideration of ₹ 152.29 lakhs to acquire 22,905 equity shares from certain individual shareholders of MSPL and disclosed this as an exceptional item (refer note 27).

6. Other financial assets

	As at March 31, 2025	As at March 31, 2024
Non-current		
(carried at amortised cost)		
(Unsecured, considered good)		
Security deposits	591.28	545.12
Margin money deposits with banks [refer note (i) below]	326.74	341.07
Interest accrued on inter-corporate deposit (refer note 29)	15.01	-
	933.03	**886.19**
Current		
(carried at amortised cost)		
(Unsecured, considered good)		
Interest accrued on fixed deposits	13.63	148.91
Interest accrued on inter-corporate deposit (refer note 29)	16.27	2.97
Margin money deposits with banks [refer note (ii) below]	1,204.00	712.00
Contract assets - unbilled revenue [refer note (iii) below]	3,258.36	3,050.89
Receivables from related parties (refer note 29)	453.45	686.91
Security deposits	41.75	41.75
	4,987.46	**4,643.43**
(Unsecured, considered doubtful)		
Contract assets - unbilled revenue	6.53	104.97
Security deposits	33.83	33.83
	40.36	**138.80**
Less:		
Allowance for doubtful contract assets	(6.53)	(104.97)

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
Allowance for doubtful security deposits	(33.83)	(33.83)
	(40.36)	**(138.80)**
(carried at FVTOCI)		
(Unsecured, considered good)		
Hedge asset	-	10.12
	-	**10.12**
	4,987.46	**4,653.55**

(i) Fixed deposits have been deposited as margin money against debentures.

(ii) Fixed deposits have been deposited as margin money against packing credit facility and term loan availed from banks.

(iii) Includes ₹ 489.43 lakhs (March 31, 2024: ₹ 348.17 lakhs) from related parties (refer note 29)

(iv) Derivative instruments at FVTOCI reflect the positive change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable forecast sales in US dollars (USD).

Refer note 15 for details of assets pledged as security for borrowings.

7. Non-current tax asset, net

	As at March 31, 2025	As at March 31, 2024
Advance income tax (net of provision for tax)	1,067.40	775.62
	1,067.40	**775.62**

8. Other assets

	As at March 31, 2025	As at March 31, 2024
Non-current		
(Unsecured, considered good)		
Prepaid expenses	10.26	28.82
Capital advance	43.07	7.77
	53.33	**36.59**
Current		
(Unsecured, considered good)		
Balances with government authorities	1,526.53	879.12
Prepaid expenses	1,010.84	785.66
Advance to suppliers	53.04	41.13
Advance to employees	40.18	102.36
	2,630.59	**1,808.27**
(Unsecured, considered doubtful)		
Balances with government authorities	27.67	27.67
	27.67	**27.67**
Less: Allowance for balances with government authorities	(27.67)	(27.67)
	(27.67)	**(27.67)**
	2,630.59	**1,808.27**

Refer note 15 for details of assets pledged as security for borrowings.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

9. Loans

	As at March 31, 2025	As at March 31, 2024
Non Current		
(Unsecured, considered good)		
Inter-corporate deposit to related party (refer note 29)	208.00	158.00
	208.00	**158.00**
Current		
(Unsecured, considered good)		
Inter-corporate deposit to related party (refer note 29)	75.00	18.50
	75.00	**18.50**

Disclosure required under Section 186(4) of the Companies Act, 2013

Included in loans are inter-corporate deposits, the particulars of which are disclosed below as required by Section 186(4) of the Companies Act, 2013

Name of the loanee	Rate of Interest	Due date	Secured/ unsecured	Purpose	As at March 31, 2025	As at March 31, 2024
Explosoft Tech Solutions Private Limited	10.00%	January 4, 2026	Unsecured	Working capital requirements	25.00	18.50
Explosoft Tech Solutions Private Limited	11.50%	April 17, 2026	Unsecured	Working capital requirements	8.00	8.00
Epcogen Private Limited	11.50%	February 19, 2026	Unsecured	Working capital requirements	50.00	150.00
Epcogen Private Limited	11.50%	May 5, 2026	Unsecured	Working capital requirements	75.00	-
Epcogen Private Limited	11.50%	August 8, 2026	Unsecured	Working capital requirements	75.00	-
Epcogen Private Limited	11.50%	December 24, 2026	Unsecured	Working capital requirements	50.00	-
					283.00	**176.50**

* ₹ 18.50 lakhs (March 31, 2024: ₹ 13.50 lakhs) which is due for payment during the year is extended.

(i) The loan has been utilized for meeting their working capital requirements

(ii) Loans are non-derivative financial assets which generate a fixed interest income for the Company and are measured at amortised cost. The carrying value may be affected by changes in the credit risk of the counterparties.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

10. Trade receivables

	As at March 31, 2025	As at March 31, 2024
Current		
(a) Trade receivables from other parties	6,253.73	6,623.36
(b) Trade receivables from related parties (refer note 29)	1,826.53	859.52
Total trade receivables	**8,080.26**	**7,482.88**
Break-up for security details:		
Trade receivables (Current)		
Secured, considered good	-	-
Unsecured, considered good	7,718.21	7,221.16
Trade receivables which have significant increase in credit risk	103.87	50.33
Trade receivables - credit impaired	258.18	211.39
	8,080.26	**7,482.88**
Impairment allowance (allowance for bad and doubtful debts)		
Trade receivables which have significant increase in credit risk	(103.87)	(50.33)
Trade receivables - credit impaired	(258.18)	(211.39)
Total trade receivables	**7,718.21**	**7,221.16**

Set out below is the movement in the allowance for expected credit losses of trade receivables :

	As at March 31, 2025	As at March 31, 2024
As at 1 April	261.72	262.69
Provision/ (reversal) for expected credit losses	100.33	(0.97)
As at 31 March	**362.05**	**261.72**

Trade receivables ageing schedule as on March 31, 2025

	Unbilled (included in note 6)	Current but not due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	3,258.36	6,393.53	1,300.63	2.74	-	-	-	7,696.90
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	23.77	24.35	8.18	40.00	7.57	-	103.87
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	221.31	221.31
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	21.31	21.31
(v) Disputed trade receivables - which have signiifcant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	36.87	-	-	-	-	36.87
Total	**3,258.36**	**6,417.30**	**1,361.85**	**10.92**	**40.00**	**7.57**	**242.62**	**8,080.26**

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Trade receivables ageing schedule as on March 31, 2024

	Unbilled (included in note 6)	Current but not due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	3,050.89	6,200.84	939.84	16.64	-	-	42.53	7,199.85
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	1.20	7.14	6.68	11.92	23.39	-	50.33
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	211.39	211.39
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	21.31	21.31
(v) Disputed trade receivables - which have signiifcant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	-
Total	**3,050.89**	**6,202.04**	**946.98**	**23.32**	**11.92**	**23.39**	**275.23**	**7,482.88**

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person.

For terms and conditions relating to related party receivables, refer note 29.

Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

Refer note 15 for details of assets pledged as security for borrowings.

11. Cash and cash equivalent

	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- on current accounts	919.16	1,492.35
- In QIP monitoring agency account*	-	1.17
- Deposits with original maturity of less than three months	200.92	200.01
	1,120.08	**1,693.53**

* The amount represents unutilized QIP proceeds (refer note 47)

(i) As at March 31, 2025, the Company has ₹ 1,082.24 lakhs (March 31, 2024: ₹ 1,066.87 lakhs) of undrawn committed borrowing facilities.

(ii) Refer note 15 for details of assets pledged as security for borrowings.

(iii) Sanction limits of domestic operations are secured against current assets. The quarterly returns or statements of current assets filed by the Company against sanctioned working capital limits with banks are in agreement with the books of accounts.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Notes:

		As at March 31, 2025	As at March 31, 2024
a)	For the purpose of statement of cash flows, cash and cash equivalent comprises the following:		
	Balances with banks		
	- on current accounts	919.16	1,492.35
	- In QIP monitoring agency account	-	1.17
	- Deposits with original maturity of less than three months	200.92	200.01
		1,120.08	**1,693.53**

12. Bank balances other than cash and cash equivalent

	As at March 31, 2025	As at March 31, 2024
Deposits with monitoring ageny for amount received under QIP (with original maturity of more than 3 months but less than 12 months) (refer note 47)	2,000.00	8,345.58
Margin money deposits (with original maturity of more than 3 months but less than 12 months)	874.77	13.50
	2,874.77	**8,359.08**

(i) Deposits have been deposited as margin money against credit facilities availed from banks, corporate credit card and deposit in favour of government authorities.

(ii) Refer note 15 for assets pledged as security for borrowings.

a) Breakup of financial assets carried at amortised cost

	As at March 31, 2025	As at March 31, 2024
Investments (Non-current) (refer note 5)	0.05	0.05
Other financial assets (Current and Non-current) (refer note 6)	5,920.49	5,529.62
Loans (Current and Non-current) (refer note 9)	283.00	176.50
Trade receivables (Current) (refer note 10)	7,718.21	7,221.16
Cash and cash equivalent (refer note 11)	1,120.08	1,693.53
Bank balances other than cash and cash equivalent (refer note 12)	2,874.77	8,359.08
	17,916.59	**22,979.94**

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

13. Share capital

	As at March 31, 2025		As at March 31, 2024	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Authorized share capital				
Equity shares of ₹ 5 each	2,040.00	10,200.00	2,040.00	10,200.00
Preference shares of ₹ 100 each	1.00	100.00	1.00	100.00
	2,041.00	**10,300.00**	**2,041.00**	**10,300.00**
Issued share capital				
Equity shares of ₹ 5 each issued, subscribed and fully paid [refer note (i) below]	425.49	2,127.43	419.99	2,099.96
Subscribed and paid-up				
Equity shares of ₹ 5 each (March 31, 2024 ₹ 5 each) issued, subscribed and fully paid	424.97	2,124.88	419.48	2,097.41
Add: Forfeited shares (amount originally paid ₹ 3 per share on 51,100 equity shares) ^	-	1.53	-	1.53
	424.97	**2,126.41**	**419.48**	**2,098.94**

^ Out of 51,100 equity shares of ₹ 5 each issued, ₹ 2 had not been subscribed amounting to ₹ 1.02 lakhs.

(a) Reconciliation of the equity shares

	As at March 31, 2025		As at March 31, 2024	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Equity shares of ₹ 5 each, par value				
Balances as at the beginning of the year	419.48	2,098.94	381.99	1,911.50
Add: Issued and subscribed during the year [refer note (i) and note (ii) below]	5.49	27.47	37.49	187.44
Balance at the end of the year	**424.97**	**2,126.41**	**419.48**	**2,098.94**

(i) During the year, the Company allotted 549,449 equity shares (March 31, 2024 - 425,632) of ₹ 5 each aggregating ₹ 27.47 lakhs (March 31, 2024: ₹ 21.28 lakhs), consequent to the exercise of stock options by employees of the Company under the "AXISCADES Employee Stock Option Plan 2018 – Series 1" and "AXISCADES Employee Stock Option Plan 2018 – Series 2".

(ii) During the year ended March 31, 2024, the Company allotted 3,323,262 equity shares of ₹ 5 each at an issue price of ₹ 662 per equity share through Qualified Institutional Placement (QIP) process. Refer note 47.

(b) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. Dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and shall be payable in Indian rupees. In the event of liquidation of the Company, the shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

(c) Shares held by Holding Company

Out of equity shares issued by the Company, shares held by its holding company are as below:

	As at March 31, 2025		As at March 31, 2024	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Holding Company:				
Jupiter Capital Private Limited	252.82	1,264.10	252.82	1,264.10

(d) Details of shareholders holding more than 5% shares in the Company:

	As at March 31, 2025		As at March 31, 2024	
	Number of shares (in lakhs)	Percentage holding	Number of shares (in lakhs)	Percentage holding
Equity shares of ₹ 5 each, fully paid				
Jupiter Capital Private Limited	252.82	59.49%	252.82	60.27%

(e) In the period of five years immediately preceding the Balance Sheet date, the Company has not issued any bonus shares or has bought back any shares.

(f) In the period of five years immediately preceding the Balance Sheet date, the Company has not allotted any shares for consideration other than cash.

(g) Details of shares held by promoters

As at March 31, 2025

Promoter Name	Change (in lakhs) during the year	No. of shares (in lakhs) at the end of the year	% of total Shares	% change during the year
Jupiter Capital Private Limited	-	252.82	59.49%	0%
(Equity shares of ₹ 5 each, fully paid-up)				

As at March 31, 2024

Promoter Name	Change (in lakhs) during the year	No. of shares (in lakhs) at the end of the year	% of total Shares	% change during the year
Jupiter Capital Private Limited	-	252.82	60.27%	0%
(Equity shares of ₹ 5 each, fully paid-up)				

(h) Shares reserved for issue under options

The ESOP scheme titled "AXISCADES Employee Stock Option Plan 2018 – Series 1" and "AXISCADES Employee Stock Option Plan 2018 – Series 2" (" ESOP Schemes") was approved by the Shareholders of the Company vide resolution passed at the Extra Ordinary General Meeting through postal ballot held on March 31, 2018 in respect of grant of options exercisable into equity shares of face value of ₹ 5 each fully paid-up, not exceeding 3,020,762 equity shares or 8% of the paid up equity shares of the Company from time to time. Further, the Company has got its shareholders approval in its 31st AGM dated September 28, 2021 for increase in the pool of ESOP additionally by 2,643,167 options under scheme "AXISCADES Employee Stock Option Plan- Series 2" ("ESOP Series 2") thereby the total pool under ESOP Schemes shall not exceed 5,663,929 shares or 15% of the paid-up equity shares of the Company from time to time. The total number of options outstanding as on March 31, 2025 is 144,836 (March 31, 2024: 3,870,381).

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

14. Other equity

	As at March 31, 2025	As at March 31, 2024
Securities premium	31,753.69	31,226.34
Hedge reserve	(126.32)	26.15
Retained earnings	1,195.90	(2,769.81)
Capital reserve (reserve credited pursuant to the Scheme of Amalgamation)	4,227.97	4,227.97
Share based payment reserve	67.14	1,788.06
	37,118.38	**34,498.71**

Refer Statement of Changes in Equity, for movement in other equity

Nature and purpose:

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve will be utilized in accordance with the provisions of the Companies Act, 2013.

Hedge Reserve

The Company uses hedging instruments as part of its management of foreign currency risk. For hedging foreign currency, the Company uses foreign currency forward contracts and cross currency swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the hedging reserve. Amounts recognised in the hedging reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.

Retained earnings

Retained earnings are the profits/(losses) that the Company has earned till date. Retained earnings include re-measurement losses/ (gains) on defined benefit plans, net of taxes that will not be reclassified to the Standalone Statement of Profit and Loss.

Capital reserve

Capital reserve is created pursuant to Amalgamation of India Aviation Training Institute Private Limited("IAT") with the Company with effect from April 1, 2016.

Share based payment reserve

The share based payment reserve is used to recognise the value of equity-based share based payments provided to employees, including key management personnel, as part of their remuneration. Refer to note 40 for further details of these plans.

15. Borrowings

	Effective interest rate %	Maturity (Financial year ending)	As at March 31, 2025	As at March 31, 2024
Non-current				
Debentures				
12.75% Unrated Unlisted Redeemable Non-Convertible Debentures (secured) [refer note (a)(i) and note (a)(vii) below]	13.89% - 14.11%	2028	5,139.72	10,225.40
12.00% Unrated Unlisted Redeemable Non-Convertible Debentures (secured) [refer note (a)(ii) below]	12.00%	2028	4,300.00	-
Term loan				
₹ 500 lakhs term loan from banks (secured) [refer note (a)(viii) below]	Repo rate + 3.5%	2029	228.41	335.27

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Effective interest rate %	Maturity (Financial year ending)	As at March 31, 2025	As at March 31, 2024
₹ 1,490 lakhs term loan from banks (secured) [refer note (a)(iv) below]	Repo rate + 3.6%	2029	1,252.44	-
Loan from related parties				
Intercorporate deposit from subsidiary (unsecured) [refer note 29 and note (a)(iii) below]	9.00% - 11.50%	2027	4,000.00	4,500.00
			14,920.57	**15,060.67**
Current				
Working capital loan				
Working capital loan from banks (secured) [refer note (a)(vi) below]	5.74% - 9.63%	2026	4,548.13	4,493.24
Loan from related parties				
Intercorporate deposit from subsidiary (unsecured) [refer note 29 and note (a)(iii) below]	11.00%	2025	-	650.00
Intercorporate payable to related party (unsecured) [refer note 29 and note (a)(iii) below]	13.00%	2025	-	6,363.37
Current maturities of long term borrowings				
Debentures				
12.00% Unrated Unlisted Non-Convertible Debentures (secured) [refer note (a)(ii) below]	12.00%	2026	700.00	-
Term loan				
₹ 500 lakhs term loan from banks (secured) [refer note (a)(viii) below]	Repo rate + 3.5%	2026	106.86	106.86
₹ 1,490 lakhs term loan from banks (secured) [refer note (a)(iv) below]	Repo rate + 3.6%	2026	156.55	-
Vehicle loan from financial institution (secured) [refer note (a)(v) below]	8.01%		-	14.64
			5,511.54	**11,628.11**
Aggregate secured loans			**16,432.11**	**15,175.41**
Aggregate unsecured loans			**4,000.00**	**11,513.37**

a) Details of security for borrowings

(i) The 12.75% Unrated Unlisted Redeemable Non-Convertible Debentures is secured by first pari-passu charge over all assets (including PPE, intangible assets and intellectual rights, current assets and non-current assets) of the Company and subsidiary companies, AXISCADES Aerospace & Technologies Private Limited and MSPL, property owned by step down subsidiary, Enertec Controls Limited, at Electronic City, Bangalore, pledge of 100% shares of MSPL and first pari-passu charge over fixed deposit of ₹ 1,200.00 lakhs and Corporate guarantee from subsidiary companies, MSPL, AXISCADES Aerospace & Technologies Private Limited and Enertec Controls Limited. Additionally, cash margin equivalent to interest payable on the immediately succeeding coupon payment date in the form of fixed deposits lien to be maintained. The Company has made prepayment of ₹ 5,250 lakhs during the year (March 31, 2024: ₹ 10,500 lakhs) and the rest is repayable in 5 quarterly installments starting from June 2026.

(ii) The 12.00% Unrated Unlisted Redeemable Non-Convertible Debentures of ₹ 5,000 lakhs is secured by first pari-passu charge over all assets (including movable PPE, intangible assets and intellectual rights, current assets and non-current assets) of the Company and subsidiary companies, AXISCADES Aerospace & Technologies Private Limited and MSPL, property owned by step down subsidiary, Enertec Controls Limited, at Electronic City, Bangalore, pledge of 51% shares of MSPL and first pari-passu charge over fixed deposit of ₹ 1,200.00 lakhs and Corporate guarantee from subsidiary companies, MSPL, AXISCADES

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Aerospace & Technologies Private Limited and Enertec Controls Limited. Additionally, cash margin equivalent to interest payable on the immediately succeeding coupon payment date in the form of fixed deposits lien to be maintained. It is repayable in 11 quarterly installments starting from June 2025.

(iii) Loan from related parties includes unsecured intercorporate loans of

(a) An inter-corporate deposit ('ICD') from subsidiary, Cades Studec Technologies (India) Private Limited ('CSTI'), amounting to ₹ 250.00 lakhs, ₹ 400.00 lakhs and ₹ 500.00 lakhs repayable by October 2024, December 2024 and November 2026, respectively, which carries an interest rate of 11% per annum. Loans which were due for repayment in the current year were fully repaid.

b) 500.00 lakhs from subsidiary company, Axiscades Aerospace & Technologies Private Limited is unsecured and repayable on June 2025, carries an interest rate of 9% per annum. During the current year, the Company has made the prepayment of ₹ 500.00 lakhs.

c) 6,701.19 lakhs from subsidiary company, Explosoft Tech Solutions Private Limited is unsecured and repayable on December 2024, carries an interest rate of 13% per annum, includes principal portion of ₹ 3,614.52 lakhs and accrued interest of ₹ 3,086.57 lakhs. During the year, the aforesaid payable has been fully repaid.

d) An inter-corporate deposit ('ICD') of ₹ 300.00 lakhs from step down subsidiary company, Mistral Technologies Private Limited is unsecured and repayable on December 2026, carries an interest rate of 11.50% per annum.

e) An inter-corporate deposit ('ICD') from of ₹ 1,200 lakhs and ₹ 2,000.00 lakhs from subsidiary company, Mistral Solutions Private Limited is unsecured and repayable on December 2025 and May 2026 respectively, carries an interest rate of 11.50% per annum.

(iv) During the current year, the Company has taken a term loan of ₹ 1,409.00 lakhs from bank and repayable in 36 equal montly installments of ₹ 39.14 lakhs starting from December 2025, carries an interest rate of repo rate + 3.60% per annum. The loan was secured by exclusive charge on capital assets purchased through this loan.

(v) Vehicle loan from Toyota Financial Services India Limited is secured and repayable in equal monthly installment of ₹ 1.28 lakhs. The loan has been fully repaid during the year.

(vi) Packing credit facility in foreign currency ("PCFC") and Cash credit from banks are secured by exclusive charge on current assets, movable fixed assets, property owned by step down subsidiary, Enertec Controls Limited at Electronic City, Bangalore, fixed deposits of ₹ 700 lakhs and corporate guarantee from step down subsidiary company, Enertec Controls Limited. Additionally, 10% cash margin in the form of fixed deposits lien to be maintained and First Pari Passu charge on fixed deposit of ₹ 1,200 lakhs. Further, shortfall undertaking and letter of responsibility is backed by board resolution.

(vii) During the year ended March 31, 2024, the Company had issued 3,323,262 equity shares of ₹ 5 each in Qualified Institutional Placement at an issue price of ₹ 662 per share (including securities premium of ₹ 657 per share) aggregating ₹ 21,999.99 lakhs to be utilised towards repayment or prepayment of certain outstanding borrowings availed by the Company and for general corporate purpose. The Company has utilised the proceeds from QIP for prepayment of 12.75% Unrated Unlisted Redeemable Non-Convertible Debentures of ₹ 5,250.00 lakhs during the year ended March 31, 2025 (March 31, 2024: ₹ 10,500 lakhs) and ₹ 1,499.90 lakhs towards repayment/prepayment of term loan from financial institution in the year ended March 31, 2024.

(viii) During the year ended March 31, 2024, the Company had availed a term loan from bank amounting to ₹ 500 lakhs repayable in 60 equal monthly installments of ₹ 8.90 lakhs. It is secured by exclusive charge on current assets, movable fixed assets, property owned by step down subsidiary, Enertec Controls Limited at Electronic City, Bangalore and corporate guarantee from step down subsidiary company, Enertec Controls Limited. Additionally, 10% cash margin in the form of fixed deposits lien to be maintained. Further, shortfall undertaking and letter of responsibility is backed by board resolution from Jupiter Capital Private Limited, the Parent Company.

b) Loan covenants

Term loan from banks and financial institutions contain certain financial covenants such as debt service coverage ratio, total debt as a percentage of total net-worth etc. The Company has satisfied debt covenants prescribed in the terms of loan except debt service coverage ratio.The Management is of the view that this is a minor breach, the Company has taken the waiver letter and hence no adjustments are made to Standalone Financial Statements in this respect.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

c) Change in liabilities arising from financing activities

	Loan from banks and financial institutions	Inter-corporate deposit	Lease liabilities	Total
As at April 1, 2024	15,175.41	11,513.37	2,606.47	29,295.25
Net additions to lease liability	-	-	282.89	282.89
Cash flows	1,145.44	(7,513.37)	(980.71)	(7,348.64)
Other adjustments*	111.26	-	-	111.26
Balance as at March 31, 2025	**16,432.11**	**4,000.00**	**1,908.65**	**22,340.76**
As at April 1, 2023	19,560.48	11,675.33	2,368.08	33,603.89
Net additions to lease liability	-	-	1,099.45	1,099.45
Cash flows	(5,379.46)	(161.96)	(861.06)	(6,688.51)
Other adjustments*	994.39	-	-	1,280.42
Balance as at March 31, 2024	**15,175.41**	**11,513.37**	**2,606.47**	**29,295.25**

*Other adjustments includes the adjustment of processing charges, unrealised foreign exchange differences and the effect of modifications to leases.

d) Non cash financing and investing activities

	As at March 31, 2025	As at March 31, 2024
Acquisition of Right-of-use assets (refer note 30)	282.89	1,178.04

16 Other financial liabilities

	As at March 31, 2025	As at March 31, 2024
Non current		
(carried at amortised cost)		
Interest payable to subsidiary (refer note 29)*	616.20	214.55
(carried at FVTPL)		
Purchase consideration payable on acquisition of subsidiary [refer note 5(c)]	419.40	599.00
	1,035.60	**813.55**
Current		
(carried at amortised cost)		
Creditors for capital goods	4.45	164.14
Dues to employees	330.67	605.74
Interest payable to subsidiary (refer note 29)*	-	16.04
Interest accrued but not due on borrowings*	34.99	47.66
Other payable to related parties (refer note 29)	158.05	-
(carried at FVTPL)		
Purchase consideration payable on acquisition of subsidiary [refer note 5(c)]	233.00	59.46
(carried at FVTOCI)		
Hedge liability	263.26	-
	1,024.42	**893.04**

Financial liabilities at FVTOCI reflect the change in fair value of foreign exchange forward contracts and cross currency swaps, designated as cash flow hedges to hedge highly probable future sales in USD and EUR.

* The details of interest rates, repayment and other terms are disclosed under note 15.

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for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

17. Provisions

	As at March 31, 2025	As at March 31, 2024
Non-current		
Employee defined benefits liability		
- Provision for gratuity (refer note 36)	962.85	742.43
Asset retirement obligation	40.71	55.08
	1,003.56	**797.51**
Current		
Employee defined benefits liability		
- Provision for gratuity (refer note 36)	151.71	144.23
- Provision for compensated absences	580.83	503.17
	732.54	**647.40**

Asset retirement obligation

The Company has recognised a provision for asset retirement obligation associated with premises taken on lease. In determining the fair value of the provision, assumptions and estimates are made in relation to the discount rates, the expected cost to dismantle and remove furniture and fixtures from the leased premises and the expected timing of these costs. The carrying amount of the provision as at March 31, 2025 is ₹ 40.71 lakhs (March 31, 2024: ₹ 55.08 lakhs). The Company estimates the costs would be realised within 4 - 5 years time upon the expiration of the lease and calculates the provision using the DCF method based on the following assumptions:

1) Estimated range of cost : 15 days lease rental expense

2) Discount rate : 12.17 percent per annum (March 31, 2024: 12.17 percent per annum)

	Asset retirement obligation
As at April 1, 2023	50.42
Unwinding of discount	4.66
As at March 31, 2024	**55.08**
Unwinding of discount/ (reversals), net	(14.37)
As at March 31, 2025	**40.71**

18 Trade payables

	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises (refer note 43)	121.79	255.54
Total outstanding dues of creditors other than micro enterprises and small enterprises#	2,317.90	1,265.89
	2,439.69	**1,521.43**

Includes ₹ 1,011.08 lakhs (March 31, 2024: ₹ 178.27 lakhs) payable to related parties (refer note 29)

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(All amounts in ₹ lakhs, unless otherwise stated)

Trade payables ageing schedule as at March 31, 2025

	Unbilled	Not Due	Outstanding for the following periods from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues of micro enterprises and small enterprises	-	110.47	11.32	-	-	-	**121.79**
(ii) Undisputed dues of creditors other than micro enterprises and small enterprises	1,797.18	491.45	4.74	3.08	0.08	0.06	**2,296.59**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	**-**
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	21.31	**21.31**
Total	**1,797.18**	**601.92**	**16.06**	**3.08**	**0.08**	**21.37**	**2,439.69**

Trade payables ageing schedule as at March 31, 2024

	Unbilled	Not Due	Outstanding for the following periods from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues of micro enterprises and small enterprises	-	255.54	-	-	-	-	**255.54**
(ii) Undisputed dues of creditors other than micro enterprises and small enterprises	1,145.94	77.00	21.35	0.23	0.06	-	**1,244.58**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	**-**
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	21.31	**21.31**
Total	**1,145.94**	**332.54**	**21.35**	**0.23**	**0.06**	**21.31**	**1,521.43**

Trade payables are non-interest bearing and are normally settled on 30 to 70 day terms

For terms and conditions with related parties, refer note 29.

19. Other liabilities

	As at March 31, 2025	As at March 31, 2024
Current		
Contract liabilities - Advances received from customers	349.46	354.56
Duties and taxes payable	674.45	911.49
Advance received against asset held for sale	-	445.50
	1,023.91	**1,711.55**
Breakup of financial liabilities carried at amortised cost		
Borrowings (refer note 15)	20,432.11	26,688.78
Other financial liabilities (refer note 16)	1,144.36	1,048.13
Trade payables (refer note 18)	2,439.69	1,521.43
Lease liabilities (refer note 30)	1,908.65	2,606.47
	25,924.81	**31,864.81**

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

20. Current tax liabilities, net

	As at March 31, 2025	As at March 31, 2024
Provision for current tax (net of advance income tax)	88.06	-
	88.06	**-**

21. Revenue from operations

	Year ended March 31, 2025	Year ended March 31, 2024
Sale of services		
Technology Services and Solutions	39,712.02	35,302.44
Product sales		
Sale of products	86.03	-
	39,798.05	**35,302.44**

21.1 Disaggregated revenue information

The table below presents disaggregated revenue from operations by geography and timing of revenue recognition. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

Set out below is the disaggregation of the Company's revenue from operations:

	Year ended March 31, 2025	Year ended March 31, 2024
India	9,948.12	9,370.38
Outside India	29,849.93	25,932.06
Total revenue from operations	**39,798.05**	**35,302.44**
Timing of revenue recognition		
Services transferred at a point in time	86.03	-
Services transferred over time	39,712.02	35,302.44
Total revenue from operations	**39,798.05**	**35,302.44**

21.2 Contract balances

	Year ended March 31, 2025	Year ended March 31, 2024
Trade receivables (refer note 10)	7,718.21	7,221.16
Contract Assets- Unbilled revenue (refer note 6)	3,258.36	3,050.89
Contract Liabilities- Advance from customers (refer note 19)	349.46	354.56

Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days. In March 31, 2025, ₹ 100.33 lakhs (March 31, 2024: ₹ (0.97) lakhs) was recognised/ (reversed) as provision for expected credit loss on trade receivables.

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon passage of time. Revenue in excess of invoicing are classified as contract assets (unbilled revenue) while invoicing in excess of revenue are classified as contract liabilities (unearned revenue).

Contract assets relates to revenue earned from technology services and solutions rendered within the financial year and for which invoicing happens subsequent to the year end. As such, the balances of this account vary and depend on the quantum of technologu services and solutions at the end of the year. In March 31, 2025, ₹ 6.53 lakhs (March 31, 2024: Nil) was recognised as provision for expected credit loss on contract assets- unbilled revenue.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Contract liabilities include short-term advances received from customers to provide engineering design services. Advance from customers pertain to balance received as advance from various parties as certain percentage of the order value. The same will be adjusted against the order on the basis of delivery and collection of receivables.

21.3 Performance Obligation

The performance obligation is satisfied upon the providing of services as and when rendered. The Company has applied practical expedient and has not disclosed information about remaining performance obligations in contracts, where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date. Consequently, disclosure related to transaction price allocated to remaining performance obligation is not material.

21.4 There is no difference in the contract price negotiated and the revenue recognised in the statement of profit and loss. There is no significant revenue recognised in the current year from performance obligations satisfied in previous years.

21.5 Changes in unbilled revenue or contract assets are as follows:

	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance	3,050.89	2,968.87
Additions during the year	39,636.93	37,365.88
Reclassification adjustments:		
- Billing from opening balance of contract assets to trade receivables	(3,027.50)	(2,968.87)
- Billing from contract assets transferred to trade receivables	(36,401.96)	(34,314.99)
Closing balance	**3,258.36**	**3,050.89**

21.6 Changes in deferred revenue or contract liabilities are as follows:

	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance	354.56	347.84
Additions during the year	58.29	21.72
Reclassification Adjustments:		
- Transfer of opening contract liabilities to revenue	(22.79)	(15.00)
- Transfer of contract liabilities to revenue	(40.60)	-
Closing balance	**349.46**	**354.56**

22. Other income

	Year ended March 31, 2025	Year ended March 31, 2024
Interest income		
- from fixed deposits	582.63	318.83
- from financial assets carried at amortised cost	51.77	53.49
- from Inter corporate deposits to related party (refer note 29)	28.31	2.88
- from income tax refund	44.14	77.40
Gain on net settlement of cross currency swap	32.04	-
Recovery of bad debts written off	-	0.97
Gain on sale of asset held for sale (refer note 46)	659.19	-
Gain on sale of units of mutual funds	8.17	-
Fair value gain on financial instruments at fair value through profit or loss	-	4.65
Miscellaneous income	6.69	25.61
	1,412.94	**483.83**

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

23. Employee benefits expense

	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	21,976.03	19,955.33
Contribution to provident and other funds (refer note 36)	992.79	875.17
Contribution to overseas social security (refer note 36)	1,198.94	1,099.83
Provision for gratuity (refer note 36)	179.14	174.34
Provision for compensated absences	225.21	133.24
Staff welfare expense	521.35	503.37
Share based payments to employees (refer note 40)*	(1,316.27)	586.13
	23,777.19	**23,327.41**

* Due to non-fulfilment of certain vesting conditions, the Company has reversed the share based payments to employees, net of ₹ 1,316.27 lakhs for the year ended March 31, 2025 (March 31, 2024: Nil).

24. Finance costs

	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense		
- on loan from banks/ financial institutions	377.44	486.51
- on debentures from financial institutions	1,334.64	2,796.94
- on Inter corporate deposit from related party (refer note 29)	856.05	1,027.55
Other borrowing cost	194.43	729.80
Interest on lease liability (refer note 30)	218.60	286.03
Net interest expense on defined benefit liability	99.30	81.77
	3,080.46	**5,408.60**

25. Depreciation and amortization expense

	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of PPE (refer note 3)	580.69	277.23
Amortization of intangible assets (refer note 4)	142.62	155.48
Depreciation of Right-of-use asset (refer note 30)	1,036.89	1,009.45
	1,760.20	**1,442.16**

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

26. Other expenses

	Year ended March 31, 2025	Year ended March 31, 2024
Rent (refer note 30)		
- Immovable property	108.99	102.85
- Equipment hire charges	188.81	307.38
Power and fuel	303.03	320.59
Travelling and conveyance	634.01	629.14
Legal and professional charges	662.09	754.49
Repairs and maintenance		
- Building	339.80	317.50
- Others	72.46	77.13
Auditor's remuneration (refer note 38)	118.53	73.80
Recruitment and training expenses	142.17	357.84
Marketing and advertising expenses	608.28	135.46
Communication expenses	151.12	186.84
Software subscription charges	1,570.80	1,360.84
Printing and stationery	21.21	24.83
Security charges	64.18	62.80
Rates and taxes	72.44	78.76
Project consultancy charges	3,732.36	1,635.83
Insurance expenses	118.67	61.25
Bank charges	24.74	24.06
Postage and courier charges	8.07	10.60
Provision for bad and doubtful debts	106.86	-
Directors sitting fees and commission (refer note 29)	161.79	144.45
Exchange loss, net	7.05	100.23
Loss on sale of PPE	25.05	1.36
Fair value gain on derivative [refer note 5(a)]	-	(565.18)
Fair value change in purchase consideration payable	-	10.00
Miscellaneous expenses	8.82	12.16
	9,251.33	**6,225.01**

27. Exceptional items

	Year ended March 31, 2025	Year ended March 31, 2024
Additional purchase consideration paid [refer note 5(c)]	(152.29)	-
	(152.29)	**-**

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

28. Profit/ (loss) per share (EPS) (basic and diluted)

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

Diluted EPS amounts are calculated by dividing the profit/(loss) attributable to equity holders of the parent 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.

		Year ended March 31, 2025	Year ended March 31, 2024
a)	Profit/ (loss) after tax attributable to equity shareholders (₹)	4,059.41	(396.81)
b)	Number of shares outstanding at the year end (in lakhs)	424.97	419.48
c)	Weighted average number of shares outstanding (in lakhs)	421.92	390.67
d)	Nominal value of shares (₹)	5.00	5.00
e)	Basic earning per share (₹) [(a)/(c)]	9.62	(1.02)
f)	Weighted average number of equity shares used to compute diluted earnings per share (in lakhs)	435.09	390.67
g)	Diluted earnings per share (₹) [(a)/(f)]	9.33	(1.02)

For the purpose of computaiton of diluted EPS for the year ended March 31, 2024, the effect of stock options granted under ESOP scheme have not been considered as the effect of these potentially diluted equity shares are anti-dilutive. Hence basic and dilutive EPS are same.

29. Related party disclosures

	Nature of relationship	Name of party
I	**Parties where control exists:**	
	Holding Company	Jupiter Capital Private Limited ('JCPL')
	Subsidiary companies	AXISCADES Inc.
		AXISCADES UK Limited (a step down subsidiary)
		Cades Studec Technologies (India) Private Limited
		AXISCADES Technology Canada Inc.
		Axis Mechanical Engineering Design (Wuxi) Co., Ltd, China
		AXISCADES GmbH, Germany
		AXISCADES Aerospace & Technologies Private Limited
		Enertec Controls Limited (a step down subsidiary)
		AXISCADES Aerospace Infrastructure Private Limited (a step down subsidiary)
		Mistral Solutions Private Limited
		Mistral Solutions Inc. (a step down subsidiary)
		Aero Electronics Private Limited (a step down subsidiary till September 3, 2023 and associate thereafter)
		Mistral Technologies Private Limited (a step down subsidiary)
		Explosoft Tech Solutions Private Limited
		Add Solution GmbH (a step down subsidiary with effect from August 1, 2023)
		Epcogen Private Limited (with effect from December 1, 2023)
	Associate companies	Aero Electronics Private Limited (with effect from September 4, 2023)

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

II. Name of other related parties as per Ind AS 24 with whom transactions have taken place during the year:

Key Management Personnel (KMP):	
Chief Executive Officer & Managing Director	Mr. Alfonso Martinez Fernandez (appointed w.e.f. January 20, 2025)
Chief Executive Officer & Managing Director	Mr. Arun Krishnamurthi (stepped down w.e.f. January 19, 2025)
Chairman and Non-Executive Director	Dr. Sampath Ravinarayanan (appointed as Non-Executive Director w.e.f. October 12, 2024 and as Chairman w.e.f January 28, 2025)
Chairman and Non-Executive Director	Mr. Abidali Zainuddin Neemuchwala (from October 4, 2023 to January 25, 2025)
Chairman and Non-Executive Director	Mr. David Bradley (stepped down w.e.f. September 28, 2023)
Independent Director	Mrs. Mariam Mathew
Independent Director	Mr. Desh Raj Dogra (stepped down w.e.f September 18, 2024)
Independent Director	Mr. Dhiraj Mathur (stepped down w.e.f September 18, 2024)
Independent Director	Mr. Tanmoy Chakrabarty (appointed w.e.f. July 13, 2024)
Independent Director	Lt Gen Codanda Poovaiah Cariappa (appointed w.e.f. September 19, 2024)
Independent Director	Mr. Rajendra Chandrakantrao Moholkar (from September 19, 2024 to January 27, 2025)
Non - Executive Director	Mr. David Abikzir
Non - Executive Director	Mr. Venkatraman Venkitachalam
Non - Executive Director	Dr. S. Christopher (from June 30, 2023 to December 5, 2024)
Non - Executive Director	Mr. Sharadhi Chandra Babu Pampapathy (Stepped down w.e.f. September 28, 2023)
Non - Executive Director	Mr. Harold David Walker (Stepped down w.e.f. June 28, 2023)

III. Additional related parties as per Companies Act, 2013 with whom transactions have taken place during the year:

Chief Financial Officer (CFO)	Mr. Shashidhar SK
Company Secretary	Ms. Sonal Dudani

IV Transactions with related parties:

Nature of transactions	Relationship	Year ended	
		March 31, 2025	March 31, 2024
Revenue from operations			
AXISCADES Inc.	Subsidiary	2,457.24	2,230.45
AXISCADES UK Limited	Step down subsidiary	480.11	747.48
AXISCADES Technology Canada Inc.	Subsidiary	1,848.45	1,803.60
AXISCADES GmbH	Subsidiary	361.74	459.68
Add Solution GmbH	Step down subsidiary	9.25	-
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	-	3.25
Remuneration (Refer note (IV) (a) and (b) below)			
Mr. Alphonso Martinez	Key Management personnel	105.24	-
Mr. Arun Krishnamurthi	Key Management personnel	582.51	432.23
Mr. Shashidhar S K	Key Management personnel	186.45	190.61
Ms. Sonal Dudani	Key Management personnel	22.94	21.93

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Nature of transactions	Relationship	Year ended	
		March 31, 2025	March 31, 2024
Sitting fees			
Mr. Sampath Ravinarayanan	Chairman and Non - Executive Director	3.00	-
Mr. Abidali Zainuddin Neemuchwala	Chairman and Non - Executive Director	8.00	7.00
Mr. David Bradley	Chairman and Non - Executive Director	-	7.30
Mr. David Abikzir	Non - Executive Director	10.50	13.30
Mrs. Mariam Mathew	Independent Director	15.00	17.50
Mr. Dhiraj Mathur	Independent Director	11.50	22.00
Mr. Desh Raj Dogra	Independent Director	12.50	24.00
Mr. Harold David Walker	Non - Executive Director	-	3.30
Mr. Venkatraman Venkitachalam	Non - Executive Director	21.50	15.30
Dr. S. Christopher	Non - Executive Director	7.00	7.00
Mr. Rajendra Chandrakantrao Moholkar	Independent Director	4.00	-
Lt Gen Codanda Poovaiah Cariappa	Independent Director	9.00	-
Mr. Tanmoy Chakrabarty	Independent Director	14.00	-
Commission to directors			
Mr. Sampath Ravinarayanan	Chairman and Non - Executive Director	2.85	-
Mr. Abidali Zainuddin Neemuchwala	Chairman and Non - Executive Director	5.01	2.50
Mr. David Abikzir	Non - Executive Director	6.09	5.00
Mrs. Mariam Mathew	Independent Director	6.09	5.00
Mr. Dhiraj Mathur	Independent Director	2.85	5.00
Mr. Desh Raj Dogra	Independent Director	2.85	5.00
Mr. Venkatraman Venkitachalam	Non - Executive Director	6.09	5.00
Dr. S. Christopher	Non - Executive Director	4.16	3.75
Mr. Rajendra Chandrakantrao Moholkar	Independent Director	2.19	-
Lt Gen Codanda Poovaiah Cariappa	Independent Director	3.24	-
Mr. Tanmoy Chakrabarty	Independent Director	4.37	-
Expenses incurred by the Company on behalf of			
AXISCADES Inc.	Subsidiary	255.49	269.39
AXISCADES UK Limited.	Step down subsidiary	54.20	62.01
AXISCADES Technology Canada Inc.	Subsidiary	91.75	103.20
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	182.40	189.50
Mistral Solutions Private Limited	Subsidiary	44.12	-
Epcogen Private Limited	Subsidiary	65.01	-
Expenses incurred on behalf of the Company by			
AXISCADES Inc.	Subsidiary	47.64	91.71

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Nature of transactions	Relationship	Year ended	
		March 31, 2025	March 31, 2024
AXISCADES GmbH	Subsidiary	60.54	-
AXISCADES Technology Canada Inc.	Subsidiary	-	11.64
Mistral Solutions Private Limited	Subsidiary	-	112.02
Services received (Project consultancy charges) from			
Axis Mechanical Engineering Design (Wuxi) Co., Ltd.	Subsidiary	97.83	18.38
Cades Studec Technologies (India) Private Limited	Subsidiary	84.93	86.98
Mistral Solutions Private Limited	Subsidiary	-	19.32
Epcogen Private Limited	Subsidiary	24.14	-
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	1.56	-
AXISCADES UK Limited	Step down subsidiary	2,126.02	366.92
Interest Income on intercorporate deposit			
Explosoft Tech Solutions Private Limited	Subsidiary	2.95	1.23
Epcogen Private Limited	Subsidiary	25.36	1.65
Interest expense on intercorporate deposit			
Jupiter Capital Private limited	Holding Company	-	217.97
Cades Studec Technologies (India) Private Limited	Subsidiary	100.25	75.09
Mistral Technologies Private Limited	Step down subsidiary	34.50	11.25
Mistral Solutions Private Limited	Subsidiary	368.00	221.87
Explosoft Tech Solutions Private Limited	Subsidiary	342.82	456.25
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	10.48	45.12
Corporate guarantee provided to			
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	1,800.00	3,500.00
Epcogen Private Limited	Subsidiary	500.00	-
Add Solution GmbH	Step down subsidiary	933.40	-
Securities provided to			
Add Solution GmbH	Step down subsidiary	294.00	-
Corporate guarantee received from			
Jupiter Capital Private Limited	Holding Company	-	3,500.00
Subsidiaries (refer note c below)	Subsidiary	7,500.00	21,000.00

(a) As the future liability for gratuity is provided on an actuarial basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

(b) Total employee benefit expense does not include employee stock compensation expense/ (reversal), net of ₹ (731.19) lakhs (March 31, 2024: ₹ 389.05 lakhs) for Mr. Arun Krishnamurthi, and ₹ (496.05) lakhs (March 31, 2024: ₹ 291.79 lakhs) for Mr. Shashidhar SK, respectively included in the employee stock option scheme expense in the Standalone Statement of Profit and Loss account.

(c) Refer note 15 for details of security provided for borrowings.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

V Balances as at the year end:

Nature of transactions	Relationship	As at March 31, 2025	As at March 31, 2024
Trade receivables			
AXISCADES Inc.	Subsidiary	882.94	64.57
AXISCADES UK Limited.	Step down subsidiary	163.62	359.12
AXISCADES Technology Canada Inc.	Subsidiary	404.53	132.60
AXISCADES GmbH	Subsidiary	205.56	87.75
Axis Mechanical Engineering Design (Wuxi) Co., Ltd.(allowance for bad and doubtful debts of ₹ 160.67 lakhs (March 31, 2024 - ₹ 167.20 lakhs)	Subsidiary	160.67	203.56
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	-	11.92
Add Solution GmbH	Step down subsidiary	9.21	-
Unbilled revenue			
AXISCADES Technology Canada Inc.	Subsidiary	168.89	166.99
AXISCADES Inc.	Subsidiary	227.86	122.00
AXISCADES UK Limited.	Step down subsidiary	47.43	32.60
AXISCADES GmbH	Subsidiary	45.25	26.58
Investments			
AXISCADES, Inc.	Subsidiary	1,489.06	1,489.06
Cades Studec Technologies (India) Private Limited	Subsidiary	719.66	719.66
AXISCADES Technology Canada Inc.	Subsidiary	0.05	0.05
AXISCADES GmbH	Subsidiary	18.87	18.87
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	11,962.04	11,962.04
Mistral Solutions Private Limited	Subsidiary	17,000.97	17,000.97
Explosoft Tech Solutions Private Limited	Subsidiary	7,213.00	7,213.00
Epcogen Private Limited	Subsidiary	3,214.00	3,214.00
Receivables from related parties			
Expenses recoverable:			
AXISCADES, Inc.	Subsidiary	108.48	151.65
AXISCADES UK Limited	Step down subsidiary	6.55	18.23
AXISCADES Technology Canada Inc.	Subsidiary	19.68	25.67
Mistral Solutions Private Limited	Subsidiary	52.06	-
Epcogen Private Limited	Subsidiary	65.01	-
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	201.67	491.36
Trade payables			
AXISCADES, Inc.	Subsidiary	15.27	84.27
AXISCADES UK Limited	Step down subsidiary	904.19	66.78
AXISCADES Gmbh	Subsidiary	60.54	-
AXIS Mechanical Engineering Design (Wuxi) Co., Ltd.	Subsidiary	-	4.15
Cades Studec Technologies (India) Private Limited	Subsidiary	31.08	23.07

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Nature of transactions	Relationship	As at March 31, 2025	As at March 31, 2024
Other financial liabilities			
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	158.05	-
Commission Payable to directors			
Mr. Sampath Ravinarayanan	Chairman and Non - Executive Director	2.85	-
Mr. Abidali Zainuddin Neemuchwala	Chairman and Non - Executive Director	5.01	-
Mr. David Abikzir	Non - Executive Director	6.09	-
Mrs. Mariam Mathew	Independent Director	6.09	-
Mr. Dhiraj Mathur	Independent Director	2.85	-
Mr. Desh Raj Dogra	Independent Director	2.85	-
Mr. Venkatraman Venkitachalam	Non - Executive Director	6.09	-
Dr. S. Christopher	Non - Executive Director	4.16	-
Mr. Rajendra Chandrakantrao Moholkar	Independent Director	2.19	-
Lt Gen Codanda Poovaiah Cariappa	Independent Director	3.24	-
Mr. Tanmoy Chakrabarty	Independent Director	4.37	-
Remuneration payable (Refer note (IV) (a) and (b) above)*			
Mr. Alphonso Martinez	Key Management Personnel	105.24	-
Mr. Arun Krishnamurthi	Key Management Personnel	-	150.94
Mr. Shashidhar S K	Key Management Personnel	27.13	45.94
Ms. Sonal Dudani	Key Management Personnel	1.23	1.31
Corporate guarantee provided to - outstanding			
AXISCADES Aerospace & Technologies Private Limited	Subsidiary	5,300.00	3,500.00
Epcogen Private Limited	Subsidiary	500.00	-
Add Solution GmbH	Subsidiary	933.40	-
Securities provided to - outstanding			
Add Solution GmbH	Subsidiary	294.00	-
Corporate guarantee received from - outstanding			
Jupiter Capital Private limited	Holding Company	-	3,500.00
Subsidiaries [Refer note (IV) (c) above]	Subsidiary	13,250.00	10,500.00

* Remuneration payable does not include amount payable on employee stock option scheme.

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Loans to related parties

Particulars	Opening balance	Loans given	Received	Loan outstanding	Interest receivable
Explosoft Tech Solutions Private Limited (Subsidiary)					
March 31, 2025	26.50	6.50	-	33.00	4.27
March 31, 2024	10.00	16.50	-	26.50	1.32
Epcogen Private Limited (Subsidiary)					
March 31, 2025	150.00	200.00	100.00	250.00	27.01
March 31, 2024	-	150.00	-	150.00	1.65

Loans from related parties

Particulars	Opening balance	Loans taken	Interest	Repayment	Loan outstanding	Interest payable
Cades Studec Technologies (India) Private Limited (Subsidiary)						
March 31, 2025	1,150.00	-	-	650.00	500.00	61.84
March 31, 2024	650.00	1,150.00	-	650.00	1,150.00	28.38
AXISCADES Aerospace & Technologies Private Limited (Subsidiary)						
March 31, 2025	500.00	-	-	500.00	-	-
March 31, 2024	500.00	-	-	-	500.00	10.10
Explosoft Tech Solutions Private Limited (Subsidiary)						
March 31, 2025	6,363.37	-	-	6,363.37	-	-
March 31, 2024	5,908.37	-	455.00	-	6,363.37	-
Mistral Solutions Private Limited (Subsidiary)						
March 31, 2025	3,200.00	-	-	-	3,200.00	513.19
March 31, 2024	-	3,200.00	-	-	3,200.00	181.99
Mistral Technologies Private Limited (Step down subsidiary)						
March 31, 2025	300.00	-	-	-	300.00	41.17
March 31, 2024	-	300.00	-	-	300.00	10.12
Jupiter Capital Private Limited (Holding Company)						
March 31, 2025	-	-	-	-	-	-
March 31, 2024	4,616.96	-	-	4,616.96	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

30 Right-of-use assets and lease liabilities

Right-of-use assets and lease liabilities

Company as a lessee

The Company has lease contracts for immovable properties and computers. These leases are for a period ranging from one year three months to nine years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets. These lease contracts include extension and termination options.

The Company also has certain leases of computers with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

	As at March 31, 2025		As at March 31, 2024		Total	
	Immovable Property	Computers	Immovable Property	Computers	As at March 31, 2025	As at March 31, 2024
Opening balance as on April 1	2,369.50	66.04	2,873.95	110.66	2,435.54	2,984.61
Additions	282.89	-	1,178.04	-	282.89	1,178.04
Deletions	-	-	-	-	-	-
Assets held for sale	-	-	(717.66)	-	-	(717.66)
Depreciation expense	(993.16)	(43.73)	(964.83)	(44.62)	(1,036.89)	(1,009.45)
Carrying amount as on March 31	**1,659.23**	**22.31**	**2,369.50**	**66.04**	**1,681.54**	**2,435.54**

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	As at March 31, 2025	As at March 31, 2024
Opening balance as on April 1	2,606.47	2,368.08
Additions	282.89	1,099.45
Deletion	-	-
Accretion of interest (refer note 24)	218.60	286.03
Payment of principal portion of lease liabilities	(980.71)	(861.06)
Payment of Interest portion of lease liabilities	(218.60)	(286.03)
Carrying amount as on March 31	**1,908.65**	**2,606.47**
Current	1028.44	868.80
Non-current	880.21	1,737.67
	1,908.65	**2,606.47**

The effective interest rate for lease liabilities is between 8% to 10.72% per annum (March 31, 2024 is between 7.5% to 12.17% per annum), with maturity between 2026 - 2030

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2025 and March 31, 2024 on an undiscounted basis:

	As at March 31, 2025	As at March 31, 2024
Less than three months	308.09	295.25
three to twelve months	849.75	781.16
one to five years	951.92	1,912.61
more than five years	-	22.09

NOTES TO STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

The following are the amounts recognised in statement of profit or loss:

	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation expense of right-of-use assets	1,036.89	1,009.45
Interest expense on lease liabilities	218.60	286.03
Expense relating to short-term leases (included in other expenses)	297.80	410.23
Total amount recognised in profit or loss	**1,553.29**	**1,705.71**

The Company had total cash outflows for leases of ₹ 1,497.11 lakhs for the year ended March 31, 2025 (March 31, 2024: ₹ 1,557.32 lakhs). The Company has made non-cash additions of ₹ 282.89 lakhs (March 31, 2024: ₹ 1,178.04 lakhs) and ₹ 282.89 lakhs (March 31, 2024: ₹ 1,099.45 lakhs) to right-of-use assets and lease liabilities, respectively. There are no future cash outflows relating to leases that have not yet commenced.

31. Capital and other commitments

As at March 31, 2025, the Company has a commitment of ₹ 81.29 lakhs (March 31, 2024: ₹ 96.67 lakhs).

32. Capital management

For the purpose of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank/ financial institution to immediately call loans and borrowings. There has been breaches in the financial covenants of any interest-bearing loans and borrowing in the current period and the Company has taken the waiver letter (refer note 15(b)).

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt interest bearing loans and borrowings, lease liabilities, less Cash and cash equivalent.

	As at March 31, 2025	As at March 31, 2024
Borrowings (Current and Non-current) (refer note 15)	20,432.11	26,688.78
Lease liabilities (Current and Non-current) (refer note 30)	1,908.65	2,606.47
Less: Cash and cash equivalent (refer note 11)	(1,120.08)	(1,693.53)
Net debt	**21,220.68**	**27,601.72**
Equity (refer note 13)	2,126.41	2,098.94
Other equity (refer note 14)	37,118.38	34,498.71
Capital and net debt	**60,465.47**	**64,199.37**
Gearing ratio	35%	43%

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2025 and March 31, 2024.

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for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

33. Income Tax

The major components of income tax expense for the years ended March 31, 2025 and March 31, 2024 are:

	Year ended March 31, 2025	Year ended March 31, 2024
Current income tax:		
Current income tax charge	85.71	37.36
Adjustments in respect of current income tax relating to earlier years	(123.74)	-
Deferred tax:		
Relating to the origination and reversal of temporary differences	(903.86)	(257.46)
Income tax expense reported in statement of profit and loss	**(941.89)**	**(220.10)**
OCI section		
Deferred tax related to items recognised in OCI during in the year:		
Re-measurement losses on defined benefit plans	(31.52)	(31.10)
(Losses)/ gains on cash flow hedges	(51.28)	16.54
	(82.80)	**(14.56)**
Bifurcation of the deferred tax recognized in OCI		
Items that will not be reclassified to Statement of Profit and Loss	(31.52)	(31.10)
Items that will be reclassified to Statement of Profit and Loss	(51.28)	16.54
	(82.80)	**(14.56)**

Reconciliation of tax expense and the accounting profit/ (loss) multiplied by India's domestic tax rate for March 31, 2025 and March 31, 2024:

	Year ended March 31, 2025	Year ended March 31, 2024
Accounting profit/ (loss) before tax	**3,117.52**	**(616.91)**
At India's statutory income tax rate of 25.17% (March 31, 2024 - 27.82%) [refer note (1) below]	784.62	(171.62)
Adjustment of tax relating to earlier years	123.74	-
Foreign tax expensed during the year	85.71	77.23
Non-deductible items for tax purposes:	3.67	(10.32)
One-time additional deferred tax charge including reversal of MAT credit [refer note (1) below]	(131.56)	-
Effect of lower tax rate on capital gains	-	(94.34)
Utilisation of prior year losses on which tax credit was not recognised in earlier year	(954.33)	-
Tax credit recognised on prior years losses [refer note (2) below]	(855.44)	-
Others	1.70	(21.05)
At the effective income tax rate of 30.21% [March 31, 2024: 35.68%]	**(941.89)**	**(220.10)**
Income tax expense reported in the Statement of Profit and Loss	(941.89)	(220.10)

Notes

Note 1

During the year ended March 31, 2025, the Company has exercised the option of availing the lower tax rate available under Section 115BAA of Income Tax Act, 1961, thereby lowering the tax rate from 28.72 % to 25.168%. Accordingly, the Company has provided for income taxes for the year ended March 31, 2025 and re-measured the accumulated balance of deferred tax assets as at March 31, 2025, based on the rate prescribed under the aforesaid section. The resultant Impact has been taken through

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the statement of profit and loss. The re-measurement of accumulated deferred tax assets has resulted in a one-time additional deferred tax charge (including reversal of MAT credit) of ₹ 131.56 lakhs for the year ended March 31, 2025.

Note 2

Pursuant to the final assessment order for AY 2023-24 received on March 23, 2025 thereby concluding the assessment of Income for the aforesaid assessment year, the Company has set-off unutilised business losses of AY 2023-24 against the taxable profits of current year and unutilised unabsorbed depreciation of AY 2023-24 against the capital gains on sale of Asset held for sale during the year ended March 31, 2025 and based on the projections for future taxable profits the Company has recognized deferred tax assets (net) of ₹ 855.44 lakhs on remaining unutilized losses as at March 31, 2025.

The movement in deferred tax asset from the opening balance pertains to deferred tax credit recognized in Statement of Profit and Loss and other comprehensive income for the year.

Deferred tax

Deferred tax relates to the following:

	Standalone Balance Sheet		Standalone Statement of Profit and Loss (including OCI)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Impact of difference between depreciation charged for financial reporting and expenses allowed for tax purposes	(42.73)	107.11	(149.84)	1.89
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	276.47	386.65	(110.18)	73.53
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in subsequent year	426.70	220.28	206.42	2.24
Right-of-use assets	(423.21)	(677.57)	254.36	152.75
Lease liabilities	480.37	725.12	(244.75)	66.32
Minimum Alternate Tax Credit	-	60.57	(60.57)	-
Losses available for offsetting against future taxable income	1,125.96	-	1,125.96	-
Hedge items	(51.28)	(16.54)	(34.74)	(24.71)
	1,792.28	**805.62**	**986.66**	**272.02**

Reflected in the balance sheet as follows:

	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	1,792.28	805.62
Deferred tax liabilities	-	-
Deferred tax assets, net	**1,792.28**	**805.62**

Reconciliation of deferred tax assets (net)

	As at March 31, 2025	As at March 31, 2024
Opening balance as of April 1	805.62	533.60
Tax credit during the period recognised in profit or loss	903.86	257.46
Tax credit during the period recognised in OCI	82.80	14.56
Closing balance as at March 31	**1,792.28**	**805.62**

34. Fair value measurements

(i) Financial instruments by category

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2025, including their levels in the fair value hierarchy.

Particulars	Note	FVTPL	FVTOCI	Other financial assets -amortised cost	Other financial liabilities -amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial assets not measured at fair value									
Other Investments	5	-	-	0.05	-	0.05	-	-	-
Other financial assets	6	-	-	5,920.49	-	5,920.49	-	-	-
Loans	9			283.00	-	283.00	-	-	-
Trade receivables	10			7,718.21	-	7,718.21	-	-	-
Cash and cash equivalent	11			1,120.08	-	1,120.08	-	-	-
Bank balances other than cash and cash equivalent	12			2,874.77	-	2,874.77	-	-	-
				17,916.59	**-**	**17,916.59**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Other financial liabilities (Purchase consideration payable)	16	652.40			-	652.40	-	-	652.40
Other financial liabilities (Hedge liability)	16		263.26		-	263.26	-	263.26	-
		652.40	**263.26**		**-**	**915.66**	**-**	**263.26**	**652.40**
Financial liabilities not measured at fair value									
Borrowings	15				20,432.11	20,432.11	-	-	-
Trade payables	18				2,439.69	2,439.69	-	-	-
Other financial liabilities	16				1,144.36	1,144.36	-	-	-
Lease liabilities	30				1,908.65	1,908.65	-	-	-
					25,924.81	**25,924.81**	**-**	**-**	**-**

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2025.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2024, including their levels in the fair value hierarchy.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note	FVTPL	FVTOCI	Other financial assets -amortised cost	Other financial liabilities -amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial assets measured at fair value									
Other financial assets (Hedge asset)	6	-	10.12	-	-	10.12	-	10.12	
		-	**10.12**	**-**	**-**	**10.12**	**-**	**10.12**	**-**
Financial assets not measured at fair value									
Other Investments	5	-	-	0.05	-	0.05	-	-	-
Other financial assets	6	-	-	5,529.62	-	5,529.62	-	-	-
Loans	9	-	-	176.50	-	176.50	-	-	-
Trade receivables	10	-	-	7,221.16	-	7,221.16	-	-	-
Cash and cash equivalent	11	-	-	1,693.53	-	1,693.53	-	-	-
Bank balances other than cash and cash equivalent	12	-	-	8,359.08	-	8,359.08	-	-	-
		-	**-**	**22,979.94**	**-**	**22,979.94**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Other financial liabilities (Purchase consideration payable)	16	658.46	-	-	-	658.46	-	-	658.46
		658.46	**-**	**-**	**-**	**658.46**	**-**	**-**	**658.46**
Financial liabilities not measured at fair value									
Borrowings	15	-	-	-	26,688.78	26,688.78	-	-	-
Trade payables	18	-	-	-	1,521.43	1,521.43	-	-	-
Other financial liabilities	16	-	-	-	1,048.13	1,048.13	-	-	-
Lease liabilities	30	-	-	-	2,606.47	2,606.47	-	-	-
		-	**-**	**-**	**31,864.81**	**31,864.81**	**-**	**-**	**-**

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2024.

The Management assess the fair value of cash and cash equivalents, bank balances other than cash and cash equivalent, trade receivables, trade payables and other financial assets and liabilities approximate their carrying amount since the Company does not anticipates that the carrying amount would be significantly different from the value that would be significantly different from the value that would eventually be received or settled. The fair value of the financial assets and liabilities is included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a force liquidation sale.

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at March 31, 2025 and March 31, 2024 are as shown below:

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

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Type	Valuation technique	Significant unobservable inputs	Valuation process	Sensitivity of the input to fair value
Purchase consideration payable	DCF method	Expected cash outflow Discount rate	Estimate of cash outflows are based on forecasted sales and entity's knowledge of the business and how the current economic environment is likely to impact. Discount rate is the current average borrowing cost that a market participant would expect to pay to obtain its debt financing based on the assumed capital structure	Any increase in expected cash flows would increase the fair value. Any increase in the discount rate would result in decrease in fair value.

Valuation technique used to determine fair value of derivative contracts

The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts and cross currency swaps are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates and yield curves of the respective currencies. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

Valuation processes

The Corporate finance team has requisite knowledge and skills. The team headed by the Company CFO directly reports to the audit committee to arrive at the fair value of financial instruments.

35. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on it's financial performance. The primary market risk to the Company is foreign exchange exposure risk. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

The Company's risk management activity focuses on actively securing the Company's short to medium-term cash flows by minimising the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Company does not engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are described below.

(A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Financial assets that are not credit impaired

The Company has financial assets which are in the nature of cash and cash equivalent, other bank balances, loans, security deposits, interest accrued on fixed deposits and other receivables which are not credit impaired. These are contractually agreed where the probability of default is negligible.

NOTES TO STANDALONE FINANCIAL STATEMENTS
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Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an internal assessment. Outstanding customer receivables are regularly monitored including the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 34. The Company does not hold collateral as security. The Company is considerate of the fact the majority of the collection is receivable from export customers with high credit worthiness where there is no significant risk of bad debts. The customers of the Company have a defined period for payment of receivables, hence the Company evaluates the concentration of risk with respect to trade receivables as low. The Company considers receivables from group company separately and creates provision for doubtful debts on case to case basis.

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an internal assessment. Outstanding customer receivables are regularly monitored including the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 34. The Company does not hold collateral as security. The Company is considerate of the fact the majority of the collection is receivable from export customers with high credit worthiness where there is no significant risk of bad debts. The customers of the Company have a defined period for payment of receivables, hence the Company evaluates the concentration of risk with respect to trade receivables as low. The Company considers receivables from group company separately and creates provision for doubtful debts on case to case basis.

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Movement in the allowance for impairment in trade receivables and contract assets	March 31, 2025	31 March 2024
Opening balance	261.72	262.69
Amount provided for	106.86	-
Amount reversal for	-	(0.97)
Net remeasurement of loss allowance	**368.58**	**261.72**

(B) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalent and the cash flow that is generated from operations. As of March 31, 2025, the Company has the positive working capital of ₹ 7,557.51 lakhs (March 31, 2024: ₹ 7,313.94 lakhs) including purchase consideration payable on acquisition of Mistral Solutions Private Limited and Epcogen private limited of ₹ 652.40 lakhs (March 31, 2024: ₹ 658.46 lakhs) and cash and cash equivalent of ₹ 1,120.08 lakhs (March 31, 2024: ₹ 1,693.53 lakhs).

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Maturities of financial liabilities

As at March 31, 2025

	On demand	Less than 3 months	3 to 12 months	1 year to 5 years	More than 5 years	Total
Borrowings	598.17	2,311.11	2,602.26	15,030.85	-	20,542.39
Trade payables	-	2,439.69	-	-	-	2,439.69
Other financial liabilities	-	528.16	496.26	1,035.60	-	2,060.02
Lease liabilities	-	308.09	849.75	951.92	-	2,109.76
Total	**598.17**	**5,587.05**	**3,948.27**	**17,018.37**	**-**	**27,151.86**

As at March 31, 2024

	On demand	Less than 3 months	3 to 12 months	1 year to 5 years	More than 5 years	Total
Borrowings	-	1,193.94	10,434.17	15,335.27	-	26,963.38
Trade payables	-	1,521.43	-	-	-	1,521.43
Other financial liabilities	-	817.54	75.50	813.55	-	1,706.59
Lease liabilities	-	295.25	781.16	1,912.61	22.09	3,011.11
Total	**-**	**3,828.16**	**11,290.83**	**18,061.43**	**22.09**	**33,202.51**

(C) 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 risk, which result from both its operating, financing and investing activities.

Foreign currency sensitivity

The Company operates internationally and a significant portion of the business is transacted in USD and EURO currencies and consequently the Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in various foreign currencies. The Company holds derivative financial instruments such as foreign exchange forward contracts and cross currency swaps to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates/ depreciates against these currencies.

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Foreign currency denominated financial assets and liabilities which expose the Company to currency risk are disclosed below.

Particulars	Currency	As at March 31, 2025		As at March 31, 2024	
		Amount in foreign currency in lakhs	Amount in ₹	Amount in foreign currency in lakhs	Amount in ₹
Financial assets					
Trade receivables	USD	62.29	5,322.33	50.39	4,201.36
	EURO	6.33	584.19	8.55	770.72
	GBP	1.48	163.62	3.41	359.12
	CAD	0.13	7.56	0.44	27.09
	CNY	13.65	160.67	17.65	203.56
	SGD	0.21	13.30	0.21	12.91
	AUD	-	-	0.42	23.08
Unbilled revenue	USD	26.03	2,224.00	22.87	1,906.72
	EURO	2.36	218.37	1.48	133.02
	GBP	0.43	47.43	0.31	32.60
	CAD	-	-	0.23	14.20
	AUD	-	-	0.21	11.65
Other receivables from related parties	USD	1.27	108.48	1.82	151.93
	GBP	0.06	6.55	0.17	18.23
	CAD	0.33	19.65	0.42	25.67
Cash and bank balances	USD	9.63	822.83	5.35	446.01
	EURO	0.51	46.72	3.33	300.27
	AED	-	-	1.57	35.64
	DKK	0.44	5.45	0.44	5.45
Other financial assets	AED	-	-	0.59	13.51
Financial liabilities					
Trade payables	USD	1.00	85.75	2.63	219.37
	EURO	2.76	255.02	2.57	231.71
	GBP	8.18	901.87	-	-
	DKK	1.32	16.41	1.14	13.81
Creditors for capital goods	CAD	-	-	0.20	12.17
Lease liability	EURO	0.88	81.46	0.74	66.66
Interest accrued but not due on borrowings	USD	0.09	7.36	0.10	7.96
Borrowings	USD	41.55	3,550.0	46.00	3,835.2

Sensitivity

The following table details the Company's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant and refer below for impact of change in foreign exchange rates on loss before tax of the Company.

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(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Sensitivity				
INR/USD	48.35	(48.35)	26.44	(26.44)
INR/EURO	5.13	(5.13)	9.06	(9.06)
INR/GBP	(6.84)	6.84	4.10	(4.10)
INR/CAD	0.27	(0.27)	0.55	(0.55)
INR/AED	-	-	0.49	(0.49)
INR/DKK	(0.11)	0.11	(0.08)	0.08
INR/CNY	1.61	(1.61)	2.04	(2.04)
INR/SGD	0.13	(0.13)	0.13	(0.13)
INR/AUD	-	-	0.35	(0.35)

Derivative financial instruments

The Company holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on similar assets and liabilities in active markets or inputs that are directly or in directly observable in the marketplace.

The Company has entered into cross currency swap contracts with RBL bank on net settlement basis to hedge foreign currency risks. These contracts are designated as cash flow hedges. The effective portion of changes in fair value of these derivatives, amounting to ₹ 248.85 lakhs, has been recognized in other comprehensive income under cash flow hedging reserve.

The following table gives details in respect of outstanding foreign exchange forward contracts

Particulars	As at March 31, 2025	As at March 31, 2024
Forward Contracts		
In USD (March 31, 2025 - 48.00 lakhs, March 31, 2024 - 17.50 lakhs)	4,126.77	1,477.39
Cross currency swaps		
In EURO (March 31, 2025 - 58.95 lakhs, March 31, 2024 : Nil)	5,250.00	-

The foreign exchange forward contracts mature within twelve months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

Foreign exchange forward contracts (highly probable forecast sales)

	As at March 31, 2025		As at March 31, 2024	
	Notional amount (in ₹ lakhs)	Average forward rate	Notional amount (in ₹ lakhs)	Average forward rate
Not later than one month				
- In USD	423.60	84.72	-	-
Later than one month and not later than three months				
- In USD	851.15	85.12	421.20	84.24
Later than three months and not later a year				
- In USD	2,852.02	86.38	1,056.19	84.50

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Cross currency swap contracts

	As at March 31, 2025		As at March 31, 2024	
	Notional amount (in ₹ lakhs)	Average forward rate	Notional amount (in ₹ lakhs)	Average forward rate
Later than three months and not later a year				
- in Euro	-	-	-	-
Not later than June 2026				
- in Euro	840.00	89.06	-	-
Not later than September 2026				
- in Euro	1,050.00	89.06	-	-
Not later than December 2026				
- in Euro	1,050.00	89.06	-	-
Not later than March 2027				
- in Euro	1,050.00	89.06	-	-
Not later than June 2027				
- in Euro	1,260.00	89.06	-	-

The following table summarizes activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	26.15	(16.76)
Changes in fair value of gain/ (loss) effective portion of derivatives	(203.75)	59.45
Balance as at the end of the year	**(177.60)**	**42.69**
Deferred tax thereon	51.28	(16.54)
Balance as at the end of the year, net of deferred tax	**(126.32)**	**26.15**

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. As at March 31, 2025 and March 31, 2024, the Company does not have any long term debt obligations with floating interest rates, hence, is not exposed to any significant interest rate risk.

Price risk

The Company invests in mutual funds schemes of leading fund houses. Such investments are suspectible to market price risks. However, given the short tenure of the underlying portfolio of the mutual fund shcemes in which the Company has invested, such price risk is not significant.

36. Defined benefit obligations

A Defined benefit contributions

India

The Company makes contribution to statutory provident fund as per Employees Provident Fund and Miscellaneous Provision Act, 1952 for its employees. This is a defined contribution plan as per Ind AS 19, Employee benefits. Contribution made during the year ended March 31, 2025 : ₹ 992.79 lakhs (March 31, 2024 : ₹ 875.17 lakhs)

Overseas social security

The Company makes a contribution towards social security charges for its employees located at the respective branch offices in respective foreign geographies, that are defined contribution plans. The contributions paid or payable is recognised as an expense in the period in which the employee renders services in respective geographies. Contribution made during the year ended March 31, 2025 : ₹ 1,198.94 lakhs (March 31, 2024 : ₹ 1,099.83 lakhs)

NOTES TO STANDALONE FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

B Defined benefit plans

The Company has a defined benefit gratuity plan (unfunded). The Company has provided for gratuity, for its employees as per actuarial valuation carried out by an independent actuary on the Balance Sheet date. The valuation has been carried out using the Project Unit Credit Method as per Ind AS 19 to determine the present value of Defined Benefit Obligations and the related current service cost. This is a defined benefit plan as per Ind AS 19.

The gratuity plan is governed by the provisions of the Payment of Gratuity Act, 1972 (as amended from time to time). Employees are entitled to all the benefits enlisted under this Act.

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Company is exposed to various risks in providing the above benefit which are as follows:

a Interest rate risk

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability as shown in financial statements.

b Liquidity risk

This is the risk that the Company is not able to meet the short-term gratuity pay-outs. This may arise due to non availability of enough cash/cash equivalents to meet the liabilities or holding of illiquid assets not being sold in time.

c Salary escalation risk

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of employees in future. Deviation in the rate of interest in future for employees from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

d Demographic risk

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

e Regulatory risk

Gratuity benefits are paid in accordance with the requirements of the Payment of Gratuity Act,1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity pay-outs

(i) Changes in the present value of the defined benefit obligation are as follows

	Gratuity	
	As at March 31, 2025	As at March 31, 2024
Defined benefit obligation at the beginning of the year	886.66	681.68
Current service cost	179.14	174.34
Interest cost	63.35	49.53
Benefits paid	(139.81)	(130.67)
Actuarial loss/ (gain) arising from change in financial assumptions	39.92	(200.46)
Actuarial loss arising from change in demographic assumptions	-	9.18
Actuarial loss arising from experience adjustments	85.30	303.06
Defined benefit obligation at the end of the year	**1,114.56**	**886.66**
Non-Current Provision	962.85	742.43
Current Provision	151.71	144.23

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(ii) Components of expense recognised in the Statement of Profit and Loss

	Year ended March 31, 2025	Year ended March 31, 2024
Employee benefits expense		
- Current service cost	179.14	174.34
Finance costs		
- Interest expense on defined benefit obligation	63.35	49.53
Expenses recognised in the Statement of Profit and Loss for the year	**242.49**	**223.87**

(iii) Components of defined benefit costs recognised in other comprehensive income

	Year ended March 31, 2025	Year ended March 31, 2024
Re-measurement on the net defined benefit liability :		
Recognised net actuarial loss/ (gain) arising from change in financial assumptions	39.92	(200.46)
Recognised net actuarial loss arising from change in demographic assumptions	-	9.18
Recognised net actuarial loss arising from experience variance	85.30	303.06
Re-measurement loss in other comprehensive income	**125.22**	**111.78**

(iv) The principal assumptions used in determining gratuity obligations for the Company's plans disclosed below

	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50%	7.15%
Salary escalation rate - onsite - offshore	2.50% 6.00%	2.50% 6.00%
Attrition rate		
- up to 5 years	24.00%	24.00%
- more than 5 years	15.00%	15.00%
Retirement age	60 Years	60 Years
Mortality rate [as a percentage of Indian assured lives mortality (2012-2014)]	100%	100%

The assumptions were developed by Management with the assistance of independent actuaries. Discount factors are determined close to each year-end by reference to market yields of Government bonds that have terms to maturity approximating to the terms of the gratuity obligation. Other assumptions are based on current actuarial benchmarks and Management's historical experience.

A quantitative sensitivity analysis for significant assumption as at March 31, 2025 is as shown below:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, attrition rate, expected salary increase and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The following table summarizes the impact of change in the defined benefit obligation resulting from the specified percentage change in the aforementioned assumptions.

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Particulars	Gratuity	
	Increase	Decrease
Discount rate (Increase or decrease by 1%)	(60.39)	66.84
Salary growth rate (Increase or decrease by 1%)	67.08	(61.71)

A quantitative sensitivity analysis for significant assumption as at March 31, 2024 is as shown below:

Particulars	Gratuity	
	Increase	Decrease
Discount rate (Increase or decrease by 1%)	(42.65)	48.31
Salary growth rate (Increase or decrease by 1%)	48.70	(43.72)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method and assumptions used in preparing the sensitivity analysis from previous years.

(v) Effect of plan on entity's future cash flows

The scheme is managed on an unfunded basis and hence, no funding arrangements or future contributions are applicable. The weighted average duration of the defined benefit obligation is estimated to be 6 years for the year ended March 31, 2025 and 6 years for the year ended March 31, 2024 respectively. Following is a maturity profile of the defined benefit obligation as at March 31, 2025 and March 31, 2024.

Expected cash flows over the next: (valued on undiscounted basis)

	Gratuity	
	As at March 31, 2025	As at March 31, 2024
Within the next 12 months	151.71	144.23
Between 2 - 5 years	608.18	528.42
Between 6 - 10 years	502.28	443.13
More than 10 years	459.22	417.80

37. Significant accounting judgements, estimates and assumptions

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

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Capital management Note 32
- Financial risk management objectives and policies Note 35
- Sensitivity analyses disclosures Notes 35 and 36

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Standalone financial statements:

Recognition of deferred tax assets

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 carried forward tax loss can be utilised. In

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addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Estimates and assumptions

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

Evaluation of indicators for impairment of non-financial assets (including investments in subsidiaries)

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next four to five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to assessing the carrying value of investment and other intangibles with indefinite useful lives recognised by the Company.

Recoverability of trade receivables and other financial assets

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 other financial assets.

Provision for expected credit losses of trade receivables and financial assets

The Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

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

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables and contract assets is disclosed in Note 35.

Estimating the fair vale of share-based payments

For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses Black Sholes model valuation for executives and senior management employees. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 40.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The calculation is most sensitive to changes in the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

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The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 36.

Fair value measurement of financial instruments

When the fair values 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 DCF 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. See Note 34 for further disclosures.

Contingent consideration, resulting from business combinations, is valued at fair value at the acquisition date as part of the business combination. When the contingent consideration meets the definition of a financial liability, it is subsequently remeasured to fair value at each reporting date. The determination of the fair value is based on discounted cash flows. The key assumptions take into consideration the probability of meeting each performance target and the discount factor.

As part of the accounting for the acquisition of engineering design and solution for energy sector business of Epcogen Private Limited, contingent consideration with an estimated fair value of ₹ 589 lakhs was recognised at the acquisition date and remeasured to ₹ 652.40 lakhs as at March 31, 2025 (March 31, 2024: ₹ 599.00 lakhs). Future developments may require further revisions to the estimate. The maximum consideration to be paid is ₹ 700 lakhs. The contingent consideration is classified as other financial liability.

Intangible asset under development

The Company capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalization of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. At 31 March 2025, the carrying amount of capitalised intangible asset under development was ₹ 84.27 lakhs (March 31, 2024: Nil).

Useful lives and residual values of property, plant and equipment and intangible assets

The Company reviews the estimated residual values and expected useful lives of assets at least annually. In particular, the Company considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values. Furthermore, the Company considers climate-related matters, including physical and transition risks. Specifically, the Company determines whether climate-related legislation and regulations might impact either the useful life or residual values.

Leases - Estimating the incremental borrowing rate

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

Decommissioning liability

The estimated valuation of decommissioning liability are based on management's historical experience and best estimate of restoring the premises on lease in its original condition. Assumptions and judgments made by management when assessing an decommissioning liability include i) the existence of a legal obligation; ii) estimated probabilities, amounts, and timing of settlements; iii) the credit-adjusted risk-free rate to be used.

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38. Auditor's remuneration *

	Year ended March 31, 2025	Year ended March 31, 2024
Statutory audit fees	98.34	65.00
Other fees ^	10.75	4.00
Out of pocket expenses	9.44	4.80
	118.53	**73.80**

* excluding goods and service tax

^ Net off ₹ 168.24 lakhs incurred during the year ended March 31, 2024 towards QIP

39. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. Certain sections of the Code came into effect on May 3, 2024. However, the final rules/interpretation have not yet been issued. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

40. Share based payments to employees

Employee stock option scheme

The Company has two ESOP schemes titled "AXISCADES Employee Stock Option Plan- Series 1" and "AXISCADES Employee Stock Option Plan- Series 2" under which option to subscibe for the Company's shares can be granted to certain executives and senior employees.

The fair value of the options granted is estimated using Black-Scholes model of pricing, taking into account the terms and conditions upon which the share options were granted.

The share options can be exercised upto eight years from the grant date. There are no cash settlement alternatives.The Company accounts for the Scheme as an equity-settled plan.

	Year ended March 31, 2025	Year ended March 31, 2024
Total (reversal)/ expense, net arising from share-based payment transactions*	(1,316.27)	586.13
* Net of (reversal)/ cross charge of ₹ (156.29) lakhs (March 31, 2024: ₹ 39.45 lakhs)		

Movements during the year

The following table summarises the number and weighted average exercise prices ('WAEP') of, and movements in, share options during the year

	March 31, 2025		March 31, 2024	
	Number*	WAEP (₹)	Number*	WAEP (₹)
Outstanding at 1 April	3,870,381	73.30	5,014,394	68.48
Granted during the year	-	-	-	-
Forfeited during the year	(3,176,096)	75.54	(718,381)	51.20
Exercised during the year	(549,449)	61.65	(425,632)	52.27
Expired during the year	-	-	-	-
Outstanding at March 31	**144,836**	**68.39**	**3,870,381**	**73.30**
Exercisable at March 31	69,835	52.13	701,097	51.36

* full figures

The weighted average remaining contractual life for the share options outstanding as at March 31, 2025 was 3.88 years (March 31, 2024: 5.58 years).

No options were granted during the year ended March 31, 2025 and March 31, 2024.

The range of exercise prices for options outstanding at the end of the year was ₹ 51.20 to ₹ 83.52 (March 31, 2024: ₹ 51.20 to ₹ 83.52).

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Details of share options exercised during the year ended March 31, 2025 and March 31, 2024

Number of options exercised	Year	Exercise date	Share price (₹) at exercise date
2,100	2024-25	March 7, 2025	815.65
50,692	2024-25	February 21, 2025	751.35
89,511	2024-25	November 29, 2024	443.70
116,205	2024-25	November 7, 2024	517.15
104,000	2024-25	September 17, 2024	550.60
186,941	2024-25	September 6, 2024	569.55
24,470	2023-24	March 29, 2024	553.15
143,491	2023-24	March 13, 2024	504.80
257,671	2023-24	August 17, 2023	576.05

41. Transfer pricing

Transfer Pricing regulations for computing the taxable income and expenditure from 'international transactions' between 'associated enterprises' on an 'arm's length' basis. These regulations, inter alia, also require the maintenance of prescribed documents and information including furnishing a report from an Accountant within due date of filing the Return of Income. The Company is in the process of updating the Transfer Pricing documentation for the financial year ended March 31, 2025 following a detailed transfer pricing study conducted for the financial year ended March 31, 2024. In the opinion of the Management, the same would not have an impact on these financial statements. Accordingly, these financial statements do not include the effect of the transfer pricing implications, if any.

42. Disclosure as per Part A of Schedule V of securities (Listing Obligations and Disclosures Requirements) Regulations, 2015 as regards the inter-corporate deposits, loans and advances granted to subsidiaries and holding companies and other companies in which the directors are interested:

Name of the entity	Amount outstanding as at		Maximum amount outstanding during the year ended		Investment by loanee in shares of the parent Company
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Explosoft Tech Solutions Private Limited	33.00	26.50	33.00	26.50	Nil
Epcogen Private Limed	250.00	150.00	300.00	150.00	Nil

1. The above loans have been given for their working capital requirements.
2. There are no outstanding debts due from the directors or other officers of the Company.

43. Disclosure required under section 22 of Micro, Small and Medium Enterprise Development Act, 2006

The Company has amounts due to Micro and Small Enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at March 31, 2025 and March 31, 2024. The details in respect of such dues are as follows:

	As at March 31, 2025	As at March 31, 2024
Principal amount remaining unpaid to any supplier as at the end of the accounting year	121.79	221.40
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	4.79	10.32
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of 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 the Micro, Small and Medium Enterprises Development Act, 2006;	4.79	10.32

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	As at March 31, 2025	As at March 31, 2024
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	4.79	10.32
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	38.93	34.14

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 regarding Micro and Small enterprises determined to the extent such parties have been identified on the basis of the information available with the Company.

44. Ratio analysis and its elements

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% Change	Reason for variance
(a) Current ratio	Current assets	Current liabilities	1.64	1.42	15.06%	-
(b) Debt-equity ratio	Total debt (including lease liabilities)	Shareholder's equity	0.57	0.80	-28.88%	Debt-equity ratio is improved on account of repayment or pre-payment of borrowings during the year using QIP proceeds
(c) Debt service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease payments + Principal repayments	(0.05)	0.57	-107.89%	Debt service coverage ration is decreased on account of prepayment of certain borrowings.
(d) Return on equity ratio	Net profit/ (loss) after taxes	Average Shareholder's Equity	0.11	(0.02)	-804.23%	Return on equity ratio is improved due to profits in the current year
(e) Trade receivables turnover ratio	Net sales = Total sales - sales return	Average trade receivable	5.33	5.69	-6.36%	-
(f) Trade payables turnover ratio	Other expenses	Average trade payable	4.64	3.76	23.45%	-
(g) Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	5.27	5.44	-3.28%	
(h) Net profit ratio	Net profit/ (loss) after taxes	Net sales = Total sales - sales return	0.10	(0.01)	-1007.45%	Net profit ratio is improved due to profits in the current year
(i) Return on capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt - Deferred tax liabilities	0.10	0.07	38.52%	Return on capital employed is improved due to increased earnings in the current year
(j) Return on investment	Interest (Finance income)	Investment	0.08	0.07	24.15%	-

Explanations are provided in cases where change in the ratio is more than 25% as compared to the preceding year

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45. Contingent liability

	As at March 31, 2025	As at March 31, 2024
Claims against the Company not acknowledged as debts		
Indirect tax matters for demands pending before various appellate authorities [refer note (i) below]	2,392.33	1,010.72
Direct tax matters under dispute/ pending before Income Tax Authorities [refer note (ii) below]	358.00	358.00
Financial guarantees		
Corporate guarantee and securities provided for a facility granted to subsidiaries (refer note 29)	7,027.40	3,500.00
Bank Guarantees	60.63	47.18
	9,838.36	**4,915.90**

(i) The Company had received demand notices from the authorities under the Finance Act,1994 for non-payment of Service tax on reverse charge mechanism for the period April 2006 to September 2010 and also received demand notices from GST authorities under Goods and Service Tax Act, 2017 for non-payment of GST on reverse charge mechanism, excess ITC availed and ITC of input service distributor not appearing in GSTR 2A, etc for the period FY 2017-2018 to FY 2020-2021. The Company is contesting the above demands and has filed appeals against the above orders. Pending outcome of the appellate proceedings and based on advise from the Company's tax consultants, no adjustments has been made in the standalone financial statements in this regard.

(ii) The Company had received assessment orders in respect of certain financial years giving raise to additional income tax demand (including interest) on account of certain adjustments in relation to disallowances of expenses and certain tax benefits. The Company has contested such demand and appeal is pending at appellate level. Pending outcome of the appellate proceedings and based on advise from the Company's tax consultants, no adjustments has been made in the standalone financial statements in this regard.

46. Assets held for sale

In the Board meeting held on March 27, 2024, the Board of Directors had approved the sale of Leasehold land and Office building situated at D-30, Sector-3, Noida, Uttar Pradesh. The Company had entered into an agreement to sell the aforesaid property and the transfer was expected within next 12 months and accordingly the assets were grouped under "Assets held for sale" in the year ended March 31, 2024. During the year ended March 31, 2025, the aforesaid property is sold and gain of ₹ 659.19 lakhs on sale of leasehold land and office building is recognised in other income in the Standalone Statement of Profit or Loss.

	As at March 31, 2025	As at March 31, 2024
Property, plant and equipment (refer note 3)	-	112.52
Right-of-use asset (refer note 30)	-	717.66
	-	**830.18**

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47. Issue of equity shares through QIP

During the previous year ended March 31, 2024, the Company allotted 3,323,262 Equity shares of ₹ 5 each at an issue price of ₹ 662 per equity share aggregating ₹ 21,999.99 lakhs through Qualified Institutional Placement (QIP) process to the Qualified Institutional Buyers. These equity shares were allotted on January 15, 2024 and rank pari-passu with existing equity shares.

		Year ended March 31, 2025	Year ended March 31, 2024
Unutilised QIP Proceeds as at April 1		**8,345.58**	**-**
Gross proceeds raised through issue of equity shares		-	21,999.99
	(A)	**8,345.58**	**21,999.99**
Expenses related to the issue of equity shares through QIP:			
Recognised in equity		-	1,348.64
Expenses recorded in the standalone statement of profit and loss		-	57.61
GST - recoverable from tax authorities		-	246.34
	(B)	**-**	**1,652.59**
Utilisation proceeds:			
Repayment/ pre-payment, in full or in part, of certain outstanding borrowings availed by the Company		3,845.58	11,999.90
General corporate purposes		2,500.00	1.92
	(C)	**6,345.58**	**12,001.82**
Unutilised QIP Proceeds at the end of reporting period	(A) - (B) - (C)	**2,000.00**	**8,345.58**

Unutilised QIP Proceeds as at March 31, 2025 and March 31, 2024 are available as

a) Fixed deposits with monitoring agency amounting to ₹ 2,000.00 lakhs (March 31, 2024: ₹ 8,345.26 lakhs)

b) Bank balances in monitoring agency account is Nil (March 31, 2024: ₹ 1.17 lakhs includes interest received of ₹ 0.85 lakhs on fixed deposits redeemed) (refer note 11)

c) Maximum amount of idle/surplus funds invested during the year was ₹ 8,345.58 lakhs (March 31, 2024: ₹ 19,151.20 lakhs)

48. Segment Information

The Board of Directors of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of engineering services.

The Company is predominantly engaged in the business of Technology Services and Solutions, which constitutes a single business segment and is governed by similar set of risks and returns. The operations of the Company primarily cater to the market outside India, which the Management views as a single segment. The Management monitors the operating results of its single segment for the purpose of making decisions about resource allocation and performance assessment.

Two customers individually accounted for ₹ 7,160.19 lakhs and ₹ 5,816.69 lakhs respectively, which is more than 10% of the total revenue of the Company for the year ended March 31, 2025 and two customers individually accounted for ₹ 6,829.49 lakhs and ₹ 5,718.58 lakhs respectively, which is more than 10% of the total revenue of the Company for the year ended March 31, 2024.

The Company is domiciled in India. The Company's revenue from operations from external customers primarily relate to operations outside India. Revenue from customers located in India for the year ended March 31, 2025 amounts to ₹ 9,948.12 lakhs (March 31, 2024: ₹ 9,370.38 lakhs) and from outside India for the year ended March 31, 2025 amounts to ₹29,849.93 lakhs (March 31, 2024: ₹ 25,932.06 lakhs). Majority of the non-current assets of the Company are located in India.

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for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

49. The Company has used two 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 is not enabled for one of the software i) for the changes made to the master data from April 1, 2024 to May 31, 2024; and ii) for direct changes made to data using certain access rights. Further no instance of audit trail feature being tampered with was noted in respect of accounting software's where the audit trail has been 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 the prior year.

50. Other Statutory Information

(i) No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) The Company do not have any transactions with companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

(iii) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the year ended March 31, 2025 and March 31, 2024.

(v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. 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

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. 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

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(vii) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(viii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

51 Events after the reporting period

There are no events or transactions which have occurred since the balance sheet date which would have a material effect and require adjustments in the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of AXISCADES Technologies Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of AXISCADES Technologies Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate comprising of the consolidated Balance Sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies 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 the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2025, their consolidated profit including other comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards 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 and its associate in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

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 financial 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the Management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Assessment of Impairment of Goodwill (as described in note 2(i)(c) and note 4 of the consolidated financial statements)	
The Group's balance sheet includes Rs. 15,357.58 lakhs of goodwill, net of impairment. Goodwill must be tested for impairment at least on an annual basis. The determination of recoverable amounts requires judgement on the part of the Management in both identifying and then valuing the relevant Cash Generating Units (CGUs). Recoverable amounts are based on Management's assumptions of variables and market conditions such as volume growth rates, future operating expenditure, discount rates and long term growth rates. The annual impairment testing is considered a significant accounting estimate as the assumptions on which such estimates are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain. Accordingly, we have determined this area to be key audit matters in our audit of the consolidated financial statements.	Our audit procedures included the following: • We understood, evaluated and tested Holding Company's Management key controls over the impairment assessment process; • We assessed the Group's methodology applied in determining the CGUs recoverable value. In making this assessment, we also evaluated the objectivity and independence of Holding Company's experts involved in the process; • We engaged experts to assess the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates and methodologies used by the Holding Company's Management to determine the recoverable amount; • We tested the arithmetical accuracy of the impairment testing models; and • We have assessed the disclosure in the consolidated financial statement as per the relevant accounting standards.
Revenue recognition – unbilled revenue (as described in note 2(i)(i), note 8 and note 23 of the consolidated financial statements)	
Revenue from Technology Services and Solutions for the year ended March 31, 2025 amounted to Rs 66,523.50 lakhs and unbilled receivables as at March 31, 2025 amounted to Rs 4,626.67 lakhs. Revenue from time and material contracts related to engineering services are recognised over time as the related services are performed, which is pursued based on the efforts spent and agreed rate with the customer. Billing is done basis customer acceptances. Revenue from the end of last invoicing to the reporting date is recognized as unbilled revenue. Considering significant amount and volume of transactions, there is an inherent risk related to the occurrence of unbilled revenue at the year-end date. Accordingly, we have determined this area to be key audit matters in our audit of the consolidated financial statements.	Our audit procedures included the following: • We evaluated the Company's accounting policy for revenue recognition and assess its compliance with Ind AS 115, Revenue from Contracts with Customers; • We assessed the design and tested the operating effectiveness of internal controls related to revenue; • We performed sample test of revenue transactions of unbilled revenue at the year-end and traced those to underlying terms agreed with customers, proof of service delivery and approvals. Also, tested, on a sample basis, invoices raised subsequent to year end. • We assessed aging of unbilled revenue as on the balance sheet date and in case of aged items obtained reasons for delays and expected timelines for invoicing of the same; and • Assessed the relevant disclosures in the consolidated financial statements as per the relevant accounting standards.

We have determined that there are no other key audit matters to communicate in our report.

Other Information

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

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

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

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 the 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 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 Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the 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 and of its associate are also responsible for overseeing the financial reporting process of their respective companies.

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

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

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 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.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate 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 its associate 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 and its associate of which we are the independent auditors and whose financial information we have audited, 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 financial 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.

Other Matters

(a) We did not audit the financial statements and other financial information, in respect of eleven subsidiaries, whose financial statements include total assets of Rs 35,836.04 lakhs as at March 31, 2025, and total revenues of Rs 17,787.32 lakhs and net cash outflows of Rs 600.60 lakhs for the year ended on that date. Those financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the Management. The consolidated financial statements also include the Group's share of net loss of Rs. 2.37 lakhs for the year ended March 31, 2025, as considered in the consolidated financial statements, in respect of an associate, whose financial statements and other financial information have been audited by other auditor and whose report have been furnished to us by the Management. 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 associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

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, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and associate company , incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate, as noted in the 'Other Matter' paragraph we report, to the extent applicable, that:

   (a) We/the other auditors whose report we have relied upon 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the instances discussed in note 49 to the consolidated financial statements and for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g);

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (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 who are appointed under Section 139 of the Act, of its subsidiary companies and associate company, none of the directors of the Group's companies and its associate, 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) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies and associate company and the operating effectiveness of such controls, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of such subsidiary companies and associate company, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associate incorporated in India, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company, its subsidiaries and associate incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;

(h) The modification relating to the maintenance of books of account and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i) (vi) below on reporting under Rule 11(g)

(i) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associate, as noted in the 'Other Matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its consolidated financial statements – Refer note 36 to the consolidated financial statements;

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer note 18 to the consolidated financial statements;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate, incorporated in India during the year ended March 31, 2025.

iv.(a) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, as disclosed in the note 52(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associate 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, as disclosed in the note 52(vi) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries and associate from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associate shall, whether, 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; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to

our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) No dividend has been declared or paid during the year by the Holding Company, its subsidiaries and associate company, incorporated in India.

vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances discussed in note 49 to the consolidated financial statements, the Holding Company, subsidiaries and associate have used accounting software 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. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries and associate did not come across any instance of audit trail feature being tampered with, in respect of other accounting software. Additionally, the audit trail of prior year has been preserved by the Holding Company and the above referred subsidiaries and associate as per the statutory requirements for record retention, to the extent it was enabled and recorded in those respective years as stated in note 49 to the consolidated financial statements.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number: 065537
UDIN: 25065537BMLFUQ3157

Place of Signature: Bengaluru
Date: May 26, 2025

ANNEXURE 1

referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: AXISCADES Technologies Limited ('the Company')

Based on our audit and on the consideration of reports of the other auditors on separate financial statements and other financial information of the subsidiary companies and its associate, which are companies incorporated in India, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

Sl No.	Name	CIN	Holding Company/ subsidiary/associate	Clause number of the CARO report which is qualified or is adverse
1	AXISCADES Aerospace & Technologies Private Limited	U72900KA2001PTC028394	Subsidiary Company	iii(e) and ix(a)
2	Cades Studec Technologies (India) Private Limited	U72900KA2006PTC049241	Subsidiary Company	iii(c)
3	AXISCADES Technologies Limited	L72200KA1990PLC084435	Holding Company	iii(e)

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
Firm Registration Number: 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number: 065537
UDIN: 25065537BMLFUQ3157

Place of Signature: Bengaluru
Date: May 26, 2025

ANNEXURE 2

to the Independent Auditor's Report of Even Date on the Consolidated Financial Statements of AXISCADES Technologies Limited

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

In conjunction with our audit of the consolidated financial statements of AXISCADES Technologies Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its associate, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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). 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements 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") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

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

Inherent Limitations of Internal Financial Controls With Reference to 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 controls 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.

Opinion

In our opinion, the Group and its associate, which are companies incorporated in India, have, maintained in all material respects, 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 control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these 5 subsidiaries and one associate, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and associate incorporated in India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number: 065537
UDIN: 25065537BMLFUQ3157

Place of Signature: Bengaluru
Date: May 26, 2025

CONSOLIDATED BALANCE SHEET

AS AT 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	3	8,155.85	6,860.39
Capital work in progress	3	17.64	-
Goodwill	4	15,357.58	16,210.89
Other intangible assets	5	2,421.53	3,062.94
Intangible assets under development	5	821.43	-
Right-of-use assets	35	13,828.89	15,241.59
Investment in an associate	6	625.08	627.45
Financial assets			
Investments	7	101.37	162.68
Other financial assets	8	1,638.62	1,540.98
Deferred tax assets, net	38	3,239.74	2,159.76
Non-current tax asset, net	9	2,089.67	1,688.33
Other non-current assets	10	97.27	68.13
		48,394.67	**47,623.14**
Current assets			
Inventories	11	6,086.95	6,933.42
Financial assets			
Investments	7	5,232.20	2,872.00
Trade receivables	12	30,180.49	23,411.68
Cash and cash equivalent	13	5,235.06	5,560.98
Bank balances other than cash and cash equivalent	14	3,691.16	9,725.09
Other financial assets	8	7,639.78	6,659.94
Other current assets	10	6,250.97	10,294.41
		64,316.61	**65,457.52**
Assets held for sale	47	-	830.18
		64,316.61	**66,287.70**
Total assets		**112,711.28**	**113,910.84**
Equity and liabilities			
Equity			
Equity share capital	15	2,126.41	2,098.94
Other equity	16	62,779.30	56,437.17
Non-controlling interests		673.23	640.07
		65,578.94	**59,176.18**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	10,938.81	10,588.65
Lease liabilities	35	5,000.13	6,430.05
Other financial liabilities	20	516.31	1,701.03
Provisions	18	1,279.02	1,169.18
Deferred tax liabilities, net	38	366.48	379.60
		18,100.75	**20,268.51**
Current liabilities			
Financial liabilities			
Borrowings	17	8,009.54	13,257.56
Lease liabilities	35	1,841.70	1,615.96
Trade payables	19		
(a) Total outstanding dues of micro enterprises and small enterprises		367.78	345.25
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		5,453.06	6,027.94
Other financial liabilities	20	2,439.40	2,326.35
Provisions	18	3,107.19	1,897.72
Current tax liabilities, net	21	1,078.33	878.53
Other current liabilities	22	6,734.59	8,116.84
		29,031.59	**34,466.15**
Total liabilities		**47,132.34**	**54,734.66**
Total equity and liabilities		**112,711.28**	**113,910.84**

The accompanying notes form an integral part of these Consolidated Financial Statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	23	103,072.37	95,512.05
Other income	24	2,084.90	993.73
Total income		**105,157.27**	**96,505.78**
Expenses			
Cost of raw material and components consumed	25	18,805.66	16,256.90
Purchase of traded goods	26	1,718.10	2,267.79
Decrease in inventories of finished goods, work-in-progress and traded goods	27	816.86	25.01
Employee benefits expense	28	51,641.66	50,014.73
Finance costs	29	3,229.70	5,636.79
Depreciation and amortization expense	30	3,959.88	3,379.12
Other expenses	31	15,845.60	13,623.03
Total expense		**96,017.46**	**91,203.37**
Profit before share in loss of an associate, exceptional items and tax		**9,139.81**	**5,302.41**
Share in loss of an associate, net of tax	6	(2.37)	(0.30)
Profit before exceptional items and tax		**9,137.44**	**5,302.11**
Exceptional items, net	32	(385.87)	-
Profit before tax		**8,751.57**	**5,302.11**
Income tax expense:	38		
(i) Current tax		2,352.07	2,139.09
(ii) Adjustment of tax relating to earlier years		(127.44)	20.43
(iii) Deferred tax credit		(1,001.46)	(198.35)
Total income tax expense		**1,223.17**	**1,961.17**
Profit after tax for the year		**7,528.40**	**3,340.94**
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Remeasurement losses on defined benefit plans	41	(222.64)	(137.18)
Income tax effect		56.34	37.53
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**(166.30)**	**(99.65)**
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
a) (Losses)/ gains on cash flow hedges	40	(203.75)	59.45
Income tax effect		51.28	(16.54)
		(152.47)	**42.91**
b) Exchange differences on translation of foreign operations		(6.83)	193.05
Income tax effect		-	-
		(6.83)	**193.05**
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		**(159.30)**	**235.96**
Other comprehensive income for the year, net of tax		**(325.60)**	**136.31**
Total comprehensive income for the year, net of tax		**7,202.80**	**3,477.25**
Total profit attributable to:			
Owners of the Company		**7,493.68**	**3,280.78**
Non-controlling interests		**34.72**	**60.16**
Other comprehensive income attributable to:			
Owners of the Company		**(324.04)**	**137.17**
Non-controlling interests		**(1.56)**	**(0.86)**
Total comprehensive income attributable to:			
Owners of the Company		**7,169.64**	**3,417.95**
Non-controlling interests		**33.16**	**59.30**
Earnings per equity share ('EPS') in ₹ [nominal value of shares ₹ 5 (31 March 2024: ₹ 5)]	**33**		
Basic, computed on the basis of profit for the year attributable to equity holders of the parent		**17.76**	**8.40**
Diluted, computed on the basis of profit for the year attributable to equity holders of the parent		**17.22**	**7.74**

The accompanying notes form an integral part of these Consolidated Financial Statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Operating activities			
Profit before tax		8,751.57	5,302.11
Adjustments to reconcile profit before tax to net cash flows:			
Exceptional items, net	32	385.87	-
Depreciation and amortisation expense	30	3,959.88	3,379.12
Gain on sale of units of mutual funds		(8.17)	-
Loss incurred on loss of control on subsidiary	31	-	317.34
Interest income (including fair value change in financial instruments)		(1,085.35)	(662.61)
Dividend income from mutual funds	24	(31.83)	(24.00)
Finance costs	29	3,229.70	5,636.79
Provision/liabilities no longer required written back	24	(71.05)	(25.41)
Share of loss of an associate	6	2.33	0.30
Recovery of bad debts	24	-	(1.27)
Advances written off	31	-	36.98
Provision for doubtful debts and advances and bad debts written off	31	220.71	68.70
Provision for foreseeable losses on contracts	31	198.93	-
Share based payment expense	28	(1,504.82)	546.68
Loss on sale of property, plant and equipment	31	63.86	2.70
Gain on sale of Assets held for sale	24	(659.19)	-
Net unrealised foreign exchange loss		124.44	209.91
Operating profit before working capital changes		**13,576.88**	**14,787.34**
Movements in working capital			
(Increase) in trade receivables		(6,774.38)	(4,052.07)
Decrease/ (Increase) in inventories		862.06	(348.03)
Decrease in other assets including financial assets		4,351.61	930.56
(Decrease) in trade payables, other liabilities and financial liabilities		(823.19)	(1,255.80)
Increase/ (decrease) in provisions		78.26	(17.51)
Cash generated from operating activities		**11,271.24**	**10,044.49**
Direct taxes paid, net		(2,437.02)	(2,151.09)
Net cash flows from operating activities (A)		**8,834.22**	**7,893.40**
Investing activities			
Payments for purchase of property, plant and equipment, capital work-in-progress, intangible assets under development and intangible assets		(3,789.51)	(2,035.07)
Proceeds from sale of asset held for sale		1,043.87	26.78
Proceeds from sale of property, plant and equipment		53.06	-
Interest received		1,139.94	82.96
Payment of deferred purchase consideration		(212.26)	(65.67)
(Investment) in/ redemption of mutual fund units		(2,026.13)	448.43
Redemption of /(investment) in fixed deposits, net		4,654.69	(9,082.50)
Investment in shares of subsidiary, net of cash acquired		-	(5,649.36)
Net cash flows from / (used in) investment activities (B)		**863.66**	**(16,274.43)**
Financing activities			
Repayment of principal portion and interest portion of lease liabilities	35	(2,343.58)	(1,973.47)
Proceeds from long term borrowings		6,320.01	21,527.88
Repayment of long term borrowings		(11,891.46)	(31,754.47)
Proceeds from short term borrowings, net		551.63	1,589.35
Proceeds from issue of equity shares through QIP		-	21,999.99
QIP issue expenses		-	(1,348.64)
Proceeds from exercise of share options		338.72	222.47
Proceeds from issue of preference shares		-	4.14
Dividend paid, net		-	(43.34)
Interest paid		(2,928.14)	(3,835.68)
Net cash flows (used) in/ from financing activities (C)		**(9,952.82)**	**6,388.23**
Net decrease in cash and cash equivalent (A+B+C)		**(254.94)**	**(1,992.80)**
Effect of exchange rate changes, net		(70.98)	47.05
Cash and cash equivalent at the beginning of the year		5,560.98	7,506.73
Cash and cash equivalent at the end of the year	**13**	**5,235.06**	**5,560.98**

Refer note 17 for changes in liabilities arising from financing activities and for non-cash financing and investing activities.

The accompanying notes form an integral part of these Consolidated Financial Statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital

For the year ended 31 March 2025

Equity shares of ₹ 5 each (31 March 2024: ₹ 5 each), issued, subscribed and fully paid-up	Equity shares	
	Number (in lakhs)	Amount
As at 1 April 2024	419.48	2,098.94
Add: Issued and subscribed during the year [refer note(i) below)]	5.49	27.47
At 31 March 2025	**424.97**	**2,126.41**

For the year ended 31 March 2024

Equity shares of ₹ 5 each (31 March 2023 : ₹ 5 each), issued, subscribed and fully paid-up	Equity shares	
	Number (in lakhs)	Amount
As at 1 April 2023	381.99	1,911.50
Add: Issued and subscribed during the year [refer note (i)]	37.49	187.44
At 31 March 2024	**419.48**	**2,098.94**

(i) During the year, the Company allotted 549,449 (31 March 2024: 425,632) equity shares of ₹ 5 each aggregating ₹ 27.47 lakhs (31 March 2024: ₹ 21.28 lakhs), consequent to the exercise of stock options by employees of the Company under the "AXISCADES Employee Stock Option Plan 2018 – Series 1" and "AXISCADES Employee Stock Option Plan 2018 – Series 2".

(ii) During the year ended 31 March 2024, the Company allotted 3,323,262 equity shares of ₹ 5 each aggregating ₹ 166.16 lakhs at an issue price of ₹ 662 per equity share through Qualified Institutional Placement (QIP) process (refer note 48).

B. Other equity (refer note 16)

For the year ended 31 March 2025

	Reserves and surplus					Items of OCI			Total other equity	Non-controlling interests ('NCI')	Total
	General reserve	Securities premium	Retained earnings	Capital contribution reserve	Share based payment reserve	Capital reserve	Foreign currency translation reserve	Hedge reserve			
Balance as at 1 April 2024	3.39	31,226.34	16,017.50	107.68	1,788.05	5,698.31	1,595.08	0.82	**56,437.17**	640.07	**57,077.24**
Profit for the year	-	-	7,493.68	-	-	-	-	-	**7,493.68**	34.72	**7,528.40**
Fair value changes on derivatives designated as cash flow hedge, net of tax	-	-	-	-	-	-	-	(152.47)	**(152.47)**	-	**(152.47)**
Re-measurement losses on defined benefit plans, net of tax	-	-	(164.74)	-	-	-	-	-	**(164.74)**	(1.56)	**(166.30)**
Exchange differences on translation of foreign operations	-	-	-	-	-	-	(6.83)	-	**(6.83)**	-	**(6.83)**
Total comprehensive income for the year	**-**	**-**	**7,328.94**	**-**	**-**	**-**	**(6.83)**	**(152.47)**	**7,169.64**	**33.16**	**7,202.80**
Change in fair value of Non-Controlling interest liability (refer note 20)	-	-	366.06	-	-	-	-	-	**366.06**	-	**366.06**
Exercise of share options	-	527.35	-	-	(216.10)	-	-	-	**311.25**	-	**311.25**
Share based payments to employees (refer note 43)	-	-	-	-	(1,504.82)	-	-	-	**(1,504.82)**	-	**(1,504.82)**
Balance as at 31 March 2025	**3.39**	**31,753.69**	**23,712.50**	**107.68**	**67.13**	**5,698.31**	**1,588.25**	**(151.65)**	**62,779.30**	**673.23**	**63,452.53**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2025 (Cont.)

(All amounts in ₹ lakhs, unless otherwise stated)

For the year ended 31 March 2024

	Reserves and surplus					Items of OCI					
	General reserve	Securities premium	Retained earnings	Capital contribution reserve	Share based payment reserve	Capital reserve	Foreign currency translation reserve	Hedge reserve	Total other equity	Non-controlling interests	Total
Balance as at 1 April 2023	3.39	10,416.51	12,944.91	107.68	1,364.83	5,698.31	1,402.03	(42.09)	**31,895.57**	579.20	**32,474.77**
Profit for the year	-	-	3,280.78	-	-	-	-	-	**3,280.78**	60.16	**3,340.94**
Fair value changes on derivatives designated as cash flow hedge, net of tax	-	-	-	-	-	-	-	42.91	**42.91**	-	**42.91**
Re-measurement losses on defined benefit plans, net of tax	-	-	(98.79)	-	-	-	-	-	**(98.79)**	(0.86)	**(99.65)**
Exchange differences on translation of foreign operations	-	-	-	-	-	-	193.05	-	**193.05**	-	**193.05**
Total comprehensive income for the year	**-**	**-**	**3,181.99**	**-**	**-**	**-**	**193.05**	**42.91**	**3,417.95**	**59.30**	**3,477.25**
Instruments entirely equity in nature related to NCI	-	-	-	-	-	-	-	-	**-**	4.14	**4.14**
Dividend paid	-	-	-	-	-	-	-	-	**-**	(67.34)	**(67.34)**
Change in fair value of Non-Controlling interest liability	-	-	(44.63)	-	-	-	-	-	**(44.63)**	-	**(44.63)**
Add/(less): Reclass for Non-Controlling interests	-	-	(64.77)	-	-	-	-	-	**(64.77)**	64.77	**-**
Exercise of share options	-	324.64	-	-	(123.46)	-	-	-	**201.18**	-	**201.18**
Issue of equity shares through QIP (refer note 48)	-	21,833.83	-	-	-	-	-	-	**21,833.83**	-	**21,833.83**
Share issue expenses	-	(1,348.64)	-	-	-	-	-	-	**(1,348.64)**	-	**(1,348.64)**
Share based payments to employees (refer note 43)	-	-	-	-	546.68	-	-	-	**546.68**	-	**546.68**
Balance as at 31 March 2024	**3.39**	**31,226.34**	**16,017.50**	**107.68**	**1,788.05**	**5,698.31**	**1,595.08**	**0.82**	**56,437.17**	**640.07**	**57,077.24**

The accompanying notes form an integral part of these Consolidated Financial Statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

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Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

Notes to Consolidated Financial Statements
for the year ended 31 March 2025

1. Corporate Information:

AXISCADES Technologies Limited ('the Company' / 'the Holding Company' / 'ACTL') is a public limited company and incorporated on 24 August 1990 under the provisions of the Companies Act applicable in India. The Group operates in the business of Technology Services and Solutions and Strategic Technology Solutions. The Company's shares are listed for trading on the National Stock Exchange of India Limited and BSE Limited in India.

The registered office of the Company is Block C, Second Floor, Kirloskar Business Park, Bengaluru - 560024, Karnataka, India.

The Consolidated Financial Statements were approved for issue in accordance with a resolution of the directors on 26 May 2025.

The Consolidated Financial Statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the company.

The Consolidated Financial Statements comprise financial statements of the Company and its subsidiaries (collectively, "the Group") and an associate listed below:

Information about subsidiaries:

Name of the subsidiaries	Country of incorporation	Ownership interest (%)	
		31 March 2025	31 March 2024
AXISCADES, Inc.	USA	100%	100%
AXISCADES UK Limited, Subsidiary of AXISCADES Inc. ('AXISCADES UK')	UK	100%	100%
AXISCADES Technology Canada Inc. ('AXISCADES Canada')	Canada	100%	100%
Axis Mechanical Engineering Design (Wuxi) Co., Ltd. ('Axis China')	China	100%	100%
AXISCADES GmbH	Germany	100%	100%
Cades Studec Technologies (India) Private Limited ('Studec')	India	76%	76%
AXISCADES Aerospace & Technologies Private Limited ('ACAT')	India	100%	100%
Enertec Controls Limited, subsidiary of ACAT ('Enertec')	India	100%	100%
AXISCADES Aerospace Infrastructure Private Limited, subsidiary of ACAT ('AAIPL')	India	100%	100%
Mistral Solutions Private Limited ('MSPL')	India	100%	100%
Aero Electronics Private Limited, subsidiary of MSPL ('AEPL') (till 4 September 2023, refer note 6)	India	51%	74%
Mistral Technologies Private Limited, subsidiary of MSPL ('MTPL')	India	100%	100%
Mistral Solutions Inc., subsidiary of MSPL ('MSI')	USA	100%	100%
Explosoft Tech Solutions Private Limited ('Explosoft')	India	100%	100%
Add Solution GmbH ('Add Solution') (with effect from 1 August 2023)^	Germany	100%	94%
Epcogen Private Limited ('Epcogen') (with effect from 1 December 2023)@	India	100%	100%

Associate

Name of the associate	Country of incorporation	Ownership interest (%)	
		31 March 2025	31 March 2024
Aero Electronics Private Limited, subsidiary of MSPL ('AEPL') (with effect from 4 September 2023, refer note 6)	India	51%	74%

^ During the year ended 31 March 2024, AXISCADES GmbH, acquired 94% of shareholding in Add Solution GmbH. Further, Axiscades GmbH had an option to purchase and the shareholders of Add Solution had an option to sell remaining 6% shares of Add Solution (refer note 46 for further details).

@ On 1 December 2023, the Company had acquired 100% shareholding in Epcogen (refer note 46 for further details).

Notes to Consolidated Financial Statements
for the year ended 31 March 2025

2 (i) Material accounting policies

a) Statement of compliance and basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (as amended from time to time), (Ind AS compliant Schedule III), as applicable to the consolidated financial statements.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or at revalued amount:

Derivative financial instruments,

Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments),

Contingent consideration arising from business combination, and

Equity settled ESOP at grant date fair value

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities.

In addition, the carrying values of recognised assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortised cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

The financial statements are presented in ₹ and all values are rounded to the nearest lakh (₹ 00,000), except when otherwise indicated.

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

b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and an associate as at 31 March 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights; and
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March 2025. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Notes to Consolidated Financial Statements
for the year ended 31 March 2025

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12, Income Taxes, applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

(d) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the parent company.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity shareholders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interests;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

c) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12, Income Tax, and Ind AS 19, Employee Benefits respectively.

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- Liabilities or equity instruments related to share-based payment arrangement of the acquiree or share-based payments arrangement of the Group entered into to replace share-based arrangements of the acquiree are measured in accordance with Ind AS 102, Share-based Payments at the acquisition date
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in Statement of Profit and Loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109, Financial Instruments, is measured at fair value with changes in fair value recognised in Statement of Profit and Loss. If the contingent consideration is not within the scope of Ind AS 109 it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in Statement of Profit and Loss.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

d) Investment in associate

The group holds an interest in an associate, Aero Electronics Private Limited. The financial statements of Aero Electronics Private Limited are prepared for the same reporting period as the Group. The accounting policies of AEPL are aligned with those of the Group. Therefore, no

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adjustments are made when measuring and recognising the Group's share of the loss of the investee after the date AEPL becomes an associate.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining whether significant influence are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the AEPL becomes an associate.

The statement of profit and loss reflects the Group's share of the results of operations of the associate . Any change in OCI of that investee is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate . If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate . At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'Share of profit of an associate in the statement of profit or loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

e) Current versus non-current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always 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 identified period up to twelve months as its operating cycle.

f) Property, plant and equipment

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. 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 for use, as intended by management. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of respective asset if the recognition criteria for a provision are met. Refer to significant accounting judgements, estimates and assumptions (refer note 44) and provisions (note 18) for further information about the recorded decommissioning provision.

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.

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The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or 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.

The Group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

	Useful lives (in years)
Computers *	3 - 6
Furniture and fixtures *	7 - 10
Office equipment *	5 - 7
Plant and machinery *	7 - 15
Electrical installations *	7
Office buildings *	61
Vehicles *	5 - 6
Test equipments	6

* Based on an internal assessment, the management believes that the useful lives as given above represents the period over which management expects to use the assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

The Group has evaluated the applicability of component accounting as prescribed under Ind AS 16, Property plant and equipment, 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 residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Leasehold improvements are depreciated over its lease period including renewable period or estimated useful life, whichever is shorter, on a straight-line basis.

An item of property, plant and equipment initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

g) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment. Advances paid towards the acquisition of intangible assets outstanding at each Balance Sheet date are disclosed as other non-current assets. Internally generated intangibles, excluding capitalised development costs (refer below policy for R&D costs), are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

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.

Expenditure incurred towards development, if eligible for capitalisation, is carried as 'intangible assets under development' where such assets are not yet ready for their intended use.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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

Process manuals are amortised over the remaining project term or the useful life of the process manual, whichever

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is shorter. Softwares are amortised over the period of 3 - 6 years / over the period of the respective project.. Non-compete fee and customer contract are amortised over a period 10 years. Order backlog is amortised over a period of 2 years.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

h) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses are recognised in the statement of profit and loss.

For assets an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Goodwill and other intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

i) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of the transaction price (net of variable consideration) allocated to that performance obligation. Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring goods to a customer.

The Group derives its revenue primarily from sale of products and services.

Revenue from sale of products:

Revenue from sale of products is recognised over time if one of the following criteria is met:

a) the customer simultaneously consumes the benefit of the Group's performance or

b) the customer controls the asset as it is being created/ enhanced by the Group's performance or

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c) there is no alternative use of the asset and the Group has either explicit or implicit right of payment considering legal precedents.

In all other cases, revenue from sale of products is recognized at the point in time when control of the goods is passed to the customer. The point at which control passes is determined based on the terms and conditions by each customer arrangement, but generally occurs on delivery to the customer. The contracts that Group enters into relate to sales order containing single performance obligations for the delivery of goods as per Ind AS 115. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

Revenue from sale of services

Revenue from services includes time-and-material or fixed price contracts. Revenue from time-and-material contracts are recognised on output basis measured by time and efforts expended, units delivered etc. Revenue from fixed price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised 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. Costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

Other operating income includes export incentives and benefits arising out of transactions from the operations at the Group where payment is not done by the Group. Export incentives are accrued in the year when the right to receive credit is established in respect of exports made. Other operating income is recognised when there is reasonable certainty about its realisation.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Variable Consideration:

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Significant financing component :

In certain contracts, the Group receives short-term advances before the performance obligation is satisfied. There is no significant financing component for those contracts where the customer pay in advance as per the terms of the contract. Using the practical expedient in Ind AS 115, it does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Warranty obligations:

It provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in use of judgements, estimates & assumptions.

Finance income:

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

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Dividend Income:

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Rental Income:

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases and is included in revenue in the Statement of Profit and Loss due to its operating nature.

Contract balances

Contract assets:

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Group performs by providing services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Revenues in excess of invoicing are classified as contract assets (which we refer to as Unbilled Revenue). Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section 2 (s) Impairment of financial assets.

Trade receivables:

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section 2 (r) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities:

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

j) Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan

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.

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 vesting as well as non vesting benefit. The cost of short term compensated absences are provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

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. Net interest expense on the net defined benefit liability is included in finance costs.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included

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in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Overseas social security

The Group contributes to social security charges of countries to which the Group deputes its employees on employment or has permanent employees. The plans are defined contribution plan and contributions paid or payable is recognised as an expense in these periods in which the employee renders services in those respective countries.

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.

k) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Buildings	1.3 to 9 years
Plant and machinery	3 years

If ownership of the right of use asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in note 2(i)(h) - Impairment of non-financial assets

(ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

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Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

l) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale (qualifying asset) are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

m) Foreign currencies

Functional and presentation currency

The Group's consolidated financial statements are presented in Indian Rupees, which is also the Holding Group's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.

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

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.

Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

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

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates

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at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in Statement of Profit and Loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after 1 April 2016 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (1 April 2016), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

Cumulative currency translation differences for all foreign operations are deemed to be zero at the date of transition, viz., 1 April 2016. Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

n) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

o) Inventories

Inventories comprising of project work in progress are valued at lower of cost and net realisable value. Cost includes direct material, direct labour and related production expenses. Cost is determined on First In First Out (FIFO) basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make the sale.

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Goods in transit are valued at actual cost.

The Group periodically assesses the inventory for obsolescence and slow moving stocks

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

p) Income taxes

Tax expense comprises current tax expense and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted

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or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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 utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

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.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports.

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

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 OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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Minimum alternate tax (MAT):

MAT payable for a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as 'MAT Credit Entitlement' under Deferred Tax. The Group reviews the same at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

MAT payable for a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as 'MAT Credit Entitlement' under Deferred Tax. The Group reviews the same at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

q) 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 discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The Group provides warranties for general repairs of defects that existed at the time of sale, as required by the terms of contract. Provisions related to these assurance-type warranties are recognised when the product is sold, or the service is provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Contingent liabilities

Contingent liability is:

(a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or

(b) a present obligation that arises from past events but is not recognized because;

- it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
- the amount of the obligation cannot be measured with sufficient reliability.

The Group does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote.

Contingent assets

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

Onerous contracts

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

r) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as

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subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (j) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

i. Financial assets at amortised cost (debt instruments)

ii. Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

iii. Financial assets at fair value through profit or loss (FVTPL); and

iv. Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

i. Financial assets at amortised cost (debt instruments)

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. 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 amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

ii. Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and

Notes to Consolidated Financial Statements
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Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii. Financial assets at fair value through profit or loss (FVTPL); and

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

iv. Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

All equity investments in scope of Ind AS 109 Financial Instruments, are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Group's 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 recognises 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. Financial liabilities like non convertible debentures are measured at amortised cost using the effective interest method.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

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Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. 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 the Statement of Profit and Loss. 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 and loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

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 the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial guarantee contracts

Financial guarantee contracts are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified party fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of expected loss allowance determined as per impairment requirements of Ind AS 109 Financial Instruments and the amount recognised less cumulative amortisation.

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.

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.

Derivative financial instruments and Hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency and cross currency swap contracts to hedge its foreign currency risks arising from highly probable future forecasted sales. This derivative financial instrument are designated in a cash flow hedge relationship. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the

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hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the Statement of Profit and Loss.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss and is reclassified to underlying hedged item.

For the purpose of hedge accounting, hedges are classified as:

a. Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;

b. Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment; and

c. Hedges of a net investment in a foreign operation.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs

s) 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. However, if the credit risk has increased significantly, life time ECL is used. If in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

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 is required to use 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.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

a. Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

b. Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

c. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment

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allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

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.

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.

t) Fair value measurement

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

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

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

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, maximising the use of relevant observable inputs and minimising 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 (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurements as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined the classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liabilities and the level of the fair value hierarchy as explained above.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the Management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the Management present the valuation results to the Audit Committee and the Group's independent auditors This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Notes to Consolidated Financial Statements
for the year ended 31 March 2025

u) Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalent consists of cash at bank and on hand 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 two business segments, 'Technology Services and Solutions' and 'Strategic technology solutions'.

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 shareholders 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) Corporate Social Responsibility (CSR) expenditure

CSR expenditure as per provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is charged to the Statement of Profit and Loss as expense as and when incurred.

y) Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. Further details are given in note 43.

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

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

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

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

Notes to Consolidated Financial Statements
for the year ended 31 March 2025

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

z) Assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The group treats sale of the asset to be highly probable when: - The appropriate level of management is committed to a plan to sell the asset (or disposal group),

- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

aa) Events after the reporting period

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

2 (ii) Changes in accounting policies and disclosures

There are no new accounting policies applied during the current year and accounting policies are consistent from previous year.

2 (iii) New and amended standards

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Ind AS 117 Insurance Contracts

The Ministry of corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated 12 August 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

The application of Ind AS 117 had no impact on the Group's consolidated financial statements as the Group has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

(ii) Amendment to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The amendment had no impact on the Group's consolidated financial statements as the Group has not entered any contracts in the nature of sale and lease back under Ind AS 116.

2 (iv) Standards notified but not yet effective

There are no standards that are notified and not yet effective as on the date.

2 (v) Climate-related matters

The Group considers climate-related matters in estimates and assumptions, where appropriate. This assessment includes a wide range of possible impacts on the Group due to both physical and transition risks. Even though climate-related risks might not currently have a significant impact on measurement, the Group is closely monitoring relevant changes and developments, such as new climate-related legislation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

3 Property, plant and equipment (PPE)

	Freehold land	Computers	Furniture and fixtures	Test equip-ments	Office equipments	Electrical installations	Vehicles	Office building	Leasehold im-provements	Plant and machin-ery	Sub-total	Capital work in progress	Total
Cost or valuation													
Balance as at 1 April 2023	3,370.50	1,904.22	247.60	370.08	364.72	2.09	538.54	621.38	548.69	1,871.76	9,839.58	-	9,839.58
Additions	-	603.62	27.30	47.36	26.78	-	258.29	-	168.86	7.49	1,139.70	-	1,139.70
Disposals	-	(21.98)	(0.51)	(1.63)	(5.73)	-	(76.49)	-	(5.50)	(16.92)	(128.76)	-	(128.76)
Acquisition of subsidiaries (refer note 46)	64.68	247.04	-	-	4.02	-	6.62	658.59	-	-	980.95	-	980.95
Assets held for sale (refer note 47)	-	-	-	-	-	-	-	(135.55)	-	-	(135.55)	-	(135.55)
Other adjustments (refer note 1 below)	-	1.85	0.15	-	(0.01)	-	-	(1.15)	-	-	0.84	-	0.84
Balance as at 31 March 2024	**3,435.18**	**2,734.75**	**274.54**	**415.81**	**389.78**	**2.09**	**726.96**	**1,143.27**	**712.05**	**1,862.33**	**11,696.76**	**-**	**11,696.76**
Additions	233.47	1,730.46	24.53	376.82	108.99	-	6.04	48.13	2.70	7.95	2,539.09	17.64	2,556.73
Disposals	-	(23.81)	(9.57)	-	(7.31)	-	(236.67)	-	-	(1.08)	(278.44)	-	(278.44)
Other adjustments (refer note 1 below)	-	30.26	1.26	-	0.56	-	-	9.03	-	-	41.11	-	41.11
Balance as at 31 March 2025	**3,668.65**	**4,471.66**	**290.76**	**792.63**	**492.02**	**2.09**	**496.33**	**1,200.43**	**714.75**	**1,869.20**	**13,998.52**	**17.64**	**14,016.16**
Depreciation													
Balance as at 1 April 2023	-	1,381.40	169.54	283.78	220.27	0.57	185.58	74.39	210.31	1,630.06	4,155.90	-	4,155.90
Charge for the year	-	393.67	24.51	33.57	40.39	0.15	96.96	51.64	123.11	41.13	805.13	-	805.13
Disposals	-	(21.34)	(0.51)	(1.23)	(6.67)	-	(51.19)	-	(5.50)	(12.84)	(99.28)	-	(99.28)
Assets held for sale (refer note 47)	-	-	-	-	-	-	-	(23.03)	-	-	(23.03)	-	(23.03)
Other adjustments (refer note 1 below)	-	(1.60)	0.11	-	(0.06)	-	-	(0.80)	-	-	(2.35)	-	(2.35)
Balance as at 31 March 2024	**-**	**1,752.13**	**193.65**	**316.12**	**253.93**	**0.72**	**231.35**	**102.20**	**327.92**	**1,658.35**	**4,836.37**	**-**	**4,836.37**
Charge for the year	-	719.94	20.26	33.33	51.34	0.11	83.48	69.25	134.28	29.87	1,141.86	-	1,141.86
Disposals	-	(22.62)	(9.57)	-	(6.44)	-	(126.18)	-	-	(0.46)	(165.27)	-	(165.27)
Assets held for sale (refer note 49)	-	-	-	-	-	-	-	-	-	-	-	-	-
Other adjustments (refer note 1 below)	-	23.92	1.19	-	0.30	-	-	4.30	-	-	29.71	-	29.71
Balance as at 31 March 2025	**-**	**2,473.37**	**205.53**	**349.45**	**299.13**	**0.83**	**188.65**	**175.75**	**462.20**	**1,687.76**	**5,842.67**	**-**	**5,842.67**
Net book value													
As at 31 March 2025	**3,668.65**	**1,998.29**	**85.23**	**443.18**	**192.89**	**1.26**	**307.68**	**1,024.68**	**252.55**	**181.44**	**8,155.85**	**17.64**	**8,173.49**
As at 31 March 2024	**3,435.18**	**982.62**	**80.89**	**99.69**	**135.85**	**1.37**	**495.61**	**1,041.07**	**384.13**	**203.98**	**6,860.39**	**-**	**6,860.39**

Notes

1. Represents adjustments consequent to foreign exchange translation of property, plant and equipment in foreign geographies.

2. **Contractual obligations**

   Refer note 36 for details on contractual commitments for the acquisition of property, plant and equipment.

2. **Capitalised borrowing cost**

   No borrowing costs are capitalised during the year ended 31 March 2025 (31 March 2024: Nil)

3. **Property, plant and equipment pledged as security**

   Details of properties pledged are as per note 17.

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for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

4. **Decommissioning cost**

A provision has been recognised for decommissioning costs associated with the premises taken on lease. The Group is committed to decommissioning the premises as a result of leasehold improvements made to the premises (refer note 18).

5. **Change in accounting estimates**

During the year ended March 31, 2025, the Group has reassessed the useful lives and residual values of its property, plant and equipment. The changes in useful life and residual value based on the expected pattern of consumption of the future economic benefits embodied in the asset and to align with the useful lives specified in Schedule II of the Companies Act. Effective from January 1, 2025, the Group has re-assessed useful lives of Servers & Networks and Workstations from 3 years to 6 years, Furniture and Fixtures from 7 years to 10 years and Office Equipment from 7 years to 5 years. The Group has reassessed the residual value of all its PPE to five percent of original cost. The effect of this change on actual and expected depreciation expense, in current and future years, is as follows:

	2024-25	2025-26	2026-27	2027-28
(Increase)/ decrease in depreciation expense	75.07	401.79	304.26	(31.95)

6. **Capital work in progress (CWIP) Ageing Schedule**

As at 31 March 2025

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	17.64	-	-	-	17.64
	17.64	**-**	**-**	**-**	**17.64**

As at 31 March 2024

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	**-**
	-	-	-	-	**-**

* pertains to cost incurred towards freehold land

There is no project whose completion is overdue or has exceeded its cost compared to its original plan during the year ended 31 March 2025 and 31 March 2024

7. Includes an accumulated impairment loss of ₹ 203.79 lakhs as at 31 March 2025 (₹ 203.79 lakhs as at 1 April 2023 and 31 March 2024) on the written-down value of plant and machinery as a result of technological obsolescence. There is no change during the current and previous year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

4. Goodwill

	As at 31 March 2025	As at 31 March 2024
(a)		
Gross carrying value at the beginning of the year	20,646.71	15,823.29
Acquisition of subsidiary companies (refer note 46)	-	4,823.42
Accumulated Impairment loss and foreign exchange translation differences on goodwill	(5,289.13)	(4,435.82)
Net carrying value at the end of the year	**15,357.58**	**16,210.89**

The net movement in Goodwill during the year ended 31 March 2025 is ₹ 853.31 lakhs which includes impairment loss of ₹ 951.19 lakhs and ₹ 98.28 lakhs is on account of forex exchange fluctuation. During the year ended 31 March 2024, the net movement of ₹ 4,863.13 lakhs is on account of acquisition of subsidiary companies of ₹ 4,823.42 lakhs and ₹ 39.71 lakhs is on account of forex exchange fluctuation.

Goodwill represents the excess of purchase consideration over net asset value of acquired subsidiaries on the date of such acquisition. Such goodwill is tested for impairment annually or more frequently, if there are indicators for impairment.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the cash generating units (CGU) or groups of CGU's, which benefit from the synergies of the acquisition. The chief operating decision maker reviews the goodwill for any impairment at the operating segment level, which is represented through groups of CGU's.

The carrying value of goodwill, net of impairment loss and foreign exchange translation differences, as at 31 March 2025 and 31 March 2024 is as below:

Entity	As at 31 March 2025	As at 31 March 2024
AXISCADES UK Limited	142.49	135.71
AXISCADES Inc.	2,026.50	2,440.97
Cades Studec Technologies India Private Limited	446.07	446.07
Add Solution GmbH	1,593.58	2,039.20
Epcogen Private Limited	2,784.22	2,784.22
AXISCADES Aerospace & Technologies Private Limited	1,419.98	1,419.98
Mistral Solutions Private Limited	6,944.74	6,944.74
	15,357.58	**16,210.89**

(b) The recoverable amount of the CGUs as at 31 March 2025, has been determined based on a value in use calculation using pre-tax cash flow projections from financial budgets approved by the management covering four to five-years period. The recoverable amount of a cash generating unit is the higher of its fair value less costs of disposal and its value in use. The Group has engaged an independent external valuer to carry out an assessment of any impairment on goodwill. It was concluded that the recoverable amount exceeded the carrying amount of all CGUs except for Add Solution GmbH and AXISCADES Inc. Accordingly, the Group recognised an impairment loss on Goodwill amounting to ₹ 476.19 lakhs and ₹ 475.00 lakhs for AXICADES Inc. and Add Solution GmbH, respectively and the same is disclosed as an exceptional item in the statement of profit or loss, refer note 32.

Key assumptions used for value in use calculations:

The calculation of value in use is most sensitive to the following assumptions:

(i) Revenue growth rates and operating margins

(ii) Discount rates

(iii) Terminal growth rates

Revenue growth - Revenue forecasts for the explicit forecast period is prepared by the management and uses in the valuation model. The management evaluates current offerings, future planned offerings, and technological and pricing competitiveness when determining the forecasts. Revenue forecasts are prepared based on order book covering one year period and for the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

remaining period management applies reasonable revenue growth rate.

Operating margins - Operating margins for the explicit forecast period is prepared by the management and uses in the valuation model. The expected synergies and cost savings in case of business combination activities and cost-saving initiatives and operational efficiencies are factored into the operating margin forecasts.

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate. The Group has used discount rates in the range of 12.40% to 24.80% (31 March 2024: 10.30% to 24.00%) for computation of value in use of different CGUs. These estimates are likely to differ from future actual results of operations and cash flows.

Terminal growth rate estimates – The cash flow projections include specific estimates for four to five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on management's estimates of the long term sustainable annual EBITDA growth rate, consistent with the assumptions that a market participant would make. The group has assumed a growth rate ranging from 1% to 5% (31 March 2024: 0.5% to 6%) for computation of value in use.

A sensitivity analysis of the key assumptions (operating margin, discount rate, and growth rate) did not indicate any probable change that would result in the recoverable amount falling below the carrying amount of the CGU, other than to the extent impairment loss is recorded.

The Group assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase the operating costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount, These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts.

5. Other intangible assets

	Computer software	Non-compete fee	Customer contract	Order backlog	Process manuals	Sub-total	Intangible assets under development*	Total
Cost								
Balance as at 1 April 2023	2,287.98	1,500.87	3,127.52	-	1,849.38	8,765.75	-	8,765.75
Additions	321.93	-	-	-	-	321.93	-	321.93
Acquisition of subsidiaries (refer note 46)	1.12	-	797.59	163.14	-	961.85	-	961.85
Other adjustments (refer note 1 below)	(2.78)	-	-	-	-	(2.78)	-	(2.78)
Balance as at 31 March 2024	**2,608.25**	**1,500.87**	**3,925.11**	**163.14**	**1,849.38**	**10,046.75**	**-**	**10,046.75**
Additions	128.52	-	-	-	-	128.52	905.70	1,034.22
Disposals	(210.08)	-	-	-	-	(210.08)	-	(210.08)
Reclassification**	84.27	-	-	-	-	84.27	(84.27)	-
Other adjustments (refer note 1 below)	15.36	-	-	-	-	15.36	-	15.36
Balance as at 31 March 2025	**2,626.32**	**1,500.87**	**3,925.11**	**163.14**	**1,849.38**	**10,064.82**	**821.43**	**10,886.25**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Computer software	Non-compete fee	Customer contract	Order backlog	Process manuals	Sub-total	Intangible assets under development*	Total
Amortisation								
Balance as at 1 April 2023	1,828.04	800.43	1,668.05	-	1,849.38	6,145.90	-	6,145.90
Charge for the year	265.98	150.08	365.93	55.15	-	837.14	-	837.14
Other adjustments (refer note 1 below)	0.77	-	-	-	-	0.77	-	0.77
Balance as at 31 March 2024	**2,094.79**	**950.51**	**2,033.98**	**55.15**	**1,849.38**	**6,983.81**	**-**	**6,983.81**
Charge for the year	230.56	150.08	392.52	81.57	-	854.73	-	854.73
Disposals	(210.08)	-	-	-	-	(210.08)	-	(210.08)
Other adjustments (refer note 1 below)	14.83	-	-	-	-	14.83	-	14.83
Balance as at 31 March 2025	**2,130.10**	**1,100.59**	**2,426.50**	**136.72**	**1,849.38**	**7,643.29**	**-**	**7,643.29**
Net book value								
As at 31 March 2025	**496.22**	**400.28**	**1,498.61**	**26.42**	**-**	**2,421.53**	**821.43**	**3,242.96**
As at 31 March 2024	**513.46**	**550.36**	**1,891.13**	**107.99**	**-**	**3,062.94**	**-**	**3,062.94**

* Intangible assets under development represents cost incurred towards software development and product development activity.

** Intangible assets under development has been transferred to computer software upon completion of development and is ready for use.

Notes:

1. Represents adjustments consequent to foreign exchange translation of other intangible assets in foreign geographies.
2. Refer note 17 for details of assets pledged as security for borrowings.
3. **Change in accounting estimates**

   During the year ended 31 March 2025, the Company has reassessed the useful lives and residual values of its Intangible assets. The changes in useful life and residual value based on the expected pattern of consumption of the future economic benefits embodied in the asset and to align with the useful lives specified in Schedule II of the Companies Act. Effective from 1 January 2025, the Company has re-assessed useful lives of Computer softwares from 3 years to 6 years. The effect of this change on actual and expected depreciation expense, in current and future years, is as follows:

	2024-25	2025-26	2026-27	2027-28
(Increase)/ decrease in depreciation expense	41.56	109.50	12.29	(55.97)

4. **Intangible asset under development (IAUD) Ageing Schedule**

As at 31 March 2025

	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Product development	821.43	-	-	-	821.43
Software development	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
	821.43	**-**	**-**	**-**	**821.43**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

As at 31 March 2024

	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

i. There are no project whose completion is overdue or has exceeded its cost compared to its original plan during the financial year 2024-25 and 2023-24.

ii. The Group has capitalised the cost of material of ₹ 176.55 lakhs, employee benefits expense of ₹ 690.93 lakhs and other expenses directly attributable to the development of IAUD of ₹ 38.22 lakhs to the cost of Intangible Assets Under Development. Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the Group.

6. Investment in an associate

	As at 31 March 2025	As at 31 March 2024
Non-current		
Investment in equity shares of Aero Electronics Private Limited [refer note (i) below]	625.08	627.45
70,688 (31 March 2024: 70,688) equity shares of ₹ 5 (31 March 2024: ₹ 5) each, fully paid up	**625.08**	**627.45**

(i) Aero Electronics Private Limited

In the year ended 31 March 2024, as per the Shareholders' Agreement and Share Subscription Agreement ("Share Agreements") between Mistral Solutions Private Limited ("MSPL"), a subsidiary of the Company, Aero Electronics Private Limited ("Aero Electronics"), then subsidiary of MSPL and a third-party Investor ("Investor"), it is agreed between the parties to issue 67,900 Equity Shares and 89,486 Cumulative Convertible Preference Shares of Aero Electronics to the Investor for a purchase consideration aggregating ₹ 1,397.59 lakhs and the Investor is entitled to appoint and remove the majority of directors on the Board of Directors of Aero Electronics. Accordingly, the Group had lost control over Aero Electronics and derecognized the assets and liabilities related to Aero Electronics and recorded a loss on disposal of subsidiary of ₹ 317.34 lakhs in the Statement of Profit and Loss of the Company, grouped under other expenses, for the year ended March 31, 2024. The Group continues to exercise significant influence over Aero Electronics and account for the investments in Aero Electronics under equity method as an associate in the financial statements of the Group.

	As at 31 March 2025	As at 31 March 2024
Current assets	1.49	220.65
Non-current assets	1,109.07	392.22
Current liabilities	120.39	0.91
Non-current liabilities	-	-
Equity	**990.17**	**611.96**
Add: ROU land de-recognised on loss of control on subsidiary	553.28	553.28
Less: Loss incurred on loss of control on subsidiary	(317.34)	(317.34)
	1,226.11	**847.90**
Proportion of the Group's ownership	51%	74%
Carrying amount of the investment	**625.08**	**627.45**

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(All amounts in ₹ lakhs, unless otherwise stated)

	For the year ended 31 March 2025	For the period ended from 4 September 2023 to 31 March 2024
Revenue from contracts with customers	-	-
Other Income	-	-
Depreciation and amortisation expense	-	-
Employee benefits expense	-	-
Other expenses	4.19	0.40
Loss before tax	**4.19**	**0.40**
(i) Current tax	-	-
(ii) Deferred tax	-	-
Loss for the year/ period	**4.19**	**0.40**
Group's share of loss for the year/ period	2.37	0.30

The associate had no contingent liabilities or capital commitments as at 31 March 2025 and 31 March 2024.

7. Investments

	As at 31 March 2025	As at 31 March 2024
Non-current		
Unquoted		
i) Investments (at amortised cost)		
National savings certificate	0.05	0.05
Total investment carried at amortised cost	**0.05**	**0.05**
ii) Investment in equity shares of other companies (at FVTPL)		
Axis Cogent Global Limited	-	-
946,822 (31 March 2024: 946,822) equity shares of ₹ 10 (31 March 2024: ₹10) each, fully paid up		
Datum Technology Limited	-	-
50,000 (31 March 2024: 50,000) equity shares of ₹ 10 (31 March 2024: ₹10) each, fully paid up		
Raaga Axis Avicom Private Limited	-	-
1,000 (31 March 2024: 1,000) equity shares of ₹ 10 (31 March 2024: ₹10) each, fully paid up		
iii) Other Investment (at FVTPL)		
Investment in real estate fund	101.32	162.63
Total investment carried at fair value through profit or loss	**101.32**	**162.63**
	101.37	**162.68**
Current		
Unquoted		
i) Other investments (at FVTPL)	-	88.06
Investment in real estate funds		
Quoted		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
ii) Other investments (at FVTPL)		
Investment in mutual funds	5,232.20	2,783.94
Total quoted investment carried at fair value through profit or loss	**5,232.20**	**2,872.00**
Aggregate value of investments	**5,333.57**	**3,034.68**
Aggregate book value of quoted investments	**5,232.20**	**2,783.94**
Aggregate market value of quoted investments	**5,232.20**	**2,783.94**
Aggregate book value of unquoted investments	**101.37**	**250.74**

8. Other financial assets

	As at 31 March 2025	As at 31 March 2024
Non-current		
(carried at amortised cost)		
(Unsecured, considered good)		
Margin money deposits with banks [refer note (i), (ii) and (iii) below]	691.67	716.61
Loans to employees	21.95	15.27
Security deposits	925.00	809.10
	1,638.62	**1,540.98**
Current		
(carried at amortised cost)		
(Unsecured, considered good)		
Margin money deposits with banks [refer note (ii) and (iii) below]	2,642.57	1,202.43
Interest accrued on fixed deposits	59.26	186.94
Security deposits	71.32	112.04
Loans to employees	53.75	53.13
Earnest money deposit	2.78	-
Export incentives receivable	33.13	68.46
Contract assets - Unbilled revenue	4,626.67	4,675.42
Other receivables	150.43	351.40
	7,639.78	**6,649.82**
(Unsecured, considered doubtful)		
Contract assets - Unbilled revenue	6.53	104.97
Security deposits	33.83	58.34
	40.36	**163.31**
Less :		
Allowance for Contract assets - Unbilled revenue	(6.53)	(104.97)
Allowance for doubtful security deposit	(33.83)	(58.34)
	(40.36)	**(163.31)**
(carried at FVTOCI)		
(Unsecured, considered good)		
Hedge asset	-	10.12
	-	**10.12**
	7,639.78	**6,659.94**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Notes:

(i) Fixed deposits have been deposited as margin money against debentures.

(ii) Fixed deposits have been deposited as margin money against the packing credit facility and the term loan availed from a bank.

(iii) Fixed deposits have been deposited as margin money with customers towards performance of warranty, against working capital and as bank guarantee towards lien on various customers.

(iv) Derivative instruments at FVTOCI reflect the positive change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable forecast sales in US dollars (USD).

Refer note 17 for details of assets pledged as security for borrowings.

9. Non-current tax assets

	As at 31 March 2025	As at 31 March 2024
Advance income tax (net of provision for tax)	2,089.67	1,688.33
	2,089.67	**1,688.33**

10. Other assets

	As at 31 March 2025	As at 31 March 2024
Non-current		
(Unsecured, considered good)		
Duties and taxes recoverable	36.77	30.34
Prepaid expenses	17.43	30.02
Capital advances	43.07	7.77
	97.27	**68.13**
(Unsecured, considered doubtful)		
Capital advances	178.38	178.38
	178.38	**178.38**
Less : Allowance for capital advances	(178.38)	(178.38)
	(178.38)	**(178.38)**
	97.27	**68.13**
Current *		
(Unsecured, considered good)		
Advance to employees	79.28	126.19
Duties and taxes recoverable	2,332.48	1,472.88
Prepaid expenses	1,498.56	1,431.73
Advance to suppliers	932.26	959.59
Deferred rent	0.67	0.67
Contract assets - Unbilled revenue	1,407.72	6,297.12
Other advances	-	6.23
	6,250.97	**10,294.41**
(Unsecured, considered doubtful)		
Duties and taxes recoverable	27.67	27.67
	27.67	**27.67**
Less : Allowance for duties and taxes recoverable	(27.67)	(27.67)
	(27.67)	**(27.67)**
	6,250.97	**10,294.41**

* Refer note 17 for details of assets pledged as security for borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

11. Inventories * (lower of cost or net realisable value)

	As at 31 March 2025	As at 31 March 2024
Raw material/ components [In transit of ₹ 283.96 lakhs (31 March 2024: ₹ 77.07 lakhs)]	5,214.55	5,244.17
Work-in-progress	543.77	1,080.88
Finished goods	210.88	507.76
Stock-in-trade [including goods-in transit of ₹ 1.30 lakhs (31 March 2024: ₹ 39.09 lakhs)]	117.75	100.62
	6,086.95	**6,933.42**
Value of inventories above is stated net off of provisions for obsolescence/ slow moving of ₹ 2,534.44 lakhs (31 March 2024: ₹ 1,380.28 lakhs).		

* Refer note 17 for details of assets pledged as security for borrowings.

12. Trade receivables

	As at 31 March 2025	As at 31 March 2024
Current *		
Trade receivables	30,180.49	23,411.68
	30,180.49	**23,411.68**
Break-up for security details:		
Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	30,180.49	23,411.68
Trade receivables which have significant increase in credit risk	313.11	139.98
Trade receivables - credit impaired	195.41	154.36
	30,689.01	**23,706.02**
Impairment Allowance (allowance for bad and doubtful debts)		
Trade receivables which have significant increase in credit risk	(313.11)	(139.98)
Trade receivables - credit impaired	(195.41)	(154.36)
	(508.52)	**(294.34)**
Total trade receivables	**30,180.49**	**23,411.68**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Trade receivables ageing schedule as at 31 March 2025

	Unbilled (included in note 8)	Current but not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	4,626.67	21,907.57	7,144.22	979.75	127.64	-	-	30,159.18
(ii) Undisputed trade receivables - which has signiifcant increase in credit risk	-	64.5	100.01	58.67	68.43	11.50	-	313.11
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	68.62	16.61	73.31	158.54
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	21.31	21.31
(v) Disputed trade receivables - which has signiifcant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	36.87	-	-	-	-	36.87
Total	**4,626.67**	**21,972.07**	**7,291.10**	**1,038.42**	**264.69**	**28.11**	**94.62**	**30,689.01**

Trade receivables ageing schedule as at 31 March 2024

	Unbilled (included in note 8)	Current but not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	4,675.42	15,502.16	5,286.02	2,152.70	449.49	-	-	23,390.37
(ii) Undisputed trade receivables - which has signiifcant increase in credit risk	-	2.81	4.68	13.93	50.92	45.33	-	117.67
(iii) Undisputed trade receivables - credit impaired	-	-	-	12.88	63.39	-	44.84	121.11
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	21.31	21.31
(v) Disputed trade receivables - which has signiifcant increase in credit risk	-	-	-	22.31	-	-	-	22.31
(vi) Disputed trade receivables - credit impaired		-	-	-	-	-	33.25	33.25
Total	**4,675.42**	**15,504.97**	**5,290.70**	**2,201.82**	**563.80**	**45.33**	**99.40**	**23,706.02**

Trade receivables are non-interest bearing and are generally on terms of 30 to 150 days.

No trade or other receivables are due from directors or other officers of the Company either serverally or jointly with any other person.

For terms and conditions relating to related party receivables, refer note 34.

* Refer note 17 for details of assets pledged as security for borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

13. Cash and cash equivalent

	As at 31 March 2025	As at 31 March 2024
Cash on hand	2.72	3.07
Balances with banks		
- On current accounts*	4,698.09	5,026.70
- In QIP monitoring agency account^	-	1.17
- On Escrow accounts#	4.14	4.14
- Bank deposits with original maturity of less than three months	530.11	525.90
	5,235.06	**5,560.98**

* Includes debit balance in cash credit of ₹ 1,158.32 lakhs (31 March 2024: ₹ 962.66 lakhs)

^ This amount pertains to unutilized QIP proceeds (refer note 48)

Amount received by MSPL from proceeds of issuance of preference shares during the year ended 31 March 2024 which is to be utilised for the purpose for which it is received.

(i) Short-term deposits are made for varying periods for few days, depending on the immediate cash requirements of the Group and earn interest at the respective short-term deposit rates.

(ii) As at 31 March 2025, the Group has ₹ 9,891.09 lakhs (31 March 2024: ₹ 3,649.18 lakhs) of undrawn committed borrowing/ overdraft facilities.

*Refer note 17 for details of assets pledged as security for borrowings.

Note:

		As at 31 March 2025	As at 31 March 2024
a)	For the purpose of statement of cash flows, cash and cash equivalent comprises the following:		
	Cash on hand	2.72	3.07
	Balances with banks		
	- On current accounts	4,698.09	5,026.70
	- In QIP monitoring agency account	-	1.17
	- On Escrow accounts	4.14	4.14
	- Bank deposits with original maturity of less than three months	530.11	525.90
		5,235.06	**5,560.98**

14 Bank balances other than cash and cash equivalent

	As at 31 March 2025	As at 31 March 2024
Deposits with banks [refer note 48 & note (i) below]	2,000.00	8,345.58
Margin money deposits with banks [refer note (ii) below]	1,691.16	1,379.51
	3,691.16	**9,725.09**

i Deposits with banks for amount ₹ 2,000.00 lakhs (31 March 2024: ₹ 8,345.58 lakhs) received under QIP (refer note 48)

ii Fixed deposits with banks is deposited as margin money against the bank guarantees, overdraft, letter of credit and buyers credit facility availed.

iii Refer note 17 for assets pledged as security for borrowings.

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for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

a) Breakup of financial assets carried at amortised cost

	As at 31 March 2025	As at 31 March 2024
Investments (Non-current) (refer note 7)	0.05	0.05
Trade receivables (Current) (refer note 12)	30,180.49	23,411.68
Other financial assets (Current and Non Current) (refer note 8)	9,278.40	8,190.80
Cash and cash equivalent (refer note 13)	5,235.06	5,560.98
Bank balances other than cash and cash equivalent (refer note 14)	3,691.16	9,725.09
	48,385.16	**46,888.60**

15. Equity share capital

	As at 31 March 2025		As at 31 March 2024	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Authorised share capital				
Equity shares of ₹ 5 each	2,040.00	10,200.00	2,040.00	10,200.00
Preference shares of ₹ 100 each	1.00	100.00	1.00	100.00
	2,041.00	**10,300.00**	**2,041.00**	**10,300.00**
Issued share capital				
Equity shares of ₹ 5 each, issued, subscribed and fully paid-up [refer note (i) below]	425.49	2,127.44	419.99	2,099.96
Subscribed and paid-up				
Equity shares of ₹ 5 each (31 March 2024: ₹ 5 each), issued, subscribed and fully paid-up	**424.98**	**2,124.88**	**419.48**	**2,097.41**
Add: Forfeited shares (amount originally paid ₹ 3 per share on 51,100 equity shares) ^	-	1.53	-	1.53
	424.98	**2,126.41**	**419.48**	**2,098.94**

^ Out of 51,100 equity shares of ₹ 5 each issued, ₹ 2 had not been subscribed amounting to ₹ 1.02 lakhs.

(a) Reconciliation of the equity shares

Equity shares of ₹ 5 each, par value	Number (in lakhs)	Amount	Number (in lakhs)	Amount
Balances as at the beginning of the year	419.48	2,098.94	381.99	1,911.50
Add: Issued and subscribed during the year [refer note (i) and (ii) below]	5.49	27.47	37.49	187.44
Balance at the end of the year	**424.97**	**2,126.41**	**419.48**	**2,098.94**

(i) During the year, the Company allotted 549,449 equity shares (31 March 2024 - 425,632) equity shares of ₹ 5 each aggregating ₹ 27.47 lakhs (31 March 2024 - ₹ 21.28 lakhs), consequent to the exercise of stock options by employees of the Company under the "AXISCADES Employee Stock Option Plan 2018 – Series 1" and "AXISCADES Employee Stock Option Plan 2018 – Series 2".

(ii) During the year ended 31 March 2024, the Company allotted 3,323,262 equity shares of ₹ 5 each at an issue price of ₹ 662 per equity share through Qualified Institutional Placement (QIP) process. Refer note 48.

(b) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 5 per share. Each equity share is entitled to one vote

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

per share. Dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and shall be payable in Indian rupees. In the event of liquidation of the Company, the shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

(c) Shares held by the holding Company

Out of equity shares issued by the Company, shares held by its holding company are as below:

	As at 31 March 2025		As at 31 March 2024	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Holding Company:				
Jupiter Capital Private Limited	252.82	1,264.10	252.82	1,264.10

(d) Details of shareholders holding more than 5% shares in the company

	As at 31 March 2025		As at 31 March 2024	
	Number of shares (in lakhs)	Percentage holding	Number of shares (in lakhs)	Percentage holding
Equity shares of ₹ 5 each, par value				
Jupiter Capital Private Limited	252.82	59.49%	252.82	60.27%

(e) In the period of five years immediately preceding the Balance Sheet date, the Company has not issued any bonus shares or has bought back any shares.

(f) In the period of five years immediately preceding the Balance Sheet date, the Company has not allotted any shares for consideration other than cash.

(g) Details of shares held by promoters

As at 31 March 2025

Promoter Name	No. of shares (in lakhs) at the beginning of the year	Change (in lakhs) during the year	No. of shares (in lakhs) at the end of the year	% of total Shares	% change during the year
Jupiter Capital Private Limited	252.82	-	252.82	59.49%	0%
(Equity shares of ₹ 5 each, fully paid-up)					

As at 31 March 2024

Promoter Name	No. of shares (in lakhs) at the beginning of the year	Change (in lakhs) during the year	No. of shares (in lakhs) at the end of the year	% of total Shares	% change during the year
Jupiter Capital Private Limited	252.82	-	252.82	60.27%	0%
(Equity shares of ₹ 5 each, fully paid-up)					

(h) Shares reserved for issue under options

The ESOP scheme titled "AXISCADES Employee Stock Option Plan 2018 – Series 1" and "AXISCADES Employee Stock Option Plan 2018 – Series 2" (" ESOP Schemes") was approved by the Shareholders of the Company vide resolution passed at the Extra Ordinary General Meeting through postal ballot held on 31 March 2018 in respect of grant of options exercisable into equity shares of face value of ₹ 5 each fully paid-up, not exceeding 3,020,762 equity shares or 8% of the paid up equity shares of the Company from time to time. Further, the Company has got its shareholders approval in its 31st AGM dated 28 September 2021 for increase in the pool of ESOP additionally by 2,643,167 options under scheme "AXISCADES Employee Stock Option Plan- Series

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2" ("ESOP Series 2") thereby the total pool under ESOP Schemes shall not exceed 5,663,929 shares or 15% of the paid-up equity shares of the Company from time to time. The total number of options outstanding as on 31 March 2025 is 144,836 shares (31 March 2024: 3,870,381).

16. Other equity

	As at 31 March 2025	As at 31 March 2024
Securities premium	31,753.69	31,226.34
Capital reserve	5,698.31	5,698.31
Hedge reserve	(151.65)	0.82
Foreign currency translation reserve	1,588.25	1,595.08
Retained earnings	23,712.50	16,017.50
General reserve	3.39	3.39
Share based payment reserve	67.13	1,788.05
Capital contribution reserve	107.68	107.68
Total	**62,779.30**	**56,437.17**

Refer Consolidated Statement of Changes in Equity, for movement in other equity

Note:

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

Capital reserve

Capital reserve is created pursuant to common control business combination. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

Hedge reserve

The Group uses hedging instruments as part of its management of foreign currency risk. For hedging foreign currency, the Company uses foreign currency forward contracts and cross currency swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the hedging reserve. Amounts recognised in the hedging reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Retained earnings

It comprises of the accumulated profit of the Group. Retained earnings include re-measurement losses/ (gains) on defined benefit plans, net of taxes that will not be reclassified to the consolidated statement of profit and loss.

Share based payment reserve

The share based payment reserve is used to recognise the grant date fair value of options issued to employees of the Group under Employee stock option plan. Refer note 43 for further details of these plans.

Capital contribution reserve

Reserve created pursuant to profit on settlement of loan under common control transaction.

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(All amounts in ₹ lakhs, unless otherwise stated)

17. Borrowings

	Effective interest rate	Maturity (Financial year ending)	As at 31 March 2025	As at 31 March 2024
Non-current				
Debentures				
12.75% unrated unlisted redeemable non-convertible debentures (secured) [refer note (a)(i)]	13.89% - 14.11%	2028	5,139.72	10,225.40
12% unrated unlisted redeemable non-convertible debentures (secured) [refer note (a)(ii) below]	12%	2028	4,300.00	-
Term loan				
Term loan from banks (secured) [refer note (a)(vii) below]	Repo rate + 3.5%	2029	228.41	363.25
Term loan from banks (secured) [refer note (a)(iii) below]	Repo rate + 3.6%	2029	1,252.44	-
Term loan from banks (secured) (GBP loan)	2.50%	2027	18.24	-
			10,938.81	**10,588.65**
Current				
Working capital loan				
Working capital loan from bank (secured) [refer note (a)(v), (c)(ii) and (h) below]	5.74% - 9.63%	on demand	4,640.37	5,091.79
Cash credit (secured) [refer note (c) ,(f) and (i) below]	7.5%- 10.30%	on demand	2,394.94	1,178.45
Current maturities of long term borrowings				
12% unrated unlisted redeemable non-convertible debentures (secured) [refer note (a)(ii) below]	12.00%	2026	700.00	-
13% cumulative, optionally convertible redeemable debentures (unsecured) [refer note (e) below]	13.00%		-	6,363.37
Term loan from banks (secured) [refer note (a)(vii) below]	Repo rate + 3.5%	2026	106.86	106.86
Term loan from banks (secured) [refer note (a)(iii) below]	Repo rate + 3.6%	2026	156.55	-
Term loam from the bank (secured) (Euro loan)	2.17%	2026	10.82	51.72
Term loan from financial institution (secured) [refer note (g) below]	9%-16.49%	2026	-	450.73
Vehicle loan from financial institution (secured) [refer note (a)(iv) below]	8.01%	2025	-	14.64
			8,009.54	**13,257.57**
Aggregate secured loans			**18,948.35**	**17,482.84**
Aggregate unsecured loans			**-**	**6,363.37**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

I AXISCADES Technologies Limited

a) Details of security for borrowings

(i) The 12.75% Unrated Unlisted Redeemable Non-Convertible Debentures is secured by first pari-passu charge over all assets (including PPE, intangible assets and intellectual rights, current assets and non-current assets) of the Company and subsidiary companies, AXISCADES Aerospace & Technologies Private Limited and MSPL, property owned by step down subsidiary, Enertec Controls Limited, at Electronic City, Bangalore, pledge of 100% shares of MSPL and first pari-passu charge over fixed deposit of ₹ 1,200.00 lakhs and Corporate guarantee from subsidiary companies, MSPL, AXISCADES Aerospace & Technologies Private Limited and Enertec Controls Limited. Additionally, cash margin equivalent to interest payable on the immediately succeeding coupon payment date in the form of fixed deposits lien to be maintained. The Company has made prepayment of ₹ 5,250 lakhs during the year (31 March 2024: ₹ 10,500 lakhs) and the rest is repayable in 5 quarterly instalments starting from June 2026.

(ii) The 12.00% Unrated Unlisted Redeemable Non-Convertible Debentures of ₹ 5,000 lakhs is secured by first pari-passu charge over all assets (including movable PPE, intangible assets and intellectual rights, current assets and non-current assets) of the Company and subsidiary companies, AXISCADES Aerospace & Technologies Private Limited and MSPL, property owned by step down subsidiary, Enertec Controls Limited, at Electronic City, Bangalore, pledge of 51% shares of MSPL and first pari-passu charge over fixed deposit of ₹ 1,200.00 lakhs and Corporate guarantee from subsidiary companies, MSPL, AXISCADES Aerospace & Technologies Private Limited and Enertec Controls Limited. Additionally, cash margin equivalent to interest payable on the immediately succeeding coupon payment date in the form of fixed deposits lien to be maintained. It is repayable in 11 quarterly instalments starting from June 2025.

(iii) During the current year, the Company has taken a term loan of ₹ 1,409.00 lakhs from bank and repayable in 36 equal monthly instalments of ₹ 39.14 lakhs starting from December 2025, carries an interest rate of repo rate + 3.60% per annum. The loan was secured by exclusive charge on capital assets purchased through this loan.

(iv) Vehicle loan from Toyota Financial Services India Limited is secured and repayable in equal monthly instalment of ₹ 1.28 lakhs. The loan has been fully repaid during the year.

(v) Packing credit facility in foreign currency ("PCFC") and Cash credit from banks are secured by exclusive charge on current assets, movable fixed assets, property owned by step down subsidiary, Enertec Controls Limited at Electronic City, Bangalore, fixed deposits of ₹ 700 lakhs and corporate guarantee from step down subsidiary company, Enertec Controls Limited. Additionally, 10% cash margin in the form of fixed deposits lien to be maintained and First Pari Passu charge on fixed deposit of ₹1,200 lakhs. Further, shortfall undertaking and letter of responsibility is backed by board resolution.

(vi) During the year ended March 31, 2024, the Company had issued 3,323,262 equity shares of ₹ 5 each in Qualified Institutional Placement at an issue price of ₹ 662 per share (including securities premium of ₹ 657 per share) aggregating ₹ 21,999.99 lakhs to be utilised towards repayment or prepayment of certain outstanding borrowings availed by the Company and for general corporate purpose. The Company has utilised the proceeds from QIP for prepayment of 12.75% Unrated Unlisted Redeemable Non-Convertible Debentures of ₹ 5,250.00 lakhs during the year ended 31 March 2025 (31 March 2024: ₹ 10,500 lakhs) and ₹ 1,499.90 lakhs towards repayment/prepayment of term loan from financial institution in the year ended 31 March 2024.

(vii) During the year ended 31 March 2024, the Company had availed a term loan from bank amounting to ₹ 500 lakhs repayable in 60 equal monthly instalments of ₹ 8.90 lakhs. It is secured by exclusive charge on current assets, movable fixed assets, property owned by step down subsidiary, Enertec Controls Limited at Electronic City, Bangalore and corporate guarantee from step down subsidiary company, Enertec Controls Limited. Additionally, 10% cash margin in the form of fixed deposits lien to be maintained. Further, shortfall undertaking and letter of responsibility is backed by board resolution from Jupiter Capital Private Limited, the Parent Company.

b) **Loan covenants**

Term loan from banks and financial institutions contain certain financial covenants such as debt service coverage ratio, total debt as a percentage of total net-worth etc. The Company has satisfied debt covenants prescribed in the terms of loan except debt service coverage ratio. The Management is of the view that this is a minor breach, the Company has taken waiver letter and hence no adjustments are made to the financial statements in this respect.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

II **AXISCADES Aerospace & Technologies Private Limited**

c) Details of security of borrowings

(i) Cash credit in Indian currency from bank bearing an interest rate of 9.86 % are payable on demand.

(ii) Working Capital facility amounting to ₹ 500 lakhs availed by ACAT from bank and carries an interest rate of 9.63% per annum and has paid on 4 July 2024.

(iii) Cash credit and working capital facility (inclusive of post shipment credit facility and packing credit) from bank are secured by first exclusive charge on all current assets (present and future), equitable mortgage on property owned by Enertec Controls Limited, situated at Electronic city, Bangalore. Exclusive fixed deposits of ₹ 700 lakhs is kept under lien and corporate guarantee given by Enertec Controls Limited and AXISCADES Technologies Limited.

d) Loan covenants

Cash credit from banks contain certain financial covenants such as debt service coverage ratio, total liabilities divide by adjusted net-worth, interest coverage ratio etc. AXISCADES Aerospace & Technologies Private Limited has satisfied all debt covenants prescribed in the terms of bank loan.

III Explosoft Tech Solutions Private Limited

e) The 13% Unsecured Cumulative optionally convertible redeemable debentures of ₹ 3,500 lakhs and interest thereon ₹ 2,636.49 lakhs is unsecured and redeemable by 24 December 2024. The above debenture along with accrued interest were fully repaid during the year.

IV AXISCADES Inc

f) The working capital loan carries variable interest rate per annum of Wall Street Journal Prime Rate + 2.00% with a floor of 7.50% per annum. Interest and Maintenance Fees shall be calculated on the higher of the actual average monthly loan balance from the prior month or a minimum average loan balance of USD 250,000. The loan is repayable on demand. The working capital loan is secured by a perfected security interest in all the assets including a first security interest in accounts receivable and contract rights.

V AXISCADES GmbH

g) During the year ended 31 March 2024, AXISCADES GmbH borrowed secured term loan from financial institution amounting to ₹ 1,450.82 lakhs (EUR 16.5 lakhs) carries interest rate of 9% per annum and is secured by pledge of shares of AXISCADES GmbH held by AXISCADES Technologies Limited. AXISCADES GmbH has fully repaid the loan during the year ended 31 March 2025.

VI Add Solution GmbH

h) During the year ended 31 March 2025, Add solution GmbH has availed working capital demand loan facility from RBL Bank Limited amounting to Euro 10,00,000 and is secured by unconditional and irrevocable corporate guarantee of AXISCADES Technologies Limited, Holding Company.

VII Epcogen Private Limited

(i) During the year ended 31 March 2025, Epcogen Private Limited has availed cash credit facility from RBL Bank Limited amounting to ₹ 500.00 lakhs and is secured by exclusive charge on current assets, moveable fixed assets and unconditional and irrevocable corporate guarantee of AXISCADES Technologies Limited, Holding Company.

Changes in liabilities arising form financing activities:

	Loan from banks and financial institutions	Inter-corporate deposit	Lease liabilities	Total
Balance as at 01 April 2024	23,846.21	-	8,046.01	31,892.22
Additions to lease liability	-	-	465.37	465.37
Cash flows	(5,019.81)	-	(2,343.58)	(7,363.39)
Other Adjustments*	121.95	-	674.03	795.98
Balance as at 31 March 2025	**18,948.35**	**-**	**6,841.83**	**25,790.18**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Loan from banks and financial institutions	Inter-corporate deposit	Lease liabilities	Total
Balance as at 01 April 2023	20,875.02	10,525.33	3,195.85	**34,596.20**
Additions to lease liability	-	-	6,399.22	6,399.22
Cash flows	(3,995.24)	(4,642.00)	(1,973.47)	(10,610.71)
Other Adjustments*	6,966.43	(5,883.33)	424.41	1,507.51
Balance as at 31 March 2024	**23,846.21**	**-**	**8,046.01**	**31,892.22**

*Other adjustments includes the adjustment of processing charges, reclassification, unrealised foreign exchange differences and the effect of modifications to leases.

Non cash financing and investing activities

	As at 31 March 2025	As at 31 March 2024
Acquisition of Right-of-use assets (refer note 35)	470.57	7,033.96
Changes in fair value of investment in mutual and other funds	243.76	96.51

18. Provisions

	As at 31 March 2025	As at 31 March 2024
Non-current		
Employee defined benefits liability		
- Provision for gratuity (refer note 41)	1,174.88	951.49
- Provision for compensated absences	22.71	149.22
Asset retirement obligation [refer note (a) below]	55.57	68.47
Provision for warranty [refer note (b) below]	25.86	-
	1,279.02	**1,169.18**
Current		
Employee defined benefits liability		
- Provision for gratuity (refer note 41)	400.53	299.13
- Provision for compensated absences	1,090.73	640.95
Provision for foreseeable losses on contract [refer note (b) below]	221.89	22.96
Provision for liquidated damages [refer note (b) below]	1,052.32	748.07
Provision for warranty [refer note (b) below]	341.72	186.61
	3,107.19	**1,897.72**

(a) Asset retirement obligation

The Group has recognised a provision for asset retirement obligation associated with premises taken on lease. In determining the fair value of the provision, assumptions and estimates are made in relation to the discount rates, the expected cost to dismantle and remove furniture and fixtures from the leased premises and the expected timing of these costs. The carrying amount of the provision as at 31 March 2025 is ₹ 55.57 lakhs (31 March 2024: ₹ 68.47 lakhs). The Group estimates the costs would be incurred within 4 - 5 years time upon the expiration of the lease and calculates the provision using the DCF method based on the following assumptions:

1) Estimated range of cost : 15 days - 30 days lease rental expense

2) Discount rate: 12.17 - 14.00 percent per annum

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Asset retirement obligation
As at 1 April 2023	62.38
Reversed during the year	-
Unwinding of discount	6.09
As at 31 March 2024	**68.47**
Reversed during the year	(14.37)
Unwinding of discount	1.47
As at 31 March 2025	**55.57**

(b) The disclosure of provisions movement as required under the provisions of Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' is as follows:

Particulars	Provision for foreseeable losses on contracts *	Provision for warranty **	Provision for liquidated damages***
As at 1 April 2023	22.96	125.44	783.95
Provisions made during the year	10.50	197.93	1,518.28
Reversal made during the year	-	-	(1,426.90)
Utilizations during the year	(10.50)	(136.76)	(127.26)
As at 31 March 2024	**22.96**	**186.61**	**748.07**
Provisions made during the year	215.81	320.00	1,506.77
Reversal made during the year	-	-	(901.90)
Utilizations during the year	(16.88)	(139.03)	(300.62)
As at 31 March 2025	**221.89**	**367.58**	**1,052.32**

* The provision is created to provide for expected losses in the project based on the expected cost overruns. These provisions are expected to be utilized over a period of one year.

** Provision for warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of sale of goods. These provisions are expected to be utilized over the period of warranty.

*** Provision for liquidated damages relates to estimated outflow in respect of products sold by the Group and estimated to be incurred due to delay in delivery of products to customers. These provisions are expected to be utilized over a period of one year.

19. Trade payables

	As at 31 March 2025	As at 31 March 2024
Current		
Total outstanding dues of micro enterprises and small enterprises	367.78	345.25
Total outstanding dues of creditors other than micro enterprises and small enterprises*	5,453.06	6,027.94
	5,820.84	**6,373.19**

* Includes ₹ 4.90 lakhs (31 March 2024: ₹ 6.23 lakhs) payable to related parties (refer note 34).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Trade payables ageing schedule as at 31 March 2025

	Unbilled	Not Due	Outstanding for the following periods from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	-	317.39	50.39	-	-	-	**367.78**
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	756.57	3,816.81	690.25	22.54	136.82	8.76	**5,431.75**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	**-**
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	21.31	**21.31**
Total	**756.57**	**4,134.20**	**740.64**	**22.54**	**136.82**	**30.07**	**5,820.84**

Trade payables ageing schedule as at 31 March 2024

	Unbilled	Not Due	Outstanding for the following periods from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	-	325.44	19.81	-	-	-	**345.25**
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,458.00	2,141.15	1,885.46	428.73	1.27	92.02	**6,006.63**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	**-**
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	21.31	21.31
Total	**1,458.00**	**2,466.59**	**1,905.27**	**428.73**	**1.27**	**113.33**	**6,373.19**

Trade payables are non-interest bearing and are normally settled on 30 to 90 day terms.

For terms and conditions with related parties, refer note 34.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

20 Other financial liabilities

	As at 31 March 2025	As at 31 March 2024
Non-current		
(carried at FVTPL)		
Purchase consideration payable on acquisition of subsidiaries (refer note 1 to note 3 below)	516.31	1,701.03
	516.31	**1,701.03**
Current		
(carried at amortised cost)		
Dues to employees	1,690.65	1,950.23
Creditors for capital goods	4.45	164.54
Interest accrued but not due on borrowings*	34.99	65.22
Other liabilities#	213.05	86.90
(carried at FVTPL)		
Purchase consideration payable on acquisition of subsidiaries (refer note 1 to note 3 below)	233.00	59.46
(carried at FVTOCI)^		
Hedge liability	263.26	-
	2,439.40	**2,326.35**

* For details of interest rates, repayment and others, refer note 17.

Other liabilities mainly includes interest payable on advances received from customers

^ Financial liabilities at FVTOCI reflect the change in fair value of foreign exchange forward contracts and cross currency swaps, designated as cash flow hedges to hedge highly probable future sales in USD and EUR

Note:

1) During the year ended 31 March 2024, AXISCADES GmbH, a subsidiary of the Company acquired 94% of shareholding in Add Solution GmbH, ("Add Solution") engaged in engineering services with focus on automotive domain, through a payment of fixed purchase consideration of ₹ 4,531.77 lakhs and a contingent purchase consideration payable by June 2025, dependent upon earnings of Add Solution for the period 1 July 2023 to 31 December 2024, with a maximum amount of ₹ 453.17 lakhs. Further, Axiscades GmbH has an option to purchase and the shareholders of add solution have an option to sell remaining 6% shares of add solution, for a contingent purchase consideration to be determined based on earnings of add solution for a period of 1 July 2023 to 31 December 2025, with a maximum amount of ₹ 752.27 lakhs. As at the acquisition date, the fair value of the purchase consideration payable was ₹ 1,033.70 lakhs. At the end of each reporting period, the non-controlling interests subject to put option is derecognised and the difference between the derecognised and present value of the redemption based on the valuation, which is recorded as a financial liability, is accounted for as an equity transaction.

   During the year ended 31 March 2025, the Group has fair valued the obligation and has acquired the remaining 6% on 1 January 2025 from NCI holders as per the terms of the agreements and mutually agreed to settle the contingent consideration payable to the NCI holders for ₹ 96.91 lakhs (EUR 105,000). Accordingly the Group has reversed the NCI liability of ₹ 366.06 lakhs through retained earnings in equity to the extent it is related to derecognition of NCI liability and ₹ 717.52 lakhs through statement of profit and loss for the changes in fair value.

   Pursuant to the approval of Board of Directors, the Group has initiated the activities in relation to merger of AXISCADES GmbH, Add Solution and a German branch of the Company.

2) During the year ended 31 March 2024, the Company acquired Epcogen Private Limited, ("Epcogen") engaged in engineering design and solutions for energy sector, through a payment of fixed purchase consideration of ₹ 2,625 lakhs and a contingent purchase consideration payable over a period of three years, dependent upon earnings of Epcogen for the period 1 April 2023 to 31 March 2026, with a maximum amount of ₹ 700 lakhs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

3) The purchase consideration payable for the acquisition of MSPL, Add Solution and Epcogen is as follows:

	As at 31 March 2025	As at 31 March 2024
Opening balance of purchase consideration payable	1,760.49	125.13
Add: Purchase consideration payable on acquisition of subsidiaries	-	8,779.47
Add: Changes in fair value of purchase consideration payable	-	78.33
Add: Unwinding of discount (interest expense)	132.46	-
Add: Additional purchase consideration paid to the shareholders of MSPL*	152.20	-
Less: Fixed purchase consideration paid towards acquisition of subsidiaries (including the effect of exchange rates of ₹ 24.52 lakhs)	-	(7,156.77)
Less: Fair value gain on contingent consideration payable (refer note 32)#	(717.52)	-
Less: Reversal of purchase consideration payable through retained earnings in equity in respect of non-controlling interests liability	(366.06)	-
Less: Deferred purchase consideration - settled	(212.26)	(65.67)
Closing balance of purchase consideration payable	**749.31**	**1,760.49**
Purchase consideration payable on acquisition of MSPL - disclosed under other current financial liabilities*	-	59.46
Purchase consideration payable on acquisition of Epcogen - disclosed under other non-current and current financial liabilities	652.40	599.00
Purchase consideration payable on acquisition of Add Solution - disclosed under other non-current and current financial liabilities^	96.91	1,102.03

* The entire purchase consideration payable for the acquisition of MSPL is discharged by the Company. During the year, the Company has paid an additional purchase consideration of ₹ 152.20 lakhs to acquire 22,905 equity shares from certain individual shareholders of MSPL and disclosed this as an exceptional item (refer note 32).

The Group has recognised a fair value gain of ₹ 717.52 lakhs for the year ended 31 March 2025, on re-estimation of the contingent purchase consideration payable as per the terms of the Share Purchase Agreement ('SPA') for Add Solution GmbH, step down subsidiary of the Company.

(i) Details of contingent consideration for Add Solution		
Opening balance of purchase consideration payable	417.39	-
Contingent consideration recognised at the acquisition date	-	393.69
Add: Interest accrued	24.42	
Add: Fair value (gain)/ loss on contingent consideration payable	(441.81)	23.70
Closing contingent consideration payable for Add Solution	**-**	**417.39**
(ii) Details of financial liability for Add Solution		
Opening balance of purchase consideration payable	684.64	-
Financial liability recognised at the acquisition date	-	640.01
Add: Interest accrued	54.04	-
Add: Change in fair value of Non-Controlling interest liability recognised in equity	(366.06)	-
Add: Fair value loss on contingent consideration payable	(275.71)	44.63
Closing financial liability payable for Add Solution	**96.91**	**684.64**
Non-current	96.91	684.64
(iii) Details of contingent consideration for Epcogen		
Opening balance of purchase consideration payable	599.00	-

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(All amounts in ₹ lakhs, unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
Contingent consideration recognised at the acquisition date	-	589.00
Add: Fair value loss on contingent consideration payable	-	10.00
Add: Interest accrued	53.40	-
Closing contingent consideration payable for Epcogen	**652.40**	**599.00**
Current	233.00	-
Non-current	419.40	599.00

21. Current tax liability, net

	As at 31 March 2025	As at 31 March 2024
Provision for tax, net of advance tax	1,078.33	878.53
	1,078.33	**878.53**

22. Other liabilities

	As at 31 March 2025	As at 31 March 2024
Current		
Duties and taxes payable	2,159.94	2,718.32
Contract liability - Unearned revenue	2,441.06	1,883.81
Contract liability - Advance received from customer	2,108.06	2,403.13
Advance received against asset held for sale	-	455.50
Other liabilities*	25.53	656.08
	6,734.59	**8,116.84**

*Other liabilities outstanding as on 31 March 2024 includes payable to Karnataka Industrial Area Development Board ("KIADB") for acquisition of land as a final price difference amounting to ₹ 592.54 lakhs in AAIPL which is paid and registration is completed during the year ended 31 March 2025.

a)	**Breakup of financial liabilities carried at amortised cost**		
	Borrowings (refer note 17)	18,948.35	23,846.21
	Lease liabilities (refer note 35)	6,841.83	8,046.01
	Trade payables (refer note 19)	5,820.84	6,373.19
	Other financial liabilities (refer note 20)	1,943.14	2,266.89
		33,554.16	**40,532.30**

23 Revenue from operations

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contracts with customers	1,02,930.35	95,222.73
Other operating revenue	142.02	289.32
	103,072.37	**95,512.05**

23.1 Disaggregated revenue information

The table below presents disaggregated revenues from contracts with customers by market, timing of revenue recognition and geography. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of services		
Technology Services and Solutions*	66,523.50	62,793.59
Strategic technology solutions	4,154.93	5,862.66
Sale of goods		
Technology Services and Solutions	6,128.87	6,652.12
Strategic technology solutions	26,123.05	19,914.36
Other operating revenue		
Export incentives [refer note (i)]	12.55	16.76
Other operating income [refer note (ii)]	129.47	272.56
	103,072.37	**95,512.05**

*engineering design services

(i) During the current year, the Group has recognised other operating income from export incentives under the provisions of Foreign Trade Policy (1 April 2015 - 31 March 2020), as amended from time to time, aggregating ₹ 12.55 lakhs (31 March 2024: ₹ 16.76 lakhs). The Management believes that it has satisfied all the conditions to receive the incentive and is in the process of filing the claim.

(ii) Amount mainly consists of input availed on import of FOC materials shipped by customers and duty paid by them.

Primary Geographical Markets

Geography

	Year ended 31 March 2025	Year ended 31 March 2024
India	37,398.49	30,064.58
Outside India	65,531.86	65,158.15
	1,02,930.35	**95,222.73**

Timing of revenue recognition

	Year ended 31 March 2025	Year ended 31 March 2024
Goods or services transferred at point in time	30,127.51	35,666.81
Goods or services transferred over time	72,802.84	59,555.92
	1,02,930.35	**95,222.73**

Note : The amount of ₹ 142.02 lakhs (31 March 2024: ₹ 289.32 lakhs) pertaining to other operating revenue has not been considered in the above revenue disclosure.

23.2 Contract balances

	As at 31 March 2025	As at 31 March 2024
Trade receivables	30,180.49	23,411.68
Contract Assets - Unbilled revenue	6,034.40	10,972.54
Contract liability - Unearned revenue	2,441.06	1,883.81
Contract liability - Advance received from customer	2,108.06	2,403.13

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Trade receivables are non-interest bearing and are generally on terms of 30 to 150 days. In 31 March 2025, ₹ 214.18 lakhs [31 March 2024: ₹ 30.65 lakhs] was recognised as provision for expected credit losses on trade receivables.

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon passage of time. Revenue in excess of invoicing are classified as contract assets (unbilled revenue) while invoicing in excess of revenue are classified as contract liabilities (unearned revenues).

Contract assets relates to revenue earned from technology services and solutions and strategic technology solutions rendered within the financial year and for which invoicing happens subsequent to the year end. As such, the balances of this account vary and depend on the quantum of technology services and solutions and strategic technology solutions at the end of the year. As at 31 March 2025, the Group has provision for expected credit losses on contract assets of ₹ 6.53 lakhs (31 March 2024: Nil).

Contract liabilities include short-term advances received for sale of products and to render engineering services in the future as well as transaction price allocated to performance obligations not yet completed.

In case of long - term contracts payment is generally due upon completion of milestone as per terms of contract. In certain contracts, short-term advances are received before the performance obligation is satisfied. Advance from customers pertain to balance received as advance from various parties as certain percentage of the order value. The same will be adjusted against the order on the basis of delivery and collection of receivables. There is no significant financing component for those contracts where the customer pay in advance as per the terms of the contract.

Below is the revenue recognised from :

	Year ended 31 March 2025	Year ended 31 March 2024
Amount included in the contract liabilities at the beginning of the year	1,621.24	1,288.54
Performance obligation satisfied in previous years	-	-

23.3 Performance Obligation

Revenue to be recognised for performance obligations not satisfied or partially satisfied at the end of the current year in respect of contracts with customer that are in place (i.e. signed agreements/POs/WOs,etc) at the year end :

	Year ended 31 March 2025	Year ended 31 March 2024
Within one year	5,870.54	9,731.18
More than one year	1,700.91	649.33
	7,571.45	**10,380.51**

The Group has applied practical expedient and has not disclosed information about remaining performance obligations in contracts, where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date.

23.4 Reconciliation of contract with customers

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contract with customers as per contract price	103,846.31	95,401.05
Adjustment made to the contract price on account of :-		
a) Liquidated damages	(779.18)	(91.39)
b) Interest charged by customer on advances given	(136.78)	(86.93)
Revenue from contract with customer as per the Statement of Profit and Loss	**102,930.35**	**95,222.73**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

23.5 Changes in unbilled revenue or contract assets are as follows:

	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance	10,972.54	10,714.00
Additions during the year	56,202.62	58,276.94
Reclassification adjustments:		
- Billing from opening balance of contract assets to trade receivables	(10,265.82)	(7,555.77)
- Billing from contract assets transferred to trade receivables	(50,874.94)	(50,462.63)
Closing balance	**6,034.40**	**10,972.54**

23.6 Changes in contract liabilities are as follows:

	Year ended 31 March 2025	Year ended 31 March 2024
Opening balance	4,286.94	4,622.73
Net additions during the year	1,883.42	952.75
Reclassification Adjustments:		
- Transfer of opening contract liabilities to revenue	(1,621.24)	(1,288.54)
Closing balance	**4,549.12**	**4,286.94**

24. Other income

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income		
- from fixed deposits with banks	772.33	477.61
- from financial assets carried at amortised cost	69.26	69.43
- from income tax refund	44.14	79.10
- from others	16.26	79.28
Gain on sale of asset held for sale (refer note 47)	659.19	-
Fair value gain on financial instruments at fair value through profit or loss [refer note (i) below]]	251.93	115.57
Net gain on foreign currency transaction and translation	35.70	-
Gain on net settlement on cross currency swap	32.04	-
Provision/liabilities no longer required, written back	71.05	25.41
Rental income	18.52	-
Dividend income from mutual funds	31.83	24.00
Bad debts recovered	-	1.27
Miscellaneous income	82.65	122.06
	2,084.90	**993.73**

Note:

(i) Fair value gain on financial instruments at fair value through profit or loss mainly pertains to foreign exchange currency options that did not qualify for hedge accounting.

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(All amounts in ₹ lakhs, unless otherwise stated)

25. Cost of raw material and components consumed

	Year ended 31 March 2025	Year ended 31 March 2024
Inventory at the beginning of the year	5,244.18	4,871.13
Add: Purchases	18,776.03	16,629.95
	24,020.21	21,501.08
Less: Inventory at the end of the year	(5,214.55)	(5,244.18)
	18,805.66	**16,256.90**

26. Purchase of traded goods

	Year ended 31 March 2025	Year ended 31 March 2024
Purchase of stock-in-trade	1,718.10	2,267.79
	1,718.10	**2,267.79**

27. Changes in inventories of finished goods, work-in-progress and traded goods

	Year ended 31 March 2025	Year ended 31 March 2024
Opening inventory		
Work-in-progress	1,080.88	818.08
Finished Goods	507.76	748.42
Stock-in-trade	100.62	147.77
	1,689.26	**1,714.27**
Closing inventory		
Work-in-progress	543.77	1,080.88
Finished Goods	210.88	507.76
Stock-in-trade	117.75	100.62
	872.40	**1,689.26**
(Increase)/decrease in inventory		
Work-in-progress	537.11	(262.80)
Finished Goods	296.88	240.66
Traded goods	(17.13)	47.15
	816.86	**25.01**

28. Employee benefits expense

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	46,487.78	43,706.48
Contribution to provident and other funds	2,537.39	2,163.97
Contribution to overseas social security	2,137.06	1,982.80
Gratuity expense (refer note 41)	304.73	284.57
Compensated absences expense	493.98	187.25
Share based payments to employees (refer note 43)*	(1,504.82)	546.68
Staff welfare expense	1,185.54	1,142.98
	51,641.66	**50,014.73**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

* Due to non-fulfilment of certain vesting conditions, the Group has reversed the share based payments to employees, net of ₹ 1,504.82 lakhs for the year ended 31 March 2025

29. Finance costs

	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense		
- on facilities from banks/ financial institutions	608.31	759.11
- on Intercorporate deposit from related parties (refer note 34)	-	658.06
- on debentures	1,677.45	3,253.26
- on others	70.62	15.88
- on financial liabilities carried at amortised cost	2.65	0.06
Other borrowing cost	199.43	397.11
Net interest expense on net defined benefit obligation	110.88	98.28
Unwinding of discount on asset retirement obligation [refer note 18(a)]	1.47	6.09
Bank guarantee commission	19.37	10.39
Interest on lease liabilities (refer note 35)	531.75	417.36
Interest on income tax	7.77	21.20
	3,229.70	**5,636.79**

30. Depreciation and amortisation expense

	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation of PPE (refer note 3)	1,141.86	805.13
Amortisation of intangible assets (refer note 5)	854.73	837.14
Depreciation of Right-of-use asset (refer note 35)	1,963.29	1,736.85
	3,959.88	**3,379.12**

31. Other expenses

	Year ended 31 March 2025	Year ended 31 March 2024
Rent (refer note 35)		
- Immovable property	240.10	284.88
- Equipment hire charges	289.55	521.73
Power and fuel	469.03	490.50
Travelling and conveyance	1,362.37	1,488.35
Legal and professional charges	1,978.72	1,620.67
Consultancy expense	365.27	440.09
Repairs and maintenance		
- Building	388.92	352.57
- Plant and machinery	24.54	31.35
- Others	392.27	411.17
Recruitment and training expenses	221.53	418.22
Office maintenance expense	152.11	155.19
Communication expenses	334.78	349.03

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for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
Auditor's remuneration	219.54	162.65
Printing and stationery	36.29	-
Security charges	69.16	67.39
Rates and taxes	200.18	170.95
Sub contracting charges	4,460.18	3,676.83
Software subscription charges	2,312.16	1,870.18
Directors sitting fees and commission (refer note 34)	161.79	147.95
Marketing and advertising expenses	1,072.08	376.43
Insurance expenses	265.43	200.53
Bank charges	120.49	138.83
Postage and courier charges	13.36	-
Corporate social responsibility expenses	97.82	90.47
Provision for foreseeable loss on contracts	198.93	-
Provision for doubtful debts and advances	220.71	68.70
Advances written off	-	36.98
Changes in the fair valuation of derivative [refer note (i) below]	-	(565.18)
Loss on sale of property, plant and equipment	63.86	2.70
Clearing & forwarding charges	46.38	39.49
Loss incurred on loss of control on subsidiary (refer note 6)	-	317.34
Exchange loss, net	-	210.86
Miscellaneous expenses	68.05	46.18
	15,845.60	**13,623.03**

Note

i. During the year ended 31 March 2023, the Group issued Non-Convertible Debentures amounting to ₹ 14,500 lakhs to a financial institution ("Investor") repayable over three years at an interest rate of 15.75% - 16.00% per annum, payable quarterly. The Group also entered into an Investment Agreement with the aforesaid Investor and provided a Right to Invest ("Share Warrants") in the Compulsorily Convertible Preference Shares ("CCPS") of the subsidiary, MSPL, at an agreed value and mutually agreed terms and conditions. Accordingly the Group recorded a Share Warrants expense of ₹ 565.18 lakhs in the Statement of Profit and Loss and derivative liability of the equivalent amount in the Balance Sheet.

In the year ended 31 March 2024, MSPL had entered into an Amendment to Share Subscription cum Shareholders' Agreement dated 22 July 2023 on 29 September 2023, thereby amending the terms of right of investment by the Investor, wherein the Investor is entitled to invest only upon discretion and consent of MSPL. Consequent to the aforesaid amendment, the derivative liability of ₹ 565.18 lakhs had been reversed through Statement of Profit and Loss for the year ended March 31, 2024.

32. Exceptional Items

	Year ended 31 March 2025	Year ended 31 March 2024
Impairment loss on goodwill (refer note 4)	(951.19)	-
Fair value change in contingent purchase consideration payable (refer note 20)	717.52	-
Additional purchase consideration paid (refer note 20)	(152.20)	-
	(385.87)	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

33. Earnings per share (EPS) (basic and diluted)

	Year ended 31 March 2025	Year ended 31 March 2024
a) Profit after tax attributable to equity shareholders (₹)	7,493.68	3,280.78
b) Weighted average number of shares outstanding (in lakhs)	421.92	390.67
c) Nominal value of shares (₹)	5.00	5.00
d) Basic earning per share (₹) [(a)/(b)]	17.76	8.40
e) Number of equity shares used to compute diluted earnings per share (in lakhs) (refer note below)	435.09	423.86
f) Diluted earnings per share (₹)	17.22	7.74

Note:

	Year ended 31 March 2025	Year ended 31 March 2024
Weighted average number of shares outstanding (in lakhs)	421.92	390.67
Effect of dilution:		
Share options	13.17	33.19
Weighted average number of equity shares adjusted for the effect of dilution	435.09	423.86

34. Related party disclosures

Nature of relationship	Name of Party
I Parties where control exists:	
Holding Company	Jupiter Capital Private Limited ('JCPL')
Associate companies	Aero Electronics Private Limited (w.e.f 4 September 2023)
II Name of other related parties as per Ind AS 24 with whom transactions have taken place during the year	
Fellow subsidiary	Indian Aero Infrastructure Private Limited (step down subsidiary of JCPL)
Key Management Personnel (KMP):	
Chief Executive Officer & Managing Director	Mr. Alfonso Martinez Fernandez (appointed w.e.f. 20 January 2025)
	Mr. Arun Krishnamurthi (stepped down w.e.f. 19 January 2025)
Chairman and Non - Executive Director	Dr. Sampath Ravinarayan (appointed as Non-Executive Director w.e.f. 12 October 2024 and as Chairman w.e.f 28 January 2025)
	Mr. Abidali Zainuddin Neemuchwala (from 4 October 2023 to 25 January 2025)
	Mr. David Bradley (stepped down w.e.f. 28 September 2023)
Independent Director	Mrs. Mariam Mathew
	Mr. Desh Raj Dogra (stepped down w.e.f 18 September 2024)
	Mr. Dhiraj Mathur (stepped down w.e.f 18 September 2024)
	Mr. Tanmoy Chakrabarty (appointed w.e.f. 13 July 2024)
	Lt Gen Codanda Poovaiah Cariappa (appointed w.e.f. 19 September 2024)
	Mr. Rajendra Chandrakantrao Moholkar (from 19 September 2024 to 27 January 2025)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

Non - Executive Director	Mr. David Abikzir
	Mr. Venkatraman Venkitachalam
	Dr. Sargunarajthomas Christopher (from 30 June 2023 to 5 December 2024)
	Mr. Sharadhi Chandra Babu Pampapathy (Stepped down w.e.f. 28 September 2023)
	Mr. Harold David Walker (Stepped down w.e.f. 28 June 2023)

III Additional related parties as per Companies Act, 2013 with whom transactions have taken place during the year

Key Management Personnel (KMP):	
Chief Financial Officer (CFO)	Mr. Shashidhar SK
Company Secretary	Ms. Sonal Dudani

IV Transactions with related parties:

Nature of transactions	Relationship	Year ended	
		31 March 2025	31 March 2024
Remuneration (Refer note (IV) (a) and (b) below)			
Mr. Alphonso Martinez	Key Management Personnel	105.24	-
Mr. Arun Krishnamurthi	Key Management Personnel	582.51	432.23
Mr. Shashidhar S K	Key Management Personnel	186.45	190.61
Ms. Sonal Dudani	Key Management Personnel	22.94	21.93
Sitting fees paid to directors			
Dr. Sampath Ravinarayanan	Chairman and Non - Executive Director	3.00	-
Mr. Abidali Zainuddin Neemuchwala	Chairman and Non - Executive Director	8.00	7.00
Mr. David Bradley	Chairman and Non - Executive Director	-	7.30
Mr. David Abikzir	Non - Executive Director	10.50	13.30
Mrs. Mariam Mathew	Independent Director	15.00	17.50
Mr. Dhiraj Mathur	Independent Director	11.50	22.00
Mr. Desh Raj Dogra	Independent Director	12.50	24.00
Mr. Harold David Walker	Non - Executive Director	-	3.30
Mr. Venkatraman Venkitachalam	Non - Executive Director	21.50	15.30
Dr. Sargunarajthomas Christopher	Non - Executive Director	7.00	7.00
Mr. Rajendra Chandrakant Rao Moholkar	Independent Director	4.00	-
Lt Gen Codanda Poovaiah Cariappa	Independent Director	9.00	-
Mr. Tanmoy Chakrabarty	Independent Director	14.00	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Nature of transactions	Relationship	Year ended	
		31 March 2025	31 March 2024
Commission paid to directors			
Dr. Sampath Ravinarayanan	Chairman and Non - Executive Director	2.85	-
Mr. Abidali Zainuddin Neemuchwala	Chairman and Non - Executive Director	5.01	2.50
Mr. David Abikzir	Non - Executive Director	6.09	5.00
Mrs. Mariam Mathew	Independent Director	6.09	5.00
Mr. Dhiraj Mathur	Independent Director	2.85	5.00
Mr. Desh Raj Dogra	Independent Director	2.85	5.00
Mr. Venkatraman Venkitachalam	Non - Executive Director	6.09	5.00
Dr. Sargunarajthomas Christopher	Non - Executive Director	4.16	3.75
Mr. Rajendra Chandrakant Rao Moholkar	Independent Director	2.19	-
Lt Gen Codanda Poovaiah Cariappa	Independent Director	3.24	-
Mr. Tanmoy Chakrabarty	Independent Director	4.37	-
Legal and professional charges			
Dr. Sargunarajthomas Christopher	Non - Executive Director	17.28	17.28
Travelling and conveyance			
Mr. Sampath Ravinarayanan	Chairman and Non - Executive Director	43.15	-
Marketing and advertising expenses			
Mr. Abidali Zainuddin Neemuchwala	Chairman and Non - Executive Director	42.28	165.58
Interest expense on intercorporate deposit			
Jupiter Capital Private limited	Holding Company	-	658.06
Corporate guarantee received from			
Jupiter Capital Private Limited	Holding Company	-	3,500.00

(a) As the future liability for gratuity is provided on an actuarial basis for the Group as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

(b) Total employee benefit expense does not include employee stock compensation expense/ (reversal), net of ₹ (731.19) lakhs (31 March 2024: ₹ 389.05 lakhs) for Mr. Arun Krishnamurthi, and ₹ (496.05) lakhs (31 March 2024:₹ 291.79 lakhs) for Mr. Shashidhar SK, respectively included in the employee stock option scheme expense in the Consolidated Statement of Profit and Loss account. Refer note 43 for futher details.

(c) Refer note 17 for details of security provided for borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

V. Balances as at the year end:

Nature of transactions	Relationship	As at 31 March 2025	As at 31 March 2024
Commission Payable to directors			
Mr. Sampath Ravinarayanan	Chairman and Non - Executive Director	2.85	-
Mr. Abidali Zainuddin Neemuchwala	Chairman and Non - Executive Director	5.01	-
Mr. David Abikzir	Non - Executive Director	6.09	-
Mrs. Mariam Mathew	Independent Director	6.09	-
Mr. Dhiraj Mathur	Independent Director	2.85	-
Mr. Desh Raj Dogra	Independent Director	2.85	-
Mr. Venkatraman Venkitachalam	Non - Executive Director	6.09	-
Mr. Sargunarajthomas Christopher	Non - Executive Director	4.16	-
Mr. Rajendra Chandrakant Rao Moholkar	Independent Director	2.19	-
Mr. Codanda Poovaiah Cariappa	Independent Director	3.24	-
Mr. Tanmoy Chakrabarty	Independent Director	4.37	-
Remuneration payable (refer note (IV) (a) and (b) above)*			
Mr. Alphonso Martinez	Key Management Personnel	105.24	-
Mr. Shashidhar SK	Key Management Personnel	-	45.94
Mr. Arun Krishnamurthi	Key Management Personnel	27.13	150.94
Ms. Sonal Dudani	Key Management Personnel	1.23	1.31
Trade payables			
Indian Aero Infrastructure Private Limited	Fellow subsidiary	4.90	6.23
Investment in associate			
Aero Electronics Private Limited (refer note 6)	Associate company	625.08	627.45
Corporate guarantee received from - outstanding			
Jupiter Capital Private limited	Holding Company	-	3,500.00

Loans from related parties

Particulars	Opening balance	Loans taken	Repayment	Loan outstanding	Interest payable
Jupiter Capital Private Limited					
31 March 2025	-	-	-	-	-
31 March 2024	10,525.33	-	10,525.33	-	-

* Remuneration payable does not include amount payable on employee stock option scheme

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31 March 2025, the group has not recorded any impairment of receivables of amount owned by related parties (31 March 2024: Nil). The Impairment assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

35. Right of use asset and Lease liabilities

Group as a lessee

The Group has lease contracts for immovable properties, computers, product assembling space and vehicles used in its operations. These leases are for a period ranging from one year three months to nine years The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets. These lease contracts include extension and termination options.

The Group also has certain leases of computers, machinery and testing equipment with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

Below are the carrying amounts of right-of-use assets recognised and the movements during the year:

	31 March 2025			31 March 2024			Total	
	Immovable property	Computers	Vehicles	Immovable property	Computers	Vehicles	As at 31 March 2025	As at 31 March 2024
As on 01 April	15,175.55	66.04	-	11,453.55	110.66	4.75	15,241.59	11,568.96
Additions	424.14		46.43	3,332.43		-	470.57	3,332.43
Additions through acquisition of subsidiaries (refer note 46)			-	3,701.53		-		3,701.53
Deletions			-	(939.99)		-		(939.99)
Assets held for sale			-	(717.66)		-		(717.66)
Lease modification			-	34.10		-		34.10
Depreciation expense (refer note 30)	(1,892.60)	(62.28)	(8.41)	(1,687.48)	(44.62)	(4.75)	(1,963.29)	(1,736.85)
Exchange difference	80.02		-	(0.93)		-	80.02	(0.93)
Carrying amount as on 31 March	**13,787.11**	**3.76**	**38.02**	**15,175.55**	**66.04**	**-**	**13,828.89**	**15,241.59**

Below are the carrying amounts of lease liabilities and the movements during the year:	As at 31 March 2025	As at 31 March 2024
As on 01 April	8,046.01	3,195.85
Additions	465.37	2,697.68
Additions through acquisition of subsidiaries (refer note 46)	-	3,701.54
Accretion of interest (refer note 29)	531.75	417.36
Repayment of principal portion of lease liabilities	(1,811.83)	(1,556.11)
Payment of Interest portion of lease liabilities	(531.75)	(417.36)
Other Adjustments	142.28	7.05
Carrying amount as on 31 March	**6,841.83**	**8,046.01**
Current	1,841.70	1,615.96
Non-current	5,000.13	6,430.05
Total	**6,841.83**	**8,046.01**

The weighted average incremental borrowing rate for lease liabilities is between 7.50% to 12.17% per annum (31 March 2024 is between 7.50% to 12.17% per annum), with maturities between financial year 2025-2030 for leasehold properties.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

	31 March 2025	31 March 2024
Less than three months	596.83	576.19
Three to twelve months	1,680.76	1,619.98
Between 1 and 2 years	1,507.14	1,969.92
Between 2 and 3 years	868.94	1,473.89
Between 3 and 4 years	483.21	868.94
Between 4 and 5 years	456.21	483.21
More than five years	2,736.49	3,048.41

The following are the amounts recognised in the statement of profit or loss:

	31 March 2025	31 March 2024
Depreciation expense of right-of-use assets	1,963.29	1,736.85
Interest expense on lease liabilities	531.75	417.36
Expense relating to short-term leases and low value leases (included in other expenses)	529.65	806.61
Total amount recognised in profit or loss	**3,024.69**	**2,960.82**

The Group had total cash outflows for leases of ₹ 2,873.23 lakhs for the year ended 31 March 2025 (31 March 2024: ₹ 2,780.08 lakhs). The Group has made non-cash additions of ₹ 470.57 lakhs (31 March 2024: ₹ 7,033.96 lakhs) and ₹ 465.37 lakhs (31 March 2024: ₹ 6,399.22 lakhs) to right-of-use assets and lease liabilities, respectively. There are no future cash outflows relating to leases that have not yet commenced.

36. Contingent liabilities and commitments

Capital and other commitments

	As at 31 March 2025	As at 31 March 2024
Capital commitment*	81.29	96.67

* Mainly pertains to commitment towards purchase of capital assets of ₹ 81.29 lakhs (31 March 2024: ₹ 96.67 lakhs)

Bank guarantees

		As at 31 March 2025	As at 31 March 2024
i)	Bank guarantees to government authorities and others	4,750.80	5,783.37
	Bank guarantees are issued in favour of government authorities and others towards financial and performance guarantees as part of bidding process.		

Tax contingencies

		As at 31 March 2025	As at 31 March 2024
i)	Direct tax matters under dispute/ pending before Income Tax Authorities [refer note (i) below]	4,247.17	4,247.17
ii)	Indirect tax matters for demands pending before various appellate authorities [refer note (ii) below]	2,534.72	1,153.11
		6,781.89	**5,400.28**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

Others

		As at 31 March 2025	As at 31 March 2024
i)	Other legal matters [refer note (iii)]	79.81	912.91
		79.81	**912.91**

Notes:

i) AXISCADES Technologies Limited

The Company has received assessment orders in respect of certain financial years giving raise to additional income tax demand (including interest) of ₹ 358.00 lakhs (31 March 2024: ₹ 358.00 lakhs) on account of certain adjustments in relation to disallowances of expenses and certain tax benefits. The Company has contested such demand and appeal is pending at appellate level. Pending outcome of the appellate proceedings and based on advise from the Company's tax consultants, no adjustments has been made in the financial statements in this regard.

Mistral Solutions Private Limited

In respect of tax matters, the Group is contesting the tax litigations amounting to ₹ 337.62 lakhs (31 March 2024: ₹ 337.62 lakhs) in respect of various years from FY 2008-09 to FY 2021-22 for several disallowances made by the tax authorities. The Management, including its tax advisors, believes that it's position will likely to be upheld at various forums where the matters are pending. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its consolidated financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

AXISCADES Aerospace & Technologies Private Limited

For certain financial years, the Company has received assessment order giving rise to additional income tax demand (including interest) aggregating to ₹ 3,329.52 lakhs (31 March 2024: ₹ 3,329.52 lakhs) on account of certain adjustments in relation to disallowances of certain expenses and certain tax benefits. ACAT has contested such demand and appeal is pending at appellate level. Pending outcome of the appellate proceedings and based on advice from the tax consultants, no adjustments have been made in the financial statements in this regard.

AXISCADES Aerospace Infrastructure Private Limited

AAIPL has received demand notices (including interest) related to FY 2024-05 to 2009-10 aggregating to ₹ 154.70 lakhs (31 March 2024: ₹ 154.70 lakhs) on account of disallowance under section 14A and certain tax benefits AAIPL is contesting the demands/ litigations and the Management believes that its position will be upheld in the appellate process or assessment process and therefore, no provision has been created in the financial statements in this regard.

Enertec Controls Limited

Enertec has received assessment order giving rise to additional income tax demand (including interest) aggregating to ₹ 67.33 lakhs (31 March 2024: ₹ 67.33 lakhs) on account of certain adjustments in relation to disallowances of certain expenses and certain tax benefits for FY 2016-17. Enertec has contested such demand and appeal is pending at appellate level. Pending outcome of the appellate proceedings and based on advice from the tax consultants, no adjustments have been made in the financial statements in this regard.

ii) AXISCADES Technologies Limited

The Company had received demand notices from the authorities under the Finance Act,1994 of ₹ 2,392.33 lakhs (31 March 2024: ₹ 1,010.72 lakhs) for non-payment of Service tax on reverse charge mechanism for the period April 2006 to September 2010 and also received demand notices from GST authorities under Goods and Service Tax Act, 2017 for non-payment of GST on reverse charge mechanism, excess ITC availed and ITC of input service distributor not appearing in GSTR 2A, etc for the period FY 2017-2018 to FY 2020-2021. The Company is contesting the above demands and has filed appeals against the above orders. Pending outcome of the appellate proceedings Company believes no demand and based on advise from the Company's tax consultants, no adjustments has been made in the financial statements in this regard.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

AXISCADES Aerospace & Technologies Private Limited

ACAT has received demand notices from the authorities under Service Tax Act for FY 2008 to FY 2015 aggregating to ₹ 142.39 lakhs (31 March 2024: ₹ 142.39 lakhs) towards non payment of Service Tax and wrong availment of ineligible Cenvat Credit. ACAT has filed the appeals against the above orders. ACAT is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No expense has been accrued in the financial statements for the demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Group's financial position and results of operations.

iii) Mistral Solutions Private Limited

The Group had received a frivolous claim and based on the advise of its legal counsel, the Group is of the view that the outcome of these proceedings will not have a materially adverse effect on its financial position and accordingly, no provision is recognised in the financial statements.

AXISCADES, Inc.

'During the year ended 31 March 2024, Axis Inc. had received a legal notice from Mr. Ajay Sarin (former CEO) alleging, interalia: (i) age discrimination; (ii) grievance on vesting of stock options; and (iii) continued employment in the U.S. and seeking USD 10 lakhs as compensation. During the current year Axis Inc. have entered into a mutual settlement agreement with Mr. Ajay Sarin for a settlement amount of USD 2 lakhs (₹ 169.10 lakhs) and the same has been paid during the year.

37. Capital management

For the purpose of the Group's capital management, capital includes issued capital, and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, lease liabilities less cash and cash equivalent.

	As at 31 March 2025	As at 31 March 2024
Borrowings (Current and Non-current) (refer note 17)	18,948.35	23,846.21
Lease liabilities (Current and Non-current) (refer note 35)	6,841.83	8,046.01
Less: Cash and cash equivalent (refer note 13)	(5,235.06)	(5,560.98)
Net debt (a)	**20,555.12**	**26,331.24**
Equity share capital (refer note 15)	2,126.41	2,098.94
Other equity (refer note 16)	62,779.30	56,437.17
Capital and net debt (b)	**85,460.83**	**84,867.35**
Gearing ratio (a/b)	24%	31%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been breaches in the financial covenants of interest-bearing loans and borrowings in the current period and the Group has taken the waiver letter (refer note 17).

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

38. Income Tax

The major components of income tax expense are:

	Year ended 31 March 2025	Year ended 31 March 2024
Current income tax:		
Current income tax charge	2,352.07	2,139.09
Adjustment of tax relating to earlier years	(127.44)	20.43
Deferred tax:		
Relating to the origination and reversal of temporary differences	(1,001.46)	(198.35)
Income tax expense reported in statement of profit and loss	**1,223.17**	**1,961.17**
OCI section		
Deferred tax related to items recognised in OCI during in the year:		
Re-measurement losses on defined benefit plans	56.34	37.53
Losses / (gains) on cash flow hedges	51.28	(16.54)
	107.62	**20.99**
Bifurcation of the deferred tax recognized in OCI		
Items that will not be reclassified to Statement of Profit and Loss	56.34	37.53
Items that will be reclassified to Statement of Profit and Loss	51.28	(16.54)
	107.62	**20.99**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2025 and 31 March 2024:

	Year ended 31 March 2025	Year ended 31 March 2024
Accounting profit before tax	**8,751.57**	**5,302.11**
Income tax expense at applicable tax rates applicable to individual entities	2,689.91	1,475.05
Foreign tax expensed during the year	85.71	77.23
Effect of lower tax rate in the capital gains	-	(94.34)
Impact of change in tax rate	9.96	14.35
Tax effect on permanent non-deductible expenses	9.22	16.94
Adjustment of tax related to earlier years	127.44	-
Expense disallowed under the provisions of Income tax Act, 1961	238.90	-
Tax impact on loss of control on subsidiary	-	153.92
Corporate tax on dividend income received from subsidiary	-	203.25
One-time additional deferred tax charge including reversal of MAT credit [refer note (i) below]	(131.56)	-
Utilisation of prior year losses on which tax credit was not recognised in earlier year	(954.33)	-
Tax credit recognised on prior years losses [refer note (ii) below]	(855.44)	-
Others	3.36	114.77
At the effective income tax rate of 13.98% [31 March 2024: 36.99%]	**1,223.17**	**1,961.17**
Income tax expense reported in the Statement of Profit and Loss	1,223.17	1,961.17

AXISCADES Technologies Limited

Note - (i)

During the year ended 31 March 2025, the Company has exercised the option of availing the lower tax rate available under Section 115BAA of Income Tax Act, 1961, thereby lowering the tax rate from 28.72 % to 25.168%. Accordingly, the Company has provided for income taxes for the year ended 31 March 2025 and re-measured the accumulated balance of deferred tax assets as at 31 March 2025, based on the rate prescribed under the aforesaid section. The resultant Impact has been taken through the statement of profit and loss. The re-measurement of accumulated deferred tax assets has resulted in a one-time additional deferred tax charge (including reversal of MAT credit) of ₹ 131.56 lakhs for the year ended 31 March 2025.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Note - (ii)

Pursuant to the final assessment order for AY 2023-24 received on 23 March 2025 thereby concluding the assessment of Income for the aforesaid assessment year, the Company has set-off unutilised business losses of AY 2023-24 against the taxable profits of current year and unutilised unabsorbed depreciation of AY 2023-24 against the capital gains on sale of Asset held for sale during the year ended 31 March 2025 and based on the projections for future taxable profits the Company has recognized deferred tax assets (net) of ₹ 855.44 lakhs on remaining unutilized losses as at 31 March 2025.

	Balance Sheet		Statement of profit and loss (including OCI)	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Deferred tax asset				
Impact of difference between depreciation charged for financial reporting and expenses allowed for tax purposes	232.85	406.19	(173.34)	(70.13)
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	470.41	526.42	(56.01)	190.88
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in subsequent years	509.10	3,050.96	(2,541.86)	(7,441.40)
Right of use	(649.09)	(5,637.86)	4,988.77	8,571.13
Lease liabilities	852.36	2,976.22	(2,123.86)	(948.92)
Impairment of investment	-	155.08	(155.08)	8.86
Unutilised tax losses	-	28.89	(28.89)	(44.89)
Hedge items	(51.28)	(16.54)	(34.74)	(24.71)
Minimum alternate tax credit entitlement	576.02	638.61	(62.59)	(57.46)
Losses available for offsetting against future taxable income	1,125.96	-	1,125.96	-
Unabsorbed depreciation and carried forward losses	27.03	-	27.03	-
Other adjustments	146.38	31.79	114.59	(5.59)
Deferred tax asset	**3,239.74**	**2,159.76**	**1,079.98**	**177.77**
Deferred tax liability				
Right of use assets	(1,021.81)	(1,017.56)	(4.25)	-
Lease liabilities	973.81	1,017.56	(43.75)	-
Impact of difference between depreciation charged for financial reporting and expenses allowed for tax purposes	(318.48)	(379.60)	61.12	-
Acquired through acquisition	-	-	-	(379.60)
Deferred tax liability, net	**(366.48)**	**(379.60)**	**13.12**	**(379.60)**
Deferred tax asset, net			**3,239.74**	**2,159.76**
Deferred tax liabilities, net			**366.48**	**379.60**

Reflected in the balance sheet as follows:

	31 March 2025	31 March 2024
Deferred tax assets	3,239.74	2,159.76
Deferred tax liabilities	-	-
Deferred tax asset, net	**3,239.74**	**2,159.76**
Deferred tax assets	-	-
Deferred tax liabilities	366.48	379.60
Deferred tax liabilities, net	**366.48**	**379.60**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

39. Fair value measurements

(i) Financial instruments by category

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2025, including their levels in the fair value hierarchy.

Particulars	Note	FVTPL	FVTOCI	Other financial assets -amortised cost	Other financial liabilities -amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial assets measured at fair value									
Investments (Investment in mutual funds and other funds)	7	5,333.52	-	-	-	5,333.52	5,232.20	101.32	-
		5,333.52	**-**	-	-	**5,333.52**	**5,232.20**	**101.32**	-
Financial assets not measured at fair value									
Other Investments	7	-	-	0.05	-	0.05	-	-	-
Other financial assets	8	-	-	9,278.40	-	9,278.40	-	-	-
Trade receivables	12	-	-	30,180.49	-	30,180.49	-	-	-
Cash and cash equivalent	13	-	-	5,235.06	-	5,235.06	-	-	-
Bank balances other than cash and cash equivalent	14	-	-	3,691.16	-	3,691.16	-	-	-
		-	**-**	**48,385.16**	**-**	**48,385.16**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Other financial liabilities (Purchase consideration payable)	20	749.31	-	-	-	749.31	-	-	749.31
Other financial liabilities (Hedge liability)	20	-	263.26	-	-	263.26	-	263.26	-
		749.31	**263.26**	-	-	**1,012.57**	-	**263.26**	**749.31**
Financial liabilities not measured at fair value									
Borrowings	17	-	-	-	18,948.35	18,948.35	-	-	-
Trade payables	19	-	-	-	5,820.84	5,820.84	-	-	-
Other financial liabilities	20	-	-	-	1,943.14	1,943.14	-	-	-
Lease liabilities	35	-	-	-	6,841.83	6,841.83	-	-	-
		-	**-**	**-**	**33,554.16**	**33,554.16**	**-**	**-**	**-**

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended 31 March 2025.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2024, including their levels in the fair value hierarchy.

Particulars	Note	FVTPL	FVTOCI	Other financial assets -amor-tised cost	Other financial liabilities -amor-tised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial assets measured at fair value									
Investments (Investment in mutual funds and other funds)	7	2,946.57	-	-	-	2,946.57	2,783.94	162.63	-
Other financial assets (Hedge asset)	8	-	10.12	-	-	10.12	-	10.12	-
		2,946.57	**10.12**	**-**	**-**	**2,956.69**	**2,783.94**	**172.75**	**-**
Financial assets not measured at fair value									
Other Investments	7	-	-	0.05	-	0.05	-	-	-
Other financial assets	8	-	-	8,190.80	-	8,190.80	-	-	-
Trade receivables	12	-	-	23,411.68	-	23,411.68	-	-	-
Cash and cash equivalent	13	-	-	5,560.98	-	5,560.98	-	-	-
Bank balances other than cash and cash equivalent	14	-	-	9,725.09	-	9,725.09	-	-	-
		-	**-**	**46,888.60**	**-**	**46,888.60**	**-**	**-**	**-**

Particulars	Note	FVTPL	FVTOCI	Other financial assets -amortised cost	Other financial liabilities -amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial liabilities measured at fair value									
Other financial liabilities (Purchase consideration payable)	20	1,760.49	-	-	-	1,760.49	-	-	
		1,760.49	**-**	**-**	**-**	**1,760.49**	**-**	**-**	**1,760.49**
Financial liabilities not measured at fair value									
Borrowings	17	-	-	-	23,846.21	23,846.21	-	-	-
Trade payables	19	-	-	-	6,373.19		-	-	-
Other financial liabilities	20	-	-	-	2,266.89	2,266.89	-	-	-
Lease liabilities	35	-	-	-	8,046.01	8,046.01	-	-	-
		-	**-**	**-**	**40,532.29**	**40,532.29**	**-**	**-**	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended 31 March 2024.

Refer note 20 for the movement in balances of financial liabilities categorised within Level 3

The Management assess the fair value of cash and cash equivalent, bank balances other than cash and cash equivalent, trade receivables, trade payables and other financial assets and liabilities approximate their carrying amount since the Group does not anticipates that the carrying amount would be significantly different from the value that would be significantly different from the value that would eventually be received or settled. The fair value of the financial assets and liabilities is included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a force liquidation sale.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31 March 2025 and 31 March 2024 are as shown below:

Type	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
Purchase consideration payable	DCF method	Expected cash outflow	Estimate of cash outflows are based on forecasted sales and entity's knowledge of the business and how the current economic environment is likely to impact.	Any increase in expected cash flows would increase the fair value.
		Discount rate	Discount rate is the current average borrowing cost that a market participant would expect to pay to obtain its debt financing based on the assumed capital structure	Any increase in the discount rate would result in decrease in fair value.
Option premium on fair valuation of derivative*	Binomial option pricing model	Exercise price per share Risk free rate Sigma range	Rs. 969.10 7.1% 50.6% - 51.8%	These inputs would result in fair value loss on derivative by ₹ 565.18 lakhs

*During the year ended 31 March 2024, Investments in liquid and short- term mutual funds which are classified as FVTPL are measured using net assets value at the reporting date multiplied by the quantity held.

Valuation technique used to determine fair value of derivative contracts

The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts and cross currency swaps are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates and yield curves of the respective currencies. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

ii) Investments in liquid and short-term mutual funds which are classified as FVTPL are measured using net assets value at the reporting date multiplied by the quantity held.

Valuation processes

The Corporate finance team has requisite knowledge and skills. The team headed by the Group CFO directly reports to the audit committee to arrive at the fair value of financial instruments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

40 Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on it's financial performance. The primary market risk to the Group is foreign exchange exposure risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

The Group's risk management activity focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Group does not engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Group is exposed are described below.

(A) Credit risk analysis

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group only deals with parties which has good credit rating/ worthiness given by Groups internal assessment.

Financial assets that are not credit impaired

The Group has financial assets which are in the nature of cash and cash equivalents, other bank balances, loans, security deposits, interest accrued on fixed deposits and other receivables which are not credit impaired. These are contractually agreed where the probability of default is negligible.

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an internal assessment. Outstanding customer receivables are continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 39. The Company does not hold collateral as security. The Group is considerate of the fact the majority of the collection is receivable from export customers with high credit worthiness where there is no significant risk of bad debts. The customers of the Group have a defined period for payment of receivables, hence the Group evaluates the concentration of risk with respect to trade receivables as low.

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(All amounts in ₹ lakhs, unless otherwise stated)

Movement in the allowance for impairment in trade receivables and contract assets	31 March 2025	31 March 2024
Opening balance	294.34	263.69
Amount provided for	256.92	109.91
Amount reversal for	-	(60.81)
Amount utilised for	(36.21)	(18.45)
Net remeasurement of loss allowance	**515.05**	**294.34**

(B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the contractual maturities of significant financial liabilities based on contractual undiscounted payment at year end:

Maturities of financial liabilities

As at 31 March 2025	On Demand	Less than 3 months	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	3,096.17	2,311.11	2,602.26	10,938.81	-	18,948.36
Lease liabilities	-	596.83	1,680.76	3,315.51	2,736.49	8,329.59
Trade payables	-	5,820.84	-	-	-	5,820.84
Other financial liabilities	-	1,730.09	709.31	516.31	-	2,955.71
Total	**3,096.17**	**10,458.86**	**4,992.33**	**14,770.64**	**2,736.49**	**36,054.50**

As at 31 March 2024	On Demand	Less than 3 months	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	5,076.30	1,193.94	6,987.31	10,863.25	-	24,120.80
Lease liability	-	576.19	1,619.98	4,795.96	3,048.41	10,040.54
Trade payables	-	6,373.19	-	-	-	6,373.19
Other financial liabilities	-	2,326.35	-	1,701.03	-	4,027.38
Total	**5,076.30**	**10,469.67**	**8,607.29**	**17,360.24**	**3,048.41**	**44,561.91**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(All amounts in ₹ lakhs, unless otherwise stated)

(C) 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 risk, which result from both its operating, financing and investing activities.

Foreign currency sensitivity

The Group operates internationally and a significant portion of the business is transacted in USD and EURO currencies and consequently the Group is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in various foreign currencies. The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations are adversely affected as the rupee appreciates/ depreciates against these currencies.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below.

Particulars		As at 31 March 2025		As at 31 March 2024	
	Currency	Amount in foreign currency	Amount in ₹ lakhs	Amount in foreign currency	Amount in ₹ lakhs
Financial assets					
Trade receivables	USD	108.73	9,289.47	79.36	6,616.79
	EURO	28.14	2,598.37	27.98	2,522.09
	GBP	6.62	731.68	6.10	642.94
	CAD	0.13	7.74	0.44	27.01
	CNY	13.65	160.69	17.65	203.58
	SGD	0.21	13.37	0.21	12.91
	AUD	-	-	0.42	23.08
Unbilled revenue	USD	26.03	2,223.96	27.72	2,311.17
	EURO	2.36	217.92	1.48	133.42
	GBP	0.43	47.56	0.31	32.65
	CAD	-	-	0.23	14.12
	AUD	-	-	0.21	11.54
Cash and bank balances	USD	11.32	967.53	5.66	471.89
	EURO	0.51	47.09	3.89	350.67
	AED	-	-	1.57	35.95
	DKK	0.44	5.48	0.44	5.45
Other financial assets	AED	-	-	0.59	13.51

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(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Currency	As at 31 March 2025		As at 31 March 2024	
		Amount in foreign currency	Amount in ₹ lakhs	Amount in foreign currency	Amount in ₹ lakhs
Financial liabilities					
Trade payables	USD	1.00	85.44	18.14	1,511.97
	EURO	42.88	3,959.86	21.07	1,899.41
	DKK	1.32	16.43	1.14	14.07
	CAD	-	-	0.20	12.17
	GBP	8.20	907.32	0.02	1.69
Lease Liability	EURO	0.88	81.26	0.74	66.66
Interest accrued but not due on borrowings	USD	0.09	7.69	0.10	8.34
Borrowings	USD	41.55	3,549.96	46.00	3,835.15

Sensitivity

The following table details the Group's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies net of forward contracts. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant and refer below for impact of change in foreign exchange rates on profit before tax of the Group.

Particulars	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Sensitivity				
INR/USD	88.38	(88.38)	40.44	(40.44)
INR/EURO	(11.78)	11.78	10.40	(10.40)
INR/AED	-	-	0.49	(0.49)
INR/SGD	0.13	(0.13)	0.13	(0.13)
INR/GBP	(1.28)	1.28	6.74	(6.74)
INR/DKK	0.01	(0.01)	(0.09)	0.09
INR/CAD	0.08	(0.08)	0.29	(0.29)
INR/CNY	1.61	(1.61)	2.04	(2.04)
INR/AUD	-	-	0.35	(0.35)

Derivative financial instruments

The Group holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on similar assets and liabilities in active markets or inputs that are directly or in directly observable in the marketplace.

The Group has entered into cross currency swap contracts with RBL bank on net settlement basis to hedge foreign currency risks. These contracts are designated as cash flow hedges. The effective portion of changes in fair value of these derivatives, amounting to ₹ 248.85 lakhs, has been recognized in other comprehensive income under cash flow hedging reserve.

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(All amounts in ₹ lakhs, unless otherwise stated)

The following table gives details in respect of outstanding foreign exchange forward contracts

Particulars	As at 31 March 2025	As at 31 March 2024
Forward Contracts		
In USD (31 March 2025 - 48.00 lakhs, 31 March 2024 - 17.50 lakhs)	4,126.77	1,477.39
Cross currency swaps		
In EURO (March 31, 2025 - 58.95 lakhs, March 31, 2024 : Nil)	5,250.00	-

The foreign exchange forward contracts mature within twelve months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

Foreign exchange forward contracts (highly probable forecast sales)

	As at 31 March 2025		As at 31 March 2024	
	Notional amount (in ₹ lakhs)	Average forward rate	Notional amount (in ₹ lakhs)	Average forward rate
Not later than one month				
- In USD	423.60	84.72	-	-
	-	-		
Later than one month and not later than three months				
- In USD	851.15	85.12	421.20	84.24
Later than three months and not later a year				
- In USD	2,852.02	86.38	1,056.19	84.50

Cross currency swap contracts

	As at 31 March 2025		As at31 March 2024	
	Notional amount (in ₹ lakhs)	Average forward rate	Notional amount (in ₹ lakhs)	Average forward rate
Later than three months and not later a year				
- in Euro	-	-	-	-
Not later than June 2026				
- in Euro	840.00	89.06	-	-
Not later than September 2026				
- in Euro	1,050.00	89.06	-	-
Not later than December 2026				
- in Euro	1,050.00	89.06	-	-
Not later than March 2027				
- in Euro	1,050.00	89.06	-	-
Not later than June 2027				
- in Euro	1,260.00	89.06	-	-

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The following table summarizes activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at the beginning of the year	**0.82**	**(42.09)**
Changes in fair value of (loss)/ gain effective portion of derivatives	(203.75)	59.45
Balance as at the end of the year	**(202.93)**	**17.36**
Deferred tax liability thereon	51.28	(16.54)
Balance as at the end of the year, net of deferred tax	**(151.65)**	**0.82**

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. As at 31 March 2025, the Group does not have any long term debt obligations with floating interest rates, hence, is not exposed to any significant interest rate risk.

Price risk

The Group invests in mutual funds schemes of leading fund houses. Such investments are susceptible to market price risks. However, given the short tenure of the underlying portfolio of the mutual fund schemes in which the Group has invested, such price risk is not significant.

41. Defined benefit obligations

A. Defined benefit contributions

India

The Group makes contribution of statutory provident fund as per Employees Provident Fund and Miscellaneous Provision Act, 1952 for its Indian employees. This is a defined contribution plan as per Ind AS 19. Contribution made during the year ended 31 March 2025 is ₹ 2,537.39 lakhs (31 March 2024: ₹ 2,163.97 lakhs).

Overseas social security

The Group makes a contribution towards social security charges for its employees located at the respective branch offices in respective foreign geographies, that are defined contribution plans. The contributions paid or payable is recognised as an expense in the period in which the employee renders services in respective geographies. Contribution made during the year ended 31 March 2025 is ₹ 2,137.06 lakhs (31 March 2024: ₹ 1,982.80 lakhs).

B. Defined benefit plans

The Group has a defined benefit gratuity plan (unfunded, except for MSPL which is funded), for its Indian employees as per actuarial valuation carried out by an independent actuary on the Balance Sheet date. The valuation has been carried out using the Project Unit Credit Method as per Ind AS 19 to determine the present value of Defined Benefit Obligations and the related current service cost. This is a defined benefit plan as per Ind AS 19.

The plan is governed by the provisions of the Payment of Gratuity Act, 1972 (as amended from time to time). Employees are entitled to all the benefits enlisted under this act.

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Group is exposed to various risks in providing the above benefit which are as follows:

a. Interest rate risk

The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability as shown in financial statements.

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b. Liquidity risk

This is the risk that the Group is not able to meet the short-term gratuity payouts.This may arise due to non availability of enough cash/ cash equivalents to meet the liabilities or holding of illiquid assets not being sold in time.

c. Salary escalation risk

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of employees in future. Deviation in the rate of interest in future for employees from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

d. Demographic risk

The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

e. Regulatory risk

Gratuity benefits are paid in accordance with the requirements of the Payment of Gratuity Act,1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts.

(i) Changes in the present value of the defined benefit obligation are as follows

	Gratuity	
	31 March 2025	**31 March 2024**
Changes in the present value of the defined benefit obligation are as follows:		
Defined benefit obligation at the beginning of the year	2,043.47	1,669.19
Current service cost	304.73	284.57
Interest cost	131.04	113.97
Benefits paid	(319.63)	(185.06)
Actuarial loss/ (gain) arising from change in financial assumptions	90.27	(179.01)
Actuarial loss arising from change in experience assumptions	58.68	331.25
Actuarial loss arising from change in demographic assumptions	85.30	8.56
Defined benefit obligation at the end of the year	**2,393.86**	**2,043.47**

(ii) Reconciliation of present value of plan asset:

Plan assets as at 1 April	792.85	673.57
Interest on plan assets	56.67	49.62
Return on plan assets	11.61	23.62
Contributions	98.72	76.39
Benefits settled	(141.40)	(30.35)
Plan assets as at 31 March at fair value	**818.45**	**792.85**

(iii) Reconciliation of net defined benefit liability

Present value of obligation as at 31 March 2025	(2,393.86)	(2,043.47)
Plan assets at 31 March 2025 at fair value	818.45	792.85
Amount recognised in balance sheet liability	**(1,575.41)**	**(1,250.62)**
Non-current provision	1,174.88	951.49
Current provision	400.53	299.13

(iv) Components of costs are:

Current service cost	304.73	284.57
Net interest expense	74.37	68.55
Expenses recognised in the statement of profit and loss for the year	**379.11**	**353.12**

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(v) Components Remeasurement losses/ (gains) in OCI

Recognised net actuarial loss/ (gain) arising from change in financial assumptions	90.27	(179.01)
Recognised net actuarial loss arising from change in demographic assumptions	85.30	8.56
Recognised net actuarial loss arising from experience variance	58.68	331.25
Expected return on plan assets	(11.61)	(23.62)
Remeasurement losses in OCI	**222.64**	**137.18**

(vi) Investment details:

	% Invested	% Invested
Insurer managed funds	99.93%	99.89%
Others	0.07%	0.11%

(vii) The principal assumptions used in determining gratuity obligations for the Group's plans are disclosed below:

	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	6.5%-6.86%	7.15%-7.20%
Salary escalation rate	2.50%-8.00%	2.50%-9.00%
Attrition rate	1.00% - 40.00%	1.00% - 40.00%
Retirement age	58 Years - 60 Years	58 Years - 60 Years
Mortality rate [as a percentage of Indian assured lives mortality (2012-2014)]	100%	100%

The assumptions were developed by management with the assistance of independent actuaries. Discount factors are determined close to each year-end by reference to market yields of Government bonds that have terms to maturity approximating to the terms of the gratuity obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Group's policy for plan asset management.

A quantitative sensitivity analysis for significant assumption as at 31 March 2025 and 31 March 2024 is as shown below:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, attrrition rate, expected salary increase and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The following table summarizes the impact of change in the defined benefit obligation resulting from the specified percentage change in the aforementioned significant assumptions.

	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (Increase or decrease by 1%)	(204.66)	242.20	(182.28)	205.60
Salary growth rate (Increase or decrease by 1%)	186.82	(165.92)	156.78	(146.68)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method and assumptions used in preparing the sensitivity analysis from previous period.

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(viii) Effect of plans on Group's future cash flows

The weighted average duration of the group's plan is estimated to be between 2.25 years to 9.02 years (31 March 2024: 2.25 years to 9 years). Following is a collective maturity profile of the defined benefit obligation of the plans as at 31 March 2025 and 31 March 2024.

Expected cash flows over the next: (valued on undiscounted basis)

	Gratuity	
	As at 31 March 2025	As at 31 March 2024
1 year	1,740.44	312.73
2 - 5 years	1,040.92	993.95
6 - 10 years	882.79	722.54
More than 10 years	2,028.24	1,914.88

42. Segment information

Management currently identifies the Group's two service lines as its operating segments based on its products and services. These operating segments are monitored by the Group's chief operating decision maker and strategic decisions are made on the basis of adjusted segment operating results.

The activities undertaken under Technology Services and Solutions is involved in providing product design, engineering, research and development services.

Under the Strategic technology solutions segment, integration services are provided for defence & offsets business. It includes partnering with major original equipment manufacturers (OEM's) in the areas of strategic electronics, avionics, radar data processing and electronic warfare etc.

The Group Chief Financial Officer is the Chief Operating Decision Maker (CODM) and monitor the results of the operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Performance is internally assessed and evaluated based on the segment revenues and segment profits. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Segment information for the reporting period is as follows:

A. Segment revenues and profits

	Year ended 31 March 2025		Year ended 31 March 2024	
	Technology Services and Solutions	Strategic technology solutions	Technology Services and Solutions	Strategic technology solutions
Revenue				
From external customers	72,781.84	30,290.53	69,718.27	25,793.78
Less: Inter-segment revenue	-	-	-	-
Segment revenues	**72,781.84**	**30,290.53**	**69,718.27**	**25,793.78**
Expenses				
Cost of raw material and components consumed	3,160.11	18,180.51	3,916.42	14,633.28
Employee benefits expense	46,386.00	5,255.66	44,613.73	5,401.00
Depreciation and amortisation	2,615.61	78.99	2,053.10	94.86
Segment profit	7,210.17	4,340.52	7,910.08	3,583.90

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Reconciliations to amounts reflected in the financial statements

	Year ended 31 March 2025	Year ended 31 March 2024
Reconciliation of profit		
Segment profit	**11,550.69**	**11,493.98**
Share in net loss of associate	(2.37)	(0.30)
Exceptional items, net (refer note 32)	(385.87)	-
Finance costs	(3,229.70)	(5,636.79)
Other unallocable expenditure	(1,266.08)	(1,548.51)
Other income	2,084.90	993.73
Profit before tax	**8,751.57**	**5,302.11**

B. Segment assets and liabilities

	As at 31 March 2025		As at 31 March 2024	
	Technology Services and Solutions	Strategic technology solutions	Technology Services and Solutions	Strategic technology solutions
Segment assets	51,663.30	38,217.89	57,804.53	34,599.24
Segment liabilities	22,190.20	21,240.79	24,027.89	27,203.65

B1 Reconciliation of segment assets

	As at 31 March 2025	As at 31 March 2024
Total reportable segment assets	89,881.19	92,403.77
Unallocable assets	22,830.09	21,507.07
Total Assets	**112,711.28**	**113,910.84**

B2. Reconciliation of segment liabilities

	As at 31 March 2025	As at 31 March 2024
Total reportable segment liabilities	43,430.99	51,231.54
Unallocable liabilities	3,701.35	3,503.12
Total Liabilities	**47,132.34**	**54,734.66**
Other disclosures		
Capital expenditure	3,590.95	8,227.85

C. The Group's revenues from external customers are divided into the following geographical areas:

	As at 31 March 2025	As at 31 March 2024
India (country of domicile)	37,398.49	30,064.58
Outside India	65,531.86	65,158.15
	1,02,930.35	**95,222.73**

Revenues from external customers in the Group's domicile, India, as well as outside India have been identified on the basis of the customer's geographical location.

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D The Group's non-current assets are divided into the following geographical areas:

	As at 31 March 2025	As at 31 March 2024
India (country of domicile)	36,547.94	39,537.57
Outside India	6,867.00	4,222.14
	43,414.94	**43,759.71**

Non current assets of the Group are used interchangeably amongst geographical segments and are not allocable to any of the geographical segments. Assets have been therefore identified on the basis of their geographic location and not on the basis of usage.

Reportable assets for the purpose of this note constitute non-current assets other than financial assets and deferred tax assets.

No customer individually accounted for more than 10% of the revenues for the year ended 31 March 2025 and 31 March 2024, respectively.

43. Share-based payments

The Group has the following Employees stock option schemes outstanding as at 31 March 2025:

AXISCADES Employee Stock Option Plan- Series 1 & AXISCADES Employee Stock Option Plan- Series 2

The Company has two ESOP schemes titled "AXISCADES Employee Stock Option Plan- Series 1" and "AXISCADES Employee Stock Option Plan- Series 2" under which option to subscribe for the Company's shares can be granted to certain executive and senior employees.

The fair value of the options granted is estimated using Black-Scholes model of pricing, taking into account the terms and conditions upon which the share options were granted.

The share options can be exercised up to eight years from the grant date. There are no cash settlement alternatives. The Company accounts for the Scheme as an equity-settled plan.

	Year ended 31 March 2025	Year ended 31 March 2024
Total (reversal)/ expense, net arising from share-based payment transactions	(1,504.82)	546.68

* Due to non-fulfilment of certain vesting conditions, the Group has reversed the share based payments to employees, net of ₹ 1,504.82 lakhs.

Movements during the year

The following table summarises the number and weighted average exercise prices ('WAEP') of, and movements in, share options during the year

Particulars	31 March 2025		31 March 2024	
	Number*	WAEP (₹)	Number*	WAEP (₹)
Outstanding at 1 April	3,870,381	73.30	5,014,394	68.48
Granted during the year	-	-	-	-
Forfeited during the year	(3,176,096)	75.54	(718,381)	51.20
Exercised during the year	(549,449)	61.65	(425,632)	52.27
Expired during the year	-	-	-	-
Outstanding at 31 March	**144,836**	**68.39**	**3,870,381**	**73.30**
Exercisable at 31 March	69,835	52.13	701,097	51.36

* full figures

The weighted average remaining contractual life for the share options outstanding as at 31 March 2025 was 3.88 years (31 March 2024: 5.58 years)

No options were granted during the year ended 31 March 2025 and 31 March 2024.

The range of exercise prices for options outstanding at the end of the year was ₹ 51.20 to ₹ 83.52 (31 March 2024: ₹ 51.20 to ₹ 83.52).

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Details of share options exercised during the year ended 31 March 2025 and 31 March 2024:

No of options exercised	Year	Exercise date	Share price (₹) at exercise date
2,100	2024-25	07 March 2025	815.65
50,692	2024-25	21 February 2025	751.35
89,511	2024-25	29 November 2024	443.70
116,205	2024-25	07 November 2024	517.15
104,000	2024-25	17 September 2024	550.60
186,941	2024-25	06 September 2024	569.55
24,470	2023-24	29 March 2024	553.15
143,491	2023-24	13 March 2024	504.80
257,671	2023-24	17 August 2023	576.05

44. Significant accounting judgements, estimates and assumptions

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

Other disclosures relating to the Group's exposure to risks and uncertainties includes:

- Capital management Note 37
- Financial risk management objectives and policies Note 40
- Sensitivity analyses disclosures Notes 40 and 41

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Recognition of deferred tax assets

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 carried forward tax loss can be utilised. In addition, significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial 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.

Evaluation of indicators for impairment of non-financial assets (including investments in subsidiaries)

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next four to five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to assessing the carrying value of goodwill and other intangibles with indefinite useful lives recognised by the Group.

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 other financial assets.

Provision for expected credit losses of trade receivables and financial assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate

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the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 40.

Estimating the fair vale of share-based payments

For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses Black Sholes model valuation for executives and senior management employees. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 43.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 41.

Fair value measurement of financial instruments

When the fair values 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 DCF 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. See note 39 for further disclosures.

Contingent consideration, resulting from business combinations, is valued at fair value at the acquisition date as part of the business combination. When the contingent consideration meets the definition of a financial liability, it is subsequently remeasured to fair value at each reporting date. The determination of the fair value is based on discounted cash flows. The key assumptions take into consideration the probability of meeting each performance target and the discount factor. (see note 46 for details)

Intangible asset under development

The Group capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. At 31 March 2025, the carrying amount of capitalised intangible asset under development was ₹ 821.43 lakhs (March 31, 2024: Nil).

Useful lives and residual values of property, plant and equipment and intangible assets

The Management reviews the estimated residual values and expected useful lives of assets at least annually. In particular, the Group considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values. Furthermore, the Group considers climate-related matters, including physical and transition risks. Specifically, the Group determines whether climate-related legislation and regulations might impact either the useful life or residual values.

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to

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borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Decommissioning liability

The estimated valuation of decommissioning liability are based on management's historical experience and best estimate of restoring the premises on lease in its original condition. Assumptions and judgments made by management when assessing an decommissioning liability include i) the existence of a legal obligation; ii) estimated probabilities, amounts, and timing of settlements; iii) the credit-adjusted risk-free rate to be used.

45. Statutory group information

The entities consolidated in the consolidated financial statements are listed below:

(All amounts in ₹ lakhs, unless otherwise stated)

Sl. No	Name of the entity	Country of incorporation	Relationship as at 31 March 2025	Percentage of effective ownership interest held (directly and indirectly) as at		Net assets, i.e. total assets minus total liabilities				Share in profit or loss				Share in other comprehensive income				Share in total comprehensive income			
				31 March 2025	31 March 2024	31 March 2025		31 March 2024		31 March 2025		31 March 2024		31 March 2025		31 March 2024		31 March 2025		31 March 2024	
						As a % of consolidated net assets	₹ in lakhs	As a % of consolidated net assets	₹ in lakhs	As a % of comprehensive income	₹ in lakhs	As a % of comprehensive income	₹ in lakhs	As a % of other comprehensive income	₹ in lakhs	As a % of other comprehensive income	₹ in lakhs	As a % of total comprehensive income	₹ in lakhs	As a % of total comprehensive income	₹ in lakhs
	A. Parent																				
	AXISCADES Technologies Limited	India	Holding Company			59.84%	39,244.79	61.92%	36,640.33	53.92%	4,059.41	-11.88%	(396.81)	75.61%	(246.17)	-27.71%	(37.77)	52.94%	3,813.24	-12.50%	(434.58)
	B. Subsidiaries																				
1	AXISCADES, Inc.	USA	Subsidiary	100%	100%	5.81%	3,810.53	7.55%	4,465.37	-2.98%	(224.06)	-8.72%	(291.45)	0.00%	-	0.00%	-	-3.11%	(224.06)	-8.38%	(291.45)
2	AXISCADES UK Limited	United Kingdom	Step down subsidiary	100%	100%	2.50%	1,641.51	1.50%	885.15	9.22%	694.20	5.88%	196.29	0.00%	-	0.00%	-	9.64%	694.20	5.64%	196.29
3	AXISCADES Technology Canada Inc.	Canada	Subsidiary	100%	100%	6.23%	4,083.55	6.37%	3,770.74	5.77%	434.10	6.74%	225.06	0.00%	-	0.00%	-	6.03%	434.10	6.47%	225.06
4	AXISCADES GmbH	Germany	Subsidiary	100%	100%	-1.83%	(1,202.45)	0.90%	535.21	-22.86%	(1,720.64)	14.63%	488.66	0.00%	-	0.00%	-	-23.89%	(1,720.64)	14.05%	488.66
5	Axis Mechanical Engineering Design Co. (Wuxi) Ltd.	China	Subsidiary	100%	100%	-0.22%	(142.97)	-0.23%	(138.81)	-0.02%	(1.29)	-1.15%	(38.55)	0.00%	-	0.00%	-	-0.02%	(1.29)	-1.11%	(38.55)
6	Cades Studec Technologies (India) Private Limited	India	Subsidiary	76%	76%	4.28%	2,807.12	4.51%	2,668.47	1.47%	110.31	5.46%	182.35	1.51%	(4.93)	-1.98%	(2.70)	1.46%	105.38	5.17%	179.66
7	Epcogen Private Limited	India	Subsidiary	100%	100%	1.11%	728.14	1.29%	763.09	-0.48%	(35.77)	10.15%	339.17	-0.25%	0.81	0.00%	-	-0.49%	(34.96)	9.75%	339.17
8	Add-solution GmbH	Germany	Step down subsidiary	100%	94%	0.36%	234.25	2.32%	1,374.83	-15.33%	(1,153.89)	1.28%	42.81	0.00%	-	0.00%	-	-16.02%	(1,153.89)	1.23%	42.81
9	AXISCADES Aerospace & Technologies Private Limited	India	Subsidiary	100%	100%	23.32%	15,292.61	25.63%	15,169.57	1.63%	122.68	12.14%	405.48	-0.12%	0.38	-0.70%	(0.96)	1.71%	123.06	11.63%	404.52
10	AXISCADES Aerospace Infrastructure Private Limited	India	Step down subsidiary	100%	100%	11.32%	7,426.33	12.73%	7,533.02	-1.42%	(106.69)	-3.00%	(100.33)	0.00%	-	0.00%	-	-1.48%	(106.69)	-2.89%	(100.33)
11	Enertec Controls Limited	India	Step down subsidiary	100%	100%	5.58%	3,656.05	6.12%	3,621.35	0.46%	34.70	1.18%	39.59	0.00%	-	0.00%	-	0.48%	34.70	1.14%	39.59

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Sl. No	Name of the entity	Country of incorporation	Relationship as at 31 March 2025	Percentage of effective ownership interest held (directly and indirectly) as at		Net assets, i.e. total assets minus total liabilities				Share in profit or loss				Share in other comprehensive income				Share in total comprehensive income			
				31 March 2025		31 March 2025		31 March 2024		31 March 2025		31 March 2024		31 March 2025		31 March 2024		31 March 2025		31 March 2024	
				31 March 2025	31 March 2024	As a % of consolidated net assets	₹ in lakhs	As a % of consolidated net assets	₹ in lakhs	As a % of comprehensive income	₹ in lakhs	As a % of comprehensive income	₹ in lakhs	As a % of other comprehensive income	₹ in lakhs	As a % of other comprehensive income	₹ in lakhs	As a % of total comprehensive income	₹ in lakhs	As a % of total comprehensive income	₹ in lakhs
12	Mistral Solutions Private Limited	India	Step down subsidiary	100%	100%	39.70%	26,035.76	35.59%	21,061.19	66.96%	5,041.17	117.95%	3,940.60	20.45%	(66.60)	-10.23%	(13.94)	69.06%	4,974.57	112.92%	3,926.67
13	Mistral Technologies Private Limited	India	Step down subsidiary	100%	100%	1.47%	964.57	1.50%	886.61	1.04%	78.65	2.11%	70.42	0.21%	(0.70)	-0.37%	(0.51)	1.08%	77.95	2.01%	69.91
14	Mistral Solutions Inc.	USA	Step down subsidiary	100%	100%	1.94%	1,274.59	2.01%	1,191.46	0.71%	53.45	7.38%	246.63	0.00%	-	0.00%	-	0.74%	53.45	7.05%	245.09
15	Explosoft Tech Solutions Private Limited	India	Subsidiary	100%	100%	3.53%	2,314.94	3.93%	2,323.84	-0.12%	(8.90)	-0.54%	(18.10)	0.00%	-	0.00%	-	-0.12%	(8.90)	-0.52%	(18.10)
16	Aero Electronics Private Limited (refer note 6)	India	Associate	51%	74%	0.00%	-	0.00%	-	-0.03%	(2.37)	-	-	-	-	0.00%	-	-0.03%	(2.37)	-0.01%	(0.30)
	Translation adjustment					0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Total					**164.95%**	**108,169.32**	**173.64%**	**102,751.42**	**97.96%**	**7,375.06**	**159.59%**	**5,331.81**	**97.42%**	**(317.21)**	**-40.99%**	**(55.88)**	**97.99%**	**7,057.85**	**151.67%**	**5,274.12**
	C. Minority Interest																				
	Cades Studec Technologies (India) Private Limited	India	Subsidiary	24%	24%	-1.03%	(673.71)	-1.07%	(635.93)	0.46%	34.72	1.72%	57.59	0.48%	(1.56)	-0.63%	(0.86)	0.46%	33.16	1.63%	56.73
	Add-solution GmbH (refer note 20)	Germany	Subsidiary	0%	6%	0.00%	-	0.00%	-	0.00%	-	0.08%	2.57	0.00%	-	0.00%	-	0.00%	-	0.07%	2.57
	Instruments entirely equity in nature related to NCI in MSPL					0.00%	-	-0.01%	(4.14)	0.00%		0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Adjustment arising out of Consolidation					-63.92%	(41,916.67)	-72.55%	(42,935.16)	1.58%	118.62	-61.39%	(2,051.03)	2.10%	(6.83)	141.62%	193.05	1.55%	111.79	-53.38%	(1,856.17)
	Consolidated net assets/ Total comprehensive income					**100.00%**	**65,578.94**	**100.00%**	**59,176.18**	**100.00%**	**7,528.40**	**100.00%**	**3,340.94**	**100.00%**	**(325.60)**	**100.00%**	**136.31**	**100.00%**	**7,202.80**	**100.00%**	**3,477.25**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

46 Business Combination

There are no business combinations during the year ended 31 March 2025

Acquisitions during the previous year ended 31 March 2024

(i) Acquisition of Add Solution GmbH ('Add Solution')

The Group had acquired Add Solution GmbH through its subsidiary, AXISCADES GmbH. Add Solution is a company based out of Wolfsburg, Germany which is engaged in automotive design and development. They are engaged in services such as wiring systems, testing and automation for global automotive OEMs. On 16 June 2023, AXISCADES GmbH has entered into a Share Purchase Agreement ("SPA") with Add Solution and the Selling Shareholders of Add Solution to acquire 100% paid-up share capital of Add Solution in the following manner:

- Purchase consideration for acquisition of 94% shareholding of Add Solution in the following manner:
- Tranche I: Fixed purchase consideration of ₹ 4,556.29 lakhs (EUR 5.0 million)
- Tranche II purchase consideration will be determined based on 40% of EBITDA of Add Solution for the period between 1 July 2023 to 31 December 2024. Maximum amount of Tranche II consideration should be less than or equal to ₹ 453.17 lakhs (EUR 0.5 million).

All ancillary rights relating to 94% of the shares of Add Solution are transferred with the rights to participate in the profits.

- Put and call option to purchase remaining 6% of the shareholding in two tranches for a period from 1 July 2023 to 31 December 2025:
- Tranche I purchase consideration will be determined based on 40% of EBITDA of Add Solution for the period between 1 July 2023 to 31 December 2024.
- Tranche II purchase consideration will be determined based on 40% of EBITDA of Add Solution for the period between 1 July 2025 to 31 December 2025.

Purchase consideration payable for both Tranche I and Tranche II together should not exceed ₹ 752.27 lakhs (EUR 0.83 million).

The Group had used services of an external independent expert to carry out a detailed Purchase Price Allocation ("PPA") of the purchase consideration paid/payable to the shareholders of Add Solution. Based on such PPA, the fair value of the identifiable net assets arising from the transaction are as follows:

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Add Solution as at the date of acquisition were:

	Fair Value recognized on acquisition
Assets	
Non-current assets	
Property, plant and equipment (refer note 3)	952.25
Right-of-use assets (refer note 35)	3,524.15
Intangible assets (refer note 5)	961.85
	5,438.25
Current assets	
Financial assets	
Trade receivables	1,241.69
Cash and cash equivalent	1,531.93
Other financial assets	5.54
Other current assets	76.63
	2,855.79

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Fair Value recognized on acquisition
Liabilities	
Non-current liabilities	
Financial liabilities	
Lease liabilities (refer note 35)	3,364.00
Deferred tax liabilities	419.28
	3,783.28
Current liabilities	
Financial liabilities	
Borrowings	84.57
Lease liabilities (refer note 35)	160.15
Trade payables	448.12
Provisions	137.23
Other current liabilities	154.42
	984.49
Total identifiable net assets at fair value	3,526.27
Goodwill arising on acquisition (refer note 4)	2,039.20
Purchase consideration	**5,565.47**

The deferred tax liability mainly comprises the tax effect of the temporary differences on account of Business combination.

The Group acquired this business to bring synergies from the business operation of Add Solution and accordingly concluded this transaction as a business combination as per Ind AS 103. The goodwill of ₹ 2,039.20 lakhs comprises the value of expected synergies arising from the acquisition. Goodwill is allocated entirely to the Add Solution GmbH CGU. None of the goodwill recognised is expected to be deductible for income tax purposes.

Other intangible assets include customer contract and order backlog acquired through business combinations having useful life of 10 years and 2 years, respectively.

From the date of acquisition upto 31 March 2024, Add Solution had contributed ₹ 4,441.54 lakhs of revenue and ₹ 42.81 lakhs to the net profit of the Group. If the combination had taken place at the beginning of the year ended 31 March 2024, revenue contribution for the Group would have been ₹ 6,978.26 lakhs and net profit contribution for the Group would have been ₹ 130.76 lakhs.

Purchase consideration at the date of acquisition	
Fixed purchase consideration	4,531.77
Financial liability	640.01
Contingent consideration payable	393.69
Total consideration	**5,565.47**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Analysis of cash flows on acquisition	
Net cash acquired with the subsidiary (included in cash flow from investing activities)	1,531.93
Purchase consideration paid including effect on foreign exchange rates	(4,556.29)
Net cashflows on acquisition	**(3,024.36)**
As at the acquisition date, the fair value of the purchase consideration payable is ₹ 1,033.70 lakhs.	
Significant unobservable valuation inputs are provided below:	
Assumed probability-adjusted EBITDA of Add Solution for the payout period	2,576.90
Discount rate	10.30%
Significant increase/ (decrease) in the EBITDA of Add Solution would result in higher/ (lower) fair value of the contingent consideration liability, while significant increase/ (decrease) in the discount rate would result in lower/ (higher) fair value of the liability.	

(ii) Epcogen Private Limited ('Epcogen')

During the year ended 31 March 2024, the Company acquired 99.99% of shares of Epcogen Private Limited ('Epcogen'), which is engaged in the business of providing engineering design and solutions to the energy sector, for a purchase consideration comprising of:

- fixed consideration of ₹ 2,625 lakhs paid in the month of December 2023; and
- an additional variable consideration to be determined based on incremental EBIDTA of Epcogen from base year 2022-2023 for the next three years from FY 24 to FY 26, not exceeding ₹ 700 lakhs.

The Company had used services of an external independent expert to carry out a detailed Purchase Price Allocation ("PPA") of the purchase consideration paid/payable to the shareholders of Epcogen. Based on such PPA, the fair value of the identifiable net assets arising from the transaction are as follows:

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Add Solution as at the date of acquisition were:

	Fair Value recognized on acquisition
Assets	
Non-current assets	
Property, plant and equipment (refer note 3)	28.70
Right-of-use assets (refer note 35)	177.38
Financial assets	48.94
	255.02
Current assets	
Financial assets	
Trade receivables	224.82
Cash and cash equivalent	134.77
Other financial assets	65.00
Other current assets	126.67
	551.26

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Fair Value recognized on acquisition
Liabilities	
Non-current liabilities	
Financial liabilities	
Lease liabilities (refer note 35)	103.32
	103.32
Current liabilities	
Financial liabilities	
Lease liabilities (refer note 35)	74.07
Trade payables	35.68
Provisions	28.62
Other current liabilities	134.81
	273.18
Total identifiable net assets at fair value	**429.78**
Goodwill arising on acquisition	2,784.22
Purchase consideration	**3,214.00**

The Group acquired this business to bring synergies from the business operation of Epcogen and accordingly concluded this transaction as a business combination as per Ind AS 103. The goodwill of ₹ 2,784.22 lakhs comprises the value of expected synergies arising from the acquisition. Goodwill is allocated entirely to the Epcogen CGU. None of the goodwill recognised is expected to be deductible for income tax purposes.

From the date of acquisition upto 31 March 2025, Epcogen has contributed ₹ 1,121.04 lakhs of revenue and ₹ 339.17 lakhs to the net profit of the Group. If the combination had taken place at the beginning of the year 31 March 2024, revenue contribution would for the Group have been ₹ 2,427.62 lakhs and the net profit contribution for the Group would have been ₹ 407.70 lakhs.

Purchase consideration	
Fixed Purchase consideration	2,625.00
Contingent consideration payable	700.00
Total purchase consideration	**3,325.00**
Analysis of cashflow on acquisition	
Purchase consideration paid	2,625.00
As at the acquisition date, the fair value of the purchase consideration payable is ₹ 589.00 lakhs.	
Significant unobservable valuation inputs are provided below:	
Assumed probability-adjusted EBITDA of Epcogen for the payout period	1219.00
Discount rate	24.10%

Significant increase/ (decrease) in the EBITDA of Epcogen would result in higher/ (lower) fair value of the contingent consideration liability, while significant increase/ (decrease) in the discount rate would result in lower/ (higher) fair value of the liability.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

47 Assets classified as held for sale

In the Board meeting held on 27 March 2024, the Board of Directors had approved the sale of Leasehold land and Office building situated at D-30, Sector-3, Noida, Uttar Pradesh. The Company had entered into an agreement to sell the aforesaid property and the transfer was expected within next 12 months and accordingly the assets were grouped under "Assets held for sale" in the year ended 31 March 2024. During the year ended 31 March 2025, the aforesaid property is sold and gain of ₹ 659.19 lakhs on sale of leasehold land and office building is recognised in other income in the Consolidated Statement of Profit or Loss.

	As at 31 March 2025	As at 31 March 2024
Property, plant and equipment (refer note 3)	-	112.52
Right-of-use asset (refer note 35)	-	717.66
	-	**830.18**

48. Issue of equity shares through QIP

During the previous year ended 31 March 2024, the Company allotted 3,323,262 Equity shares of ₹ 5 each at an issue price of ₹ 662 per equity share aggregating ₹ 21,999.99 lakhs through Qualified Institutional Placement (QIP) process to the Qualified Institutional Buyers. These equity shares were allotted on 15 January 2024 and rank pari-passu with existing equity shares.

		Year ended 31 March 2025	Year ended 31 March 2024
Unutilised QIP Proceeds as at April 1		8,345.58	**-**
Gross proceeds raised through issue of equity shares		-	21,999.99
	(A)	8,345.58	21,999.99
Expenses related to the issue of equity shares through QIP:			
Recognised in equity		-	1,348.64
Expenses recorded in the consolidated statement of profit and loss		-	57.61
GST - recoverable from tax authorities		-	246.34
	(B)	**-**	**1,652.59**
Utilisation proceeds:			
Repayment/ pre-payment, in full or in part, of certain outstanding borrowings availed by the Company		3,845.58	11,999.90
General corporate purposes		2,500.00	1.92
	(C)	**6,345.58**	**12,001.82**
Unutilised QIP Proceeds	(A)-(B)-(C)	**2,000.00**	**8,345.58**

Unutilised QIP Proceeds as at 31 March 2025 and 31 March 2024 are available as

a) Fixed deposits with monitoring agency amounting to ₹ 2,000.00 lakhs (31 March 2024: ₹ 8,345.26 lakhs)

b) Bank balances in monitoring agency account is Nil (31 March 2024: ₹ 1.17 lakhs includes interest received of ₹ 0.85 lakhs on fixed deposits redeemed) (refer note 14)

c) Maximum amount of idle/surplus funds invested during the year was ₹ 8,345.58 lakhs (31 March 2024: ₹ 19,151.20 lakhs)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

49

(a) Maintenance of books of accounts

The Group maintains proper books of accounts electronically as required by law, except that:

(i) in case of one subsidiary where the back-up of books of account and other books and papers maintained in electronic mode was not kept in servers physically located in India on a daily basis from 1 April 2024 to 19 June 2024; and

(ii) in case of another subsidiary where the subsidiary maintained a log of daily backup of books of accounts which was retained for a cyclic period of 180 days at any point of time and management is further taking necessary steps to ensure maintaining evidence of such daily backup logs on daily basis.

(b) Reporting on audit trail

The Holding Company, subsidiaries and its associate which are companies incorporated in India and whose financial statements have been audited under the Companies Act, 2013 have complied with the requirements of audit trail except that:

(i) in case of holding company, audit trail feature is not enabled for the changes made to the master data from 1 April 2024 to 31 May 2024 and for the direct changes made to data using certain access rights for Holding company and one subsidiary; and

(ii) in case of one subsidiary, audit trail (edit log) facility for inventory management system was not enabled for all relevant transactions recorded throughout the year and in case of another subsidiary audit trail (edit log) facility for inventory management system was not enabled at an application level for the period 1 April 2024 to 22 March 2025 and audit trail was not enabled throughout the year at the database level.

Further, the Holding Company and above referred subsidiaries and associate did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Holding Company and the above referred subsidiaries and associate as per the statutory requirements for record retention to the extent it was enabled and recorded in the prior year.

50. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. Certain sections of the Code came into effect on 3 May 2024. However, the final rules/interpretation have not yet been issued. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

51. Transfer pricing

Transfer Pricing regulations for computing the taxable income and expenditure from 'international transactions' between 'associated enterprises' on an 'arm's length' basis. These regulations, inter alia, also require the maintenance of prescribed documents and information including furnishing a report from an Accountant within due date of filing the Return of Income. The Group is in the process of updating the Transfer Pricing documentation for the financial year ended 31 March 2025 following a detailed transfer pricing study conducted for the financial year ended 31 March 2024. In the opinion of the Management, the same would not have an impact on these financial statements. Accordingly, these financial statements do not include the effect of the transfer pricing implications, if any.

52. Other Statutory information

(i) No proceedings have been initiated or are pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) The Group does not have any transactions with companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

(iii) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the year ended 31 March 2025 and 31 March 2024.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2025

(All amounts in ₹ lakhs, unless otherwise stated)

(v) The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(viii) The Group has not been declared wilful defaulter by any bank or financial institution or other lender.

53. Events after the reporting period

There are no events or transactions which have occurred since the balance sheet date which would have a material effect and require adjustments in the consolidated financial statements.

54. Standards notified but not yet effective

There are no standards that are notified and not yet effective as on the date.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number : 101049W/E300004

Sd/-
per Pradip Agarwal
Partner
Membership Number : 065537

Place : Bengaluru
Date : May 26, 2025

For and on behalf of the Board of Directors of
AXISCADES Technologies Limited
CIN NO : L72200KA1990PLC084435

Sd/-
Alfonso Martinez
Chief Executive Officer and Managing Director
DIN: 10902446

Place : Bengaluru
Date : May 26, 2025

Sd/-
Shashidhar SK
Group Chief Financial Officer

Place : Bengaluru
Date : May 26, 2025

Sd/-
Dr. Sampath Ravinarayanan
Chairman and Non - Executive Director
DIN : 00208793

Place : Bengaluru
Date : May 26, 2025

Sd/-
Sonal Dudani
Company Secretary
Membership No.: 40415

Place : Bengaluru
Date : May 26, 2025

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fifth (35th) Annual General Meeting (AGM) of the members of **AXISCADES Technologies Limited** will be held on Wednesday, September 24, 2025 at 11:30 AM (IST) by way of Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 Adoption of Audited Financial Statements (Standalone & Consolidated)

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2025, including the Audited Balance Sheet as on March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement, for the year ended on that date (including the consolidated financial statements) together with the report of the Board of Directors and Auditors thereon.

Item No. 2 Appointment of Director, Mr. Venkatraman Venkitachalam (DIN: 05008694), liable to retire by rotation

To appoint a Director in place of Mr. Venkatraman Venkitachalam (DIN: 05008694), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 To appoint Dr. Sampath Ravinarayanan as Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in compliance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof], and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Company be and is hereby accorded for the appointment of Dr. Sampath Ravinarayanan (DIN: 00208793) as Managing Director (designated as "Chairman") of the Company effective from August 23, 2025 and he shall hold office for a period of 5 years commencing from August 7, 2025 at a remuneration for period of three years from August 07, 2025 to August 06, 2028 not liable to retire by rotation as per the terms detailed herein below:

1) Basic Salary up to Rs.3,00,00,000/- per annum (Rupees Three Crores only)
2) Performance Linked Variable Pay of Rs. 3,00,00,000/- (Rupees Three Crores only)
3) Benefits & Retirals would be as per Company's HR Policies.
4) ESOPs: 15,90,000 options subject to achievement of performance parameters as determined by the Board.

(Details of vesting period, price and vesting criteria will be as per the Company's policy & procedures and as approved by the Board)

The annual increments will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be performance based, taking into account his individual and Company's performance and policies of the Company.

Such other allowances, perquisites, amenities, facilities, and benefits as per the Rules of the Company and as may be permitted and approved by the Board of Directors and shall be valued as per Income-Tax Act & Rules, as amended from time to time.

RESOLVED FURTHER THAT the terms and remuneration as stated above and in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during his term, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Dr. Sampath Ravinarayanan as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or revise the remuneration of Dr. Sampath Ravinarayanan, within the limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 4 To appoint M/s. BMP & Co. LLP, Company Secretaries as Secretarial Auditors of the Company

To consider and if thought fit, to pass the following resolution, 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') read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment M/s. BMP & Co. LLP Practicing Company Secretaries (Firm Registration No: L2017KR003200) as the Secretarial Auditors of

the Company for a term of five consecutive years commencing from Financial Year 2025-2026 till Financial Year 2029-2030, at such remuneration as may be mutually agreed upon between the Authorised Officials of the Company and the Secretarial Auditors and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT any of the Non-Independent Directors, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

Item No. 5 Approval for borrowing limits of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of the special resolution passed by the shareholders through Postal Ballot on December 15, 2024 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and subject to the approval of such authority, as may be required, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized and shall be deemed to have always been so authorized to raise and borrow for and on behalf of the Company, any sum or sums of money, from time to time, from such authorities or bodies corporate or banks or financial institutions or any other agency, either domestic or foreign, or the general public, by way obtaining loans, overdraft facilities, lines of credit, commercial papers, debentures, external commercial borrowings (loans/ bonds), bridge loans, term loans or any other loans in any other forms, whether secured or unsecured, notwithstanding that the sum or sums so borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the the paid-up capital of the Company and its free reserves and Securities Premium that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any point of time exceed the limit of Rs. 500 crores (Rupees Five Hundred Crores Only)."

Item No. 6 Approval for Creation of Charge on the Assets of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of the special resolution passed by the shareholders through Postal Ballot on December 15, 2024 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members be and is hereby accorded for the creation by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) of such mortgages, charges and hypothecations, as may be necessary on such assets of the Company, both present and future, in such a manner as the Board may direct, in favor of such authorities or bodies corporate or banks or financial institutions or any other agency, either domestic or foreign, or the general public, to secure rupee term loans, foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 500 crores (Rupees Five Hundred Crores only) with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements/Loan Agreements/ Debenture Trust Deeds, in any other form entered into or to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and the concerned lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorised by the Board, be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other, considered to be in the best interest of the Company."

By Order of the Board of Directors
For **AXISCADES Technologies Limited**

Sd/-
Sonal Dudani
Company Secretary & Compliance Officer

Place: Bengaluru
Date: August 22, 2025

Registered Office
Block C, 2nd Floor, Kirloskar Business Park,
Bengaluru-560024.
CIN: L72200KA1990PLC0084435,
e-mail: info@axiscades.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item no. 3:

The Board of Directors, at their meeting held on August 07, 2025, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Dr. Sampath Ravinarayanan as a Whole Time Director designated as "Executive Chairman" of the Company, for a period of five years commencing from August 07, 2025 till August 06, 2030, subject to approval of the Members. However, consequent to resignation of Mr. Alfonso Martinez Fernandez from the position of Chief Executive Officer & Managing Director with effect from August 22, 2025 and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company by way of Circular Resolution passed on August 22, 2025, approved re-designation of Dr. Sampath Ravinarayanan (DIN: 00208793) from "Chairman and Whole Time Director" to "Chairman and Managing Director", with effect from August 23, 2025. Further he shall hold office for a period of 5 years commencing from August 07, 2025 till August 06, 2030 as approved by the Board of Directors, at its meeting held on August 07, 2025. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Upon his appointment, Dr. Sampath Ravinarayanan would be considered as a Key Managerial Personnel ("KMP") pursuant to Section 203 of the Act. The Company has received from Dr. Sampath Ravinarayanan, his consent to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Dr. Sampath Ravinarayanan satisfies all the conditions set out in Part-I of Schedule V of the Act along with conditions set out under sub-section (3) of Section 196 of the Act for being eligible for this appointment. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I.**

Further, pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate / no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee.

During the financial year ended March 31, 2025, the profits of the Company may not be adequate due to reasons as specified under Schedule V and therefore the remuneration payable to the Managing Director may exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

The details of remuneration payable to Dr. Sampath Ravinarayanan as Chairman and Managing Director of the Company for a period of three years from August 07, 2025 to August 06, 2028 are as under:

1	Basic Salary	up to Rs. 3,00,00,000/- p.a.
2	Performance Linked Variable Pay	Rs. 3,00,00,000/-
3	ESOPs (subject to necessary approvals)	15,90,000 options subject to achievement of performance parameters as determined by the Board. (Details of vesting period, price and vesting criteria will be as per the Company's policy & procedures and as approved by the Board)
4	Perquisites (Benefits & Retirals)	As per Company's HR policies
The annual increment will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be performance based, taking into account his individual and Company's performance and policies of the Company.		
Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company and as may be permitted and approved by the Board of Directors and shall be valued as per Income-Tax Act & Rules, as amended from time to time.		

All performance-linked pay, variable pay, including any Employee Stock Option Plan (ESOP), shall accrue and be payable for each financial year, only as per the policies of the Company, in this regard, and only after the eligibility or performance criteria on quantitative and/or qualitative parameters or metrics, are determined and met, on a year on year basis, as evaluated and approved by the Nomination and Remuneration Committee or the Board of Directors of the Company, at their ultimate and sole discretion.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s), Dr. Sampath Ravinarayanan shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board from time to time. The remuneration payable to Dr. Sampath Ravinarayanan

shall be subject to the provisions of Section 197 and Schedule V to the Act, and necessary approvals.

Other terms of Appointment are mentioned as below:

i) His Employment Agreement (the "Agreement") shall be valid for a period of Five (5) years from the Effective Date (the "Term"). Any extension of his agreement beyond the initial Term shall be subject to mutual written consent of the Parties and the approval of the Board of Directors of the Company.

ii) The terms and conditions of the appointment of Dr. Sampath Ravinarayanan may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Dr. Sampath Ravinarayanan subject to such approvals as may be required.

iii) Subject to the provisions of the Agreement, the Parties agree that the employment of the Executive Employee by the Company is in full-time employment, at will, and may be terminated by either Party in accordance with the provisions of this Agreement. In the event of termination, the Executive Employee shall not be entitled to any benefits, damages, award or compensation, protections amount other than as expressly provided in this Agreement.

iv) The Agreement may be terminated during the Term upon the occurrence of any of the following events:

1. Termination for Good Cause: The Company shall be entitled to terminate this Agreement (and the employment of the Executive Employee) for Good Cause with immediate effect, with the understanding that the Executive Employee will not be entitled to any termination benefits in the event of such termination except payment of any compensation due but not previously paid to the Executive Employee through the date of termination. "Good Cause" shall include, without limitation, if the Executive Employee:

   (a) violates a Policy or applicable statutory and regulatory policies, enactments, rules or regulations; misappropriates any property of the Company; indulges in moral turpitude; carries out any dishonest or fraudulent conduct or act whether or not the same causes any actual harm or damage or loss to any Person including the Company; is guilty of misconduct while discharging the Executive Employee's Responsibilities or indulges in any act of commission or omission bringing disrepute or notoriety or adverse publicity to the Company; or in the Company's reasonable determination prevents or will prevent Executive Employee from fulfilling the Responsibilities or the Executive Employee's functions under this Agreement;

   (b) has submitted false and/or forged documents of qualification, made false representations and suppressed any material or relevant information required to be disclosed or is guilty of similar acts of dishonesty;

   (c) divulges or discloses, either directly or indirectly, any of the Confidential Information either by way of transfer, sale, theft, misappropriation, publication, misuse or wrongful or unauthorized use of the Confidential Information or otherwise;

   (d) involves in or affects misappropriation of funds of the Company or its Affiliates;

   (e) violates any Act or applicable law including any internal policy or regulation;

   (f) is convicted of a criminal offense;

   (g) willfully fails or refuses to perform the responsibilities on behalf of the Company which are consistent with the scope and nature of the Executive Employee's responsibilities, or otherwise to comply with a lawful directive or Policies of the Company;

   (h) improperly uses the Company's various communications systems i.e. email, telephones, network access, internet etc.;

   (i) commits any act prejudicial to the interest or reputation of the Company; or

   (j) breaches any of the terms, conditions, or stipulations of this Agreement; or

   (k) does any act which is illegal or not authorised by laws for time being in force or does any act which in the opinion of the Company is in conflict with the interest of the Company or causes prejudice and damage to the Company.

   It is expressly agreed that if the Company terminates the Executive Employee's employment at any time for Good Cause, or if the Executive Employee terminates the Executive Employee's employment, joins a competitor of Company or its Affiliates or engages in activities which are harmful to the Company, the Company's obligation to make any payment to the Executive Employee of whatsoever nature, including performance linked pay payments shall immediately end, notwithstanding any other provision of this Agreement.

2. Death; Disability: In the event of the Executive Employee's death or disability, the Executive Employee's employment with the Company shall be deemed terminated for Good Cause. For purposes of this Agreement, the Executive Employee will be deemed to have a "disability" if, for physical or mental reasons, the Executive Employee is unable

to perform the Executive Employee's Responsibilities under this Agreement for one-hundred eighty (180) days during any twelve (12) month period, as determined in accordance with this Clause. If any questions shall arise as to whether during any period the Executive Employee was disabled so as to be unable to perform the Executive Employee's Responsibilities due to physical or mental illness, the Executive Employee may, and at the request of the Company will, submit to the Company a certification in reasonable detail of a physician selected by the Executive Employee or the Executive Employee's guardian to whom the Company has no reasonable objection, as to whether the Executive Employee was so disabled. Such certification shall for the purposes of this Agreement be conclusive of the issue. If such question shall arise and the Executive Employee shall fail to submit such certification, it shall be conclusively presumed for purposes of this Agreement that the Executive Employee was not so disabled.

3. Termination by the Executive Employee: The Executive Employee may terminate his Agreement by providing ninety (90) days' prior written notice to the Company. In such an event, the Executive Employee shall be entitled to receive:

   - Remuneration accrued but not previously paid up until the last working day with the Company; and
   - Any performance-linked pay or variable pay, on a pro-rata basis, provided all agreed performance metrics as set forth in Schedule B have been achieved as of the last working day with the Company, subject to evaluation and approval by the Company.

4. Termination by the Company: The Company may terminate this Agreement without cause by providing ninety (90) days' prior written notice to the Executive Employee. In such an event, the Executive Employee shall be entitled to receive:

   - Remuneration accrued but not previously paid up until the last working day with the Company; and
   - Any performance-linked pay or variable pay, on a pro-rata basis, provided all agreed performance metrics as set forth in Schedule B have been achieved as of the last working day with the Company, subject to evaluation and approval by the Company. Notwithstanding anything to the contrary set forth herein, at any time on or after delivery of written notice of termination of the Executive Employee's employment hereunder, the Company may relieve the Executive Employee of all the Responsibilities hereunder.

iv) Consequences of Termination

1. Upon the termination of this Agreement under Clause (iii), the Executive Employee shall automatically cease to be a director of the Company or any of its Affiliates, and the Parties shall take all necessary steps required to effect the removal of the Executive Employee from the board of directors of the Company and its Affiliates with effect from such termination.
2. Upon termination, the Executive Employee also agrees to immediately deliver to the Company all of the Company and its Affiliates' Confidential Information retained or compiled in any device or the Company's property retained by the Executive Employee in relation to his responsibilities under this Agreement and concerning the business, finances or affairs of the Company or its Affiliates.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Copy of the agreement entered into between the Company and Dr. Sampath Ravinarayanan setting out the terms and conditions of the appointment will be available for inspection by the members at the registered office of the Company during normal business hours (9.00 AM to 5.00 PM) on any working day, upto and including the date of AGM.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure-II.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their shareholding in the Company and except Dr. Sampath Ravinarayanan to whom the resolutions relate, is in any way concerned or interested, financially or otherwise, in the resolutions set out in Item No. 3 of the Notice.

The Board recommends passing of the resolution set out in Item No. 3 of the Notice for approval of the members as Special Resolution

Item no. 4:

The Board at its meeting held on August 07, 2025 based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment M/s. BMP & Co. LLP Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: L2017KR003200) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. BMP & Co. LLP is a leading firm of practicing Company Secretaries who is into consulting and advisory services in the field of Corporate Laws, SEBI compliances, FEMA and other related areas.

BMP is a well-established firm of Practicing Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm specialises in Company Secretarial services. Having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings, Foreign Direct Investment and Overseas Direct Investment under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. BMP provides services across diverse sectors, including listed corporates, multinational companies, startups, venture capital firms, and esteemed law firms.

M/s. BMP & Co. LLP has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India and also, they confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The services to be rendered by M/S BMP & CO. LLP., as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed remuneration to be paid to M/S BMP & Co. LLP., for secretarial audit services for the Financial Year ending March 31, 2026, is Rs. 3,00,000 (Rupees Three Lakhs only) plus applicable taxes and out-of-pocket expenses and for subsequent year(s) of their term, such fee as may be mutually agreed between the Authorised Official of the Company in consultation with the Audit Committee and M/s. BMP & Co. LLP. Besides the secretarial audit services, the Company may also obtain certifications from them under various statutory regulations and certifications required by banks, statutory authorities and other audit related services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Authorised Official of the Company in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends passing of the resolutions as set out under Item No. 4 of the Notice for approval of the members as an ordinary resolution.

Item no. 5 & 6:

In terms of Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such debentures during the year.

The shareholders of the Company passed Special Resolution (in accordance with the provisions of Companies Act, 2013) through Postal Ballot on 15th December, 2024, authorized the Board of Directors / Committee, of the Company, to borrow sums in excess of paid-up share capital and free reserves but not at any time exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) and to create a charge on the assets of the company, where required, to secure the borrowing in favor of the lenders.

Considering the requirement of shareholder's approval once in a year for all the offers or invitations for issuance of debentures during the year, as prescribed, the Board recommends the resolution set out in Item no.5 & 6 of the accompanying Notice for the approval of the members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution except to the extent of their shareholding, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 and 6 of the Notice.

By Order of the Board of Directors
For **AXISCADES Technologies Limited**

Sd/-
Sonal Dudani
Company Secretary & Compliance Officer

Place: Bengaluru
Date: August 22, 2025

Registered Office
Block C, 2nd Floor, Kirloskar Business Park,
Bengaluru-560024.
CIN: L72200KA1990PLC0084435,
e-mail: info@axiscades.in

Annexure-I

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 35TH AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Venkatraman Venkitachalam	Dr. Sampath Ravinarayanan
DIN	05008694	00208793
Date of Birth and Age	08/09/1977 47 years	29/08/1959 65 years
Date of First Appointment on the Board	January 06, 2023	October 12, 2024
Qualifications	Chartered Financial Analyst, CFA Institute, USA Chartered Accountant, Institute of Chartered Accountants of India Cost & Management Accountant, Institute of Cost & Works Accountants of India Company Secretary, Institute of Company Secretaries of India Bachelor of Commerce, Mumbai University	BE in Electrical and Electronics
Relationship between Directors inter-se	Not related to any Directors or KMPs of the Company	Not related to any Directors or KMPs of the Company.
Experience & Expertise in specific functional areas/ brief resume	Holistic experience of more than 20 years - Over 16 years of experience in Business Strategy & Development, Project Financing, Mergers & Acquisitions and accounting and 4 years' experience in the Public sector. Worked on all stages of a Project Life Cycle: Opportunity identification, bid strategy, financial evaluation & Project Implementation. Involved in financing of numerous projects in roads, thermal power, hydro power, wind energy, solar power and real estate sectors both as lender & Borrower. Experience in Contract negotiations – Project contracts, Financing contracts and Consulting contracts. Experience in accounting, taxation and Corporate law compliances, and ERP initiatives.	Dr. Sampath Ravinarayanan is a pioneer and leader in the Indian aerospace and defence Industry. He served as CEO and Chairman of AXISCADES Technologies Limited until 2014. During his tenure he was instrumental in winning the Airbus Fuselage Development Centre contract and implementation of the same for first three years. He simultaneously started Axis Aerospace and Technology as a subsidiary. Highlight of his tenure was the successful implementation of Mirage2000 midlife extension in partnership with Thales International and MBDA, France. Prior to AXISCADES, he was a founding member of the Board of Airbus Engineering Private Limited. He also served as a Board Member of Indian Airlines Limited and Air India Limited from 1997 for a period of two years. As a result, Dr. Ravinarayanan has the distinction of serving the full 360° of the aerospace and defence sector: the Indian government, a foreign OEM, and an Indian

Name of Director	Mr. Venkatraman Venkitachalam	Dr. Sampath Ravinarayanan
		private-sector company. Also, he was Chairman of FICCI's Task Force on Aerospace and defence from 2008 to 2011. For his exemplary contribution to the Indian aerospace and defence industry, Dr. Ravinarayanan was conferred the Doctor of Philosophy degree honoris causa by National Institute of Technology, Kurukshetra, in 2020
Directorships held in other Public Companies (excluding Foreign Companies)	1 (Mistral Solutions Private Limited)	1 (Mistral Solutions Private Limited)
Names of listed entities from which the director has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	1	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	Nil	Nil
No. of Board Meetings attended during FY 2024-25	10	3
Terms and conditions of appointment / reappointment	-	As set out in the Explanatory Statement
Remuneration last drawn in financial year 2024-25	Except for sitting fees for attending the meetings of Board and Committee thereof and commission, no other remuneration was paid to Mr. Venkatraman Venkitachalam. Please refer to the "Corporate Governance Report", which is a part of this Annual Report.	Except for sitting fees for attending the meeting of Board and Committee thereof and commission, no other remuneration was paid to Dr. Sampath Ravinarayanan. Please refer to the "Corporate Governance Report", which is a part of this Annual Report.
Details of Remuneration sought to be paid	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law.	As set out in the Explanatory Statement

Annexure – II

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:

1. Nature of industry:

AXISCADES is a leading end to end engineering and technology solutions Company focusing on the engineering R&D segment. The Company brings expertise that caters to the digital, engineering, and smart manufacturing needs of leading global OEMs in aerospace, defence, heavy engineering, automotive, energy, semiconductor & medical equipment sectors. With decades of experience in enabling creation of innovative, sustainable, and safer products worldwide, AXISCADES delivers business value across the entire engineering lifecycle.

2. Date or expected date of commencement of commercial production:

The Company is in operation since 24 August 1990.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators:

Financial performance indicators of the Company for the year 2024-25 are as follows:

Particulars	Amount (Rs. In Lakhs)
Total Income	41,210.99
Profit/(loss) before tax	3,117.52
Profit/(loss) after tax	4,059.41

5. Foreign investments or collaborations, if any:

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through the secondary market. There is no foreign collaboration in the Company.

II. Information about the appointee:

1. Background details:

Please refer the Item No. 3 of the Explanatory Statement annexed to this Notice.

2. Past remuneration:

Please refer Annexure I of this Notice.

3. Recognition or awards:

Prior to AXISCADES, he was a founding member of the Board of Airbus Engineering Private Limited. He also served as a Board Member of Indian Airlines Limited and Air India Limited from 1997 for a period of two years.

As a result, Dr. Ravinarayanan has the distinction of serving the full 360° of the aerospace and defence sector: the Indian government, a foreign OEM, and an Indian private-sector company. Also, he was Chairman of FICCI's Task Force on Aerospace and defence from 2008 to 2011.

For his exemplary contribution to the Indian aerospace and defence industry, Dr. Ravinarayanan was conferred the Doctor of Philosophy degree honoris causa by National Institute of Technology, Kurukshetra, in 2020.

4. Job profile and his suitability:

As stated in the **Annexure I** of this Notice.

5. **Remuneration proposed**:

   As stated in the Explanatory Statement at Item No. 3 of this Notice.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

   The remuneration proposed to Dr. Sampath Ravinarayanan is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.

7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any**:

   Dr. Sampath Ravinarayanan has no pecuniary relationship with the Company or with any managerial personnel except the remuneration being approved by the members by way of this resolution.

III. Other Information:

Reasons for loss or inadequate profits during the financial year 2024-25:

- The company's performance was dragged by low margin businesses primarily in Heavy Engineering and Automotive businesses. This had largely resulted from macro issues such as global slowdown in automotive sector, customer strategy and re-prioritization of outcomes etc.
- The company incurred losses in Germany, on account of slowdown with large OEM customer, resulting in significant diversion of resources and efforts towards business development and sustenance.
- The company continued to invest a significant portion of financial resources towards digital team development and enhancement of competencies. These charges had a direct impact on profitability.

Steps taken or proposed to be taken for improvement:

- The company has now identified and cordoned off low margin businesses as Non Core. A strategic advisor has been appointed to assess the business and ascertain path to profitability.
- The company has ramped down its digital team and pivoted to new age AI solutions as part of its core business. This will result in significant reduction of staff costs.
- New order acquisition and execution are the topmost priorities focused on Defence, Aerospace and ESAI domains. The Company has outlined a visionary plan and charted path to $1B revenues in the next 5 years. Resources will be utilised for this single objective.

Expected Increase in Productivity and Profits in measurable terms:

- 300bps improvement in EBITDA in FY26.
- 20% growth in topline in FY26.
- As the company pivots to a product driven approach, the current revenue mix of 20:80 (product: service) will pivot to 80:20 resulting in significant improvement in revenue per employee.

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till September 30, 2025, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM.
3. Although, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/ herself, but since this meeting is being held through VC/OAVM under the framework of MCA circulars, where physical presence of members has been dispensed with, the facility of appointment of proxy will not be available, and hence the proxy form and attendance slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
5. The Institutional and Corporate Investors (i.e. other than individuals, HUF, NRI, etc.,) are encouraged to attend the AGM through VC by sending a scanned copy (PDF / JPG Format) of its Board / Governing body resolution / Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting. The said resolution / authorization may be sent to the Scrutinizer by email to info@bmpandco.com with a copy marked to einward.ris@kfintech.com.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT

6. In accordance with the MCA Circulars and SEBI Circulars:

   a) Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent to the Members and to all other persons so entitled in electronic mode only, whose email addresses has

been registered with the Company/ Depository Participants ('DPs')/ Depository/ KFIN. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form. Further, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink from where the Integrated Annual Report can be accessed on the Company's website.

b) Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below.

Procedure for Registration of Email ID and Mobile Number: Securities in physical mode

SEBI vide Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company.

It shall be mandatory for the security holders to provide mobile number, who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the Email ID and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

The Company, through KFIN, will send the Notice, Annual Report and the e-voting instructions along with the User ID and Password to the email address given by you.

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.

In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 309 4001.

7. The Notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, August 22, 2025.

8. The Notice of the AGM and the Annual Report for the financial year 2024-25 will be available on the website of the Company (www.axiscades.com), on the website of KFIN https://evoting.kfintech.com/public/Downloads.aspx (Annual Report) & https://evoting.kfintech.com/showallevents.aspx (Notice) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM

9. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.

10. Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live webcast:

    i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: https://emeetings.kfintech.com.

    ii) Enter the login credentials (i.e., User ID and password for e-voting provided by KFIN).

    iii) After logging in, click on "Video Conference" option.

    iv) Then click on camera icon appearing against AGM event of AXISCADES Technologies Limited to attend the AGM. Please do the echo test once you enter into the AGM room.

11. 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.

12. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the expiry of 15 minutes after conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.

13. The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user ID and password. On successful login, select 'Post Your Question' option which will be opened 9:00 A.M. (IST) on Saturday, September 20, 2025 and will end at 5:00 P.M. (IST) on Monday, September 22, 2025.

14. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to https://emeetings.kfintech.com and clicking on the 'Speaker Registration' option available on the screen after log in. The facility of 'Speaker Registration' will open at 9:00 A.M. (IST) on Saturday, September 20, 2025 and will end at 5:00 P.M. (IST) on Monday, September 22, 2025. Only those members who are registered will be allowed to express their views or ask questions.

    1) Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:

        (i) Click on the following URL: https://emeetings.kfintech.com

        (ii) Use e-voting User ID and Password, to register as a 'Speaker'.

        (iii) Only those Members holding shares either in physical form or in electronic form, as on the cutoff date of Wednesday, September 17, 2025, may register themselves as a 'Speaker' from 9:00 A.M. (IST) on Saturday, September 20, 2025 and will end at 5:00 P.M. (IST) on Monday, September 22, 2025. This will enable KFin to make requisite arrangements for the said Members to ask questions during the AGM through VC.

        (iv) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.

    2) Members who wish to post their queries may do so before the AGM, up to Monday, September 22, 2025 (5:00 P.M.) by following the instructions, as mentioned below:

        (i) Click on the following URL: https://emeetings.kfintech.com

        (ii) Use e-voting User ID and Password, to post queries.

15. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by sending an e-mail to the Company at secretary@axiscades.in and marking a copy to evoting@KFintech.com mentioning their name, DP ID-Client ID / Folio number on or before Wednesday, September 17, 2025 or they can post their questions from 9:00 A.M. (IST) on Saturday, September 20, 2025 and will end at 5:00 P.M. (IST) on Monday, September 22, 2025 by logging on to https://emeetings.kfintech.com. They can also upload their video by registering themselves as speaker by accessing the facility provided at https://emeetings.kfintech.com->speaker registration.

16. The maximum time limit of the video should be three minutes. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.

17. In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, members may call on toll free no.: 1800 309 4001 or send an e-mail at einward.ris@kfintech.com.

18. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

19. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at www.axiscades.com.

20. Institutional shareholders are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

21. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, Secretarial Standard on General Meetings (SS-2) and Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by listed entities, the Company is pleased to provide the facility of remote e-voting to its Members to cast their votes electronically, on the resolutions set forth in this Notice.

22. The Company has engaged the services of KFin as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting) before the AGM as well as during the AGM. The instructions for e-voting are given below:

    I. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities", e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/Depository Participants (DPs) in order to increase the efficiency of the voting process.

II. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

23. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.

24. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM but can't vote at the AGM.

25. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

26. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 A.M. (IST) on Sunday, September 21, 2025
End of remote e-voting	Upto 5.00 P.M. (IST) on Tuesday, September 23, 2025

27. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

28. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on Wednesday, September 17, 2025 ('cut-off date').

29. 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 only shall be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

30. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

31. The members who will be present in attending the AGM through VC / OAVM and have not already cast their vote(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING

32. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** i) Visit URL: https://eservices.nsdl.com ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services** i) To register click on link: https://eservices.nsdl.com. ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii) Proceed with completing the required fields. iv) Follow steps given in points 1. **3. Alternatively by directly accessing the e-Voting website of NSDL** i) Open URL: https://www.evoting.nsdl.com/ ii) Click on the icon "Login" which is available under 'Shareholder/Member' section. iii) A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. v) Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi/Easiest** i) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com ii) Click on New System Myeasi iii) Login with your registered user id and password. iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal. v) Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** i) Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) Follow the steps given in point 1. **3. Alternatively, by directly accessing the e-Voting website of CDSL** i) Visit URL: www.cdslindia.com ii) Provide your demat Account Number and PAN No. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv) After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.

Individual Shareholders login through their demat accounts / Website of Depository Participant	1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider –Kfin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.
Individual Shareholders login through NSDL Mobile App	Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. For technical issues, Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL, may contact as below:

NSDL	CDSL
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990 and 1800 224 430**	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022- 23058738 or 022-23058542-43**

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

a) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

   i. Launch internet browser by typing the URL: https://emeetings.kfintech.com/

   ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

   iii. After entering these details appropriately, click on "LOGIN".

   iv. You will now reach password change Menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

   v. You need to login again with the new credentials.

   vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'AXISCADES TECHNOLOGIES LIMITED" and click on "Submit"

   vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

   viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID - info@bmpandco.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "Corporate Name Even No."

b) Any person who becomes member of the Company after dispatch of the Notice of AGM and is holding shares as on the cut-off date i.e. September 17, 2025 may obtain the User ID and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWDIN12345612345678 Example for CDSL: MYEPWD1402345612345678 Example for Physical: MYEPWD XXXX1234567890.

If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of https://evoting.kfintech.com/common/passwordoptions.aspx

b) the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

c) Member may Call KFin's Toll free number 1800 309 4001.

d) Member may send an e-mail request to evoting@kfintech.com.

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

33. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

34. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFin website (https://evoting.kfintech.com/public/Faq.aspx). In case of any other queries/ grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale, an official of KFin, at telephone number: 040-67162222 or the toll free number 1800-309- 4001 or at email: evoting@kfintech.com.

35. The Board of Directors has appointed Mr. Pramod S. M. (FCS: 7834 and COP: 13784) or in his absence Mr. Biswajit Ghosh (FCS: 8750 and COP: 8239), Partners of of M/s. BMP & Co. LLP, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

36. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The Chairman or the authorized person shall declare the results within the time stipulated under the applicable laws. The results declared shall be available on the website of the Company (www.axiscades.com) and on the website of KFIN (https://evoting.kfintech.com). The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

37. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and all the documents referred to in the Notice and explanatory statement, including certificate from the Secretarial Auditors under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the members from the date of circulation of this Notice up to the date of AGM i.e. Wednesday, September 24, 2025 Members seeking to inspect such documents can send an email to secretary@axiscades.in.

OTHER INFORMATION:

38. Information regarding particulars of the Directors to be appointed/re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies. The committee chairmanships/ memberships considered for the purpose of disclosure are those prescribed under Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.

39. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.

40. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFin. Members whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.

41. Non-Resident Indian shareholders are requested to inform about the following to the Company or KFin or the concerned DP, as the case may be, immediately of:

    a) The change in the residential status on return to India for permanent settlement;

    b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.

42. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFin enclosing their share certificates to consolidate their holding into one folio.

43. Members may contact the Company or KFin for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

AXISCADES Technologies Limited
Sonal Dudani
Company Secretary & Compliance Officer
secretary@axiscades.in

KFin Technologies Limited
Selenium Tower B, Plot Nos. 31 & 32,
Financial District, Nanakramguda, Gachibowli,
Hyderabad, Telangana - 500032
Toll Free No.1800 309 4001
Email: einward.ris@kfintech.com
Contact Person:
Shri S R Ramesh,
Deputy Vice President (RIS)

Notes

Notes

AXISCADES Technologies Limited
(formerly AXISCADES Engineering Technologies Limited)

Kirloskar Business Park,
Block 'C', 2nd Floor, Hebbal,
Bengaluru - 560 024, India.

Tel: +91 80 4193 9000
Fax: +91 80 4193 9099
www.axiscades.com