NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the members of Manipal Payment and Identity Solutions Limited, will be held, at a shorter notice, on Friday, September 20, 2024 at 11:00 a.m. (IST), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, the following resolutions an **Ordinary Resolution**:

   "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Re-appointment of Mr. Prabhakara D. Kamath (DIN: 00935434), who retires by rotation as a NonExecutive Director and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Prabhakara D. Kamath (DIN: 00935434), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Director of the Company."

3. Appointment of M/s Manian & Rao, Chartered Accountants as the Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Manian & Rao, Chartered Accountants (Firm Registration No. 001983S) be are hereby appointed as the Statutory Auditors of the Company to hold office of 5 (five) consecutive years from conclusion of the 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company, to be held for the financial year 2028-29, at such remuneration as may be determined by the Board of Directors."

Manipal Payment and Identity Solutions Limited
(Formerly known as MCT Cards & Technology Limited)
Regd. Office: Udayavani Building, Press Corner, Manipal - 576 104, Karnataka, India.
CIN: U72900KA2008PLC045316
+91 820 220 5000, +91 820 427 5000
info@mpimanipal.com mpimanipal.com

SPECIAL BUSINESS:

4. To approve material related party transaction limits with Manipal Technologies Limited and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or reenactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with Manipal Technologies Limited ("MTL" or the "holding company") a related party of the Company, for an amount not exceeding INR 190 (Indian Rupees One Hundred and Ninety Crores Only) per financial year, for the period of three (3) financial years, commencing from the financial year 2024-25 up to and including the financial year 2027-28, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

   RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertakings as may be necessary in this regard from time to time to give effect to this resolution."

5. Increase in limit of total shareholding of the Non-resident Indians (**"NRIs"**) and Overseas Citizens of India (**"OCIs"**) put together from 10% up to 24% of the paid-up equity share capital of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, as amended (**"FEMA"**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the Consolidated FDI Policy Circular of 2020, as amended, the Companies Act, 2013, and the rules made thereunder, each as amended (collectively referred to as the **"Companies Act"**) and subject to all applicable approvals, permissions and sanctions of and/or filings with the Reserve Bank of India, the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of such concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, consent of the Company be and is hereby accorded for increase in the aggregate limit of NRI and OCI investment on a repatriation basis in the equity shares of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 24% of the paid-up equity share capital of the Company on a fully-diluted basis, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully-diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including raising limit from 10% to aggregate limit upto 24% without requiring to secure any further consent or approval of the members of the Company".

By Order of the Board
For Manipal Payment and Identity Solutions Limited

H. M. Dattatri
Company Secretary
FCS 7799

Date: September 4, 2024
Place: Manipal

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 16TH ANNUAL GENERAL MEETING ["AGM"] IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF/HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. THE BLANK PROXY FORM IS ENCLOSED. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE AGM ARE REQUESTED TO SEND TO THE COMPANY A CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

3. MEMBERS/PROXIES SHOULD FILL IN THE ATTENDANCE SLIP FOR ATTENDING THE AGM. MEMBERS ARE REQUESTED TO BRING THEIR ATTENDANCE SLIP.

4. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed herewith.

5. Shareholders are required to intimate changes in their addresses, if any.

6. The Company is sending the AGM Notice in electronic form to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copy of the AGM Notice is being sent in the permitted mode.

7. Shareholders who have not registered their email address and in consequence could not receive the AGM Notice electronically may get their email address registered with the Company by sending a mail to dattatri.hm@manipalgroup.info. In case of any queries, shareholder may write to dattatri.hm@manipalgroup.info. Members also can send their questions/ queries prior to the date of the meeting by sending an email to mandar.godbole@manipalgroup.info. Please avoid any queries which are not relevant to the topic.

8. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with the Company to enable servicing of notices / documents / Annual Reports electronically to their email address.

9. Pursuant to Section 101 of the Companies Act, 2013, shareholders have to submit consent to hold the Annual General Meeting at a shorter notice. Format of consent for shorter notice is annexed herewith and forms a part of this notice. Shareholders/authorized representatives are requested to submit the duly filled consent for shorter notice prior to the date of the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement set out all material facts and details relating to item no. 2 to 5 mentioned in the accompanying Notice.

ITEM NO. 2:

Information pursuant to the sub-clause 1.2.5 of clause 1 of the Secretarial Standards on General Meeting in respect to appointment/re-appointment of Directors in the Company is provided below:

Name of Director	**Prabhakara D. Kamath**
Category	Non-Executive Director
DIN	00935434
Date of Birth and Age	April 21, 1966, 58 years
Qualification	Commerce graduate, Chartered Accountant
Experience	Over 30 years of experience in the areas of finance, accounts and management.
First Appointment on the Board	13th May, 2024
Terms & Conditions of Appointment/ re-appointment	Appointment as a Non-executive Director subject to retirement by rotation.
Last drawn remuneration details along with remuneration sought to be paid	Nil
Shareholding in the Company	1 (as nominee of Manipal Technologies Limited)
Relationship with other Directors/ Manager/KMP	Nil
No. of Board meetings attended during the financial year 2023-24	2
Directorship detail	Manipal Technologies Limited
Committee Positions	1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee

ITEM NO. 3:

Though not mandatory, this statement is provided for reference.

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended, M/s Manian & Rao, Chartered Accountants (Firm Registration No. 001983S) were appointed as the Statutory Auditors of the Company to hold office till the conclusion of Sixteenth (16th) Annual General Meeting of the Company. Their appointment was approved by the Members of the Company at the Extra Ordinary General Meeting held on February 1, 2024.

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years.
M/s Manian & Rao are eligible for appointment for a term comprising of five years.

Considering the evaluation of the past performance, experience and expertise of M/s Manian & Rao and based on the recommendations of the Audit Committee, the Board of Directors at its meeting held on September 4, 2024, approved the appointment of M/s Manian & Rao as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from conclusion of the 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company to be held for the financial year 2028-29.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board of Directors recommend the ordinary resolution as set out at item no. 3 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 4:

The Company is a subsidiary of Manipal Technologies Limited ("MTL"). The Company currently receives services such as Rupay holograms, printed collateral items, machine lease, premises rent and other services etc. from MTL. The Company proposes entering into material related party transactions/ contracts/ arrangements/ agreements with MTL up to an amount not exceeding INR 150 (Indian Rupees One Hundred and Fifty Crores Only) crores in a financial year, for a period of three financial years commencing from FY 2024-25 to FY 2026-27.

Since this is a 'Material Related Party Transaction' as per the Company's 'Policy on Related Party Transactions', the Company seeks approval from the Members in line with Regulation 23(4) of Listing Regulations. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions with MTL will continue to be in adherence with arm's length principle as per the Companies Act, 2013 (the Act) & Listing Regulations and will be reviewed by the Audit Committee.

As per the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), with effect from 1st April, 2022, related party transactions, if material, require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

Once approved by shareholders, the transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any modification in the proposed transaction as per the Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.
The Company shall ensure that the transactions with MTL does not exceed the limit of INR 150 (Indian Rupees One Hundred and Fifty Crores Only) in a financial year, until the revised higher limits are approved by the Members of the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	**Name of the related party:** Manipal Technologies Limited ("MTL"). **Relationship:** holding company. MTL holds 79.98% in the Company.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	(a) Mr. Gautham Pai is the Executive Chairman of MTL. (b) Mr. Abhay Gupte is the Managing Director of MTL and hods 1 equity share of the Company as a nominee of MTL. (c) Mr. Prabhakara D. Kamath is the Non-Executive Director of MTL and hods 1 equity share of the Company as a nominee of MTL. (d) Ms. Padmaja Ruparel is the Non-Executive Independent Director of MTL.
3.	Type, tenure, material terms and particulars investments made or given by the entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(i) Services to be provided including fulfilment services, reimbursement of expenses incurred on behalf of MTL etc. (ii) Services to be received including holograms, printed collateral items, machine lease, premises rent etc.

4.	Value of the transaction	(a) The Company estimates that monetary value for sale of goods/services in each of the 3 financial years from FY 2024-25 to FY 2027-28 to be up to 50 Crores. (b) The Company estimates that monetary value for receipt of goods/services in each of the 3 financial years from FY 2024-25 to FY 2027-28 to be up to 140.
5.	The percentage of the entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	(a) The estimated transaction value for sale of goods/services for FY 2024-25 represents 4.86% of annual consolidated turnover of the Company for FY2023-24. (b) The estimated transaction value for receipt of goods/services for FY 2024-25 represents 13.60% of annual consolidated turnover of the Company for FY2023-24.
6.	If the transaction relates to any loans, intercorporate deposits, advances or	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	MTL, the holding company, is *inter alia*, into manufacturing of printed collateral items which are required to supplied along with plastic cards or cheque books. Due to no or low freight charges, purchase of these collaterals from MTL would result in cost saving for the Company as compared to buying these materials from outside. MTL is also into manufacturing of Rupay Hologram and it is duly certified by National Payments Corporation of India (NPCI) for the production of Rupay Holograms. MCT as a manufacturer of Rupay Cards, need to purchase Rupay Holograms from such certified manufacturers. As MTL has to comply with NPCI guidelines, this transaction shall be at Arms' length and in the ordinary course of business. MTL has provided corporate guarantee towards Debentures issued by the Company to the tune of INR 450 crores. MTL shall charge 1% as commission of such Corporate Guarantees. MTL also charges brand fees to the Company.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The Board of Directors recommend the ordinary resolution as set out at item no. 4 of the Notice for the approval of the Members.

Except stated above, none of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 5:

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the "**FEMA Regulations**"), and the Consolidated FDI Policy Circular of 2020, as amended (together with the FEMA Regulations, the "**FEMA Laws**"), the Non-resident Indians ("**NRIs**") and Overseas Citizens of India ("**OCIs**"), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian listed company on a fully diluted basis. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India as required under the FEMA Laws. Considering the proposal of intending to get the equity shares of the Company listed and with a view to attract investment from NRIs and OCIs. It is proposed to increase the foreign investment limit of NRIs and OCIs, together, to 24% of the paid up equity share capital of the Company, subject to the approval of the shareholders by way of a special resolution, provided however, that the shareholding of each NRI or OCI shall not exceed 5% of the total paid-up equity capital of the Company on a fully-diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time.

The Board of Directors recommend the special resolution as set out at item no. 5 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

By Order of the Board
For Manipal Payment and Identity Solutions Limited

H. M. Dattatri
Company Secretary
FCS 7799

MANIPAL PAYMENT AND IDENTITY SOLUTIONS LIMITED
MANIPAL

Date: September 4, 2024
Place: Manipal

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Corporate Identity Number	:	U72900KA2008PLC045316
Name of the company	:	Manipal Payment and Identity Solutions Limited
Registered office	:	Udayavani Building, Manipal, Udupi 576104 Karnataka.

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of .... Shares of the above-named company, hereby appoint

Name	
Address	
E-Mail ID	
Signature	

or failing him,

Name	
Address	
E-Mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company to be held, at shorter notice, on Friday, the 20th day of September 2024 at the Registered Office at Udayavani Building, Manipal, Udupi 576104 Karnataka, at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description
ORDINARY BUSINESS	
1.	Adoption of the audited financial statement of the Company for the financial year ended March 31, 2024.
2.	Re-appointment of Mr. Prabhakara D. Kamath (DIN: 00935434), who retires by rotation, as a Non-Executive Director.
3.	Re-appointment of M/s Manian & Rao, Chartered Accountants as the Statutory Auditors of the Company.
SPECIAL BUSINESS	
4.	Approval of material related party transaction limits with Manipal Technologies Limited.
5.	Increase in limit of total shareholding of the Non-resident Indians ("**NRIs**") and Overseas Citizens of India ("**OCIs**") put together from 10% up to 24% of the paid-up equity share capital of the Company.

Signed this...... day of......... 2024
Signature of Proxy holder(s):

Signature of shareholder:

Affix Re.1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PTC045316
Registered office: Udayavani Building, Manipal, Udupi 576104 Karnataka

ATTENDANCE SLIP

Sr. No.....

Registered Folio No/ Client Id and DP Id	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

I/we record my/ our presence at the 16th Annual General Meeting of the Company to be held, at shorter notice, on Friday, the 20th day of September 2024 at the Registered Office at Udayavani Building, Manipal, Udupi 576104 Karnataka at 11:00 A.M.

....

....

Member's / Proxy's name in Block Letters   Member's /Proxy's Signature

Note:

1. Please fill the name and sign this Attendance Slip and deposit the same with the Company officials at the venue of the Meeting
2. Shareholders are requested to advise, indicating their Folio Nos. DP ID*, Client ID*, the change in their address, if any, to the Registrar & share Transfer Agent 3. Applicable for investor holding Shares in Electronic (Demat) Form.

THE COMPANIES ACT, 2013

Consent by Shareholder for shorter notice

[Pursuant to section 101]

To

The Board of Directors

Manipal Payment and Identity Solutions Limited

Udayavani Building, Manipal,

Udupi – 576104,

Karnataka, India

I ……………………………, having Equity Shares in the company, as detailed below, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the 16th Annual General Meeting of the Company on Friday, September 20, 2024, at 11 A.M at Udayavani Building, Manipal, Udupi – 576104, Karnataka, India at shorter notice.

Sr. No.	Name of the shareholder	No. of shares held	% of shareholding	DP/Client ID	Signature

In case of a power of attorney holder:

I ……………………………, being the power of attorney holder for the below mentioned shareholders holding shares in the company, as detailed below, hereby give consent, on behalf of these shareholders pursuant to section 101(1) of the Companies Act, 2013, to hold the 16th Annual General Meeting of the Company on Friday, September 20, 2024, at 11 A.M at Udayavani Building, Manipal, Udupi – 576104, Karnataka, India at shorter notice.

Sr. No.	Name of the shareholder	No. of shares held	% of shareholding	DP/Client ID	Signature

____

[Name]

Dated: ____________

ROUTE MAP OF THE AGM VENUE
VENUE: UDAYAVANI BUILDING, MANIPAL-576104

BOARD'S REPORT

Dear Members,

Your Directors' are pleased to present the Sixteenth Annual Report of Manipal Payment and Identity Solutions Limited (the **"Company"** or **"MPi"**) along with the Audited Financial Statement for the financial year ended March 31, 2024.

1. **Financial Performance:**

(INR in Millions)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Revenue from Operations	10,291.72	7,455.90
Other Income	214.65	120.62
Total Income	10,506.37	7,576.52
Total Expenses	8,139.74	6,728.51
Profit/(Loss) Before Exceptional and Extraordinary Items and Tax	**2,366.63**	**848.01**
(-) Exceptional Items	-	-
Net Profit/(Loss) before Tax	**2,366.63**	**848.01**
(-) Tax Expenses	537.57	178.78
Net Profit After Tax	**1,829.06**	**669.23**
Other Comprehensive Income	(10.65)	(6.66)
Total Comprehensive Income for the year	**1,818.41**	**662.57**
Earnings per Equity share in Rs. (EPS)	**8.84**	**3.24**

2. **Business Performance:**

During the year ending March 31,2024, the Company, acquired the business of Variable Data Printing (VDP) division from its holding company i.e., Manipal Technologies Limited. This transaction is accounted for as a common control transaction using pooling of interest method in accordance with Appendix C of Ind AS 103 "Business Combinations". As per the guidelines provided in the said standard, it is retrospectively accounted for the periods presented as part of the financial statements. Accordingly financial information for previous year is restated after giving effect to the acquisition of the VDP Division Business.

During the period under review, the Company recorded sales turnover of INR 10,291.72 millions which includes INR 1737.87 millions from VDP division as against the turnover of INR 7455.90 millions which includes INR 1179.23 millions from VDP division achieved during the previous year. The net profit after tax during the year is INR 1829.06 millions which includes INR 210.59 millions from VDP whereas, the net profit after tax for the previous year was INR 669.23 million which includes INR 116.07 million for VDP.

Your Director's are putting all possible efforts to improve the operational efficiency and effectiveness in all fronts so as to achieve better results by the end of the current Financial Year.

3. **Finance:**

During the year under review, the Company availed the following financial facilities:

(a) INR 5,00,00,000 (Indian Rupees Five Crores Only) from South Indian Bank for working capital purpose. The said facility has been secured by the Bank by way of charge/hypothecation on the Company's movable/immovable assets.

(b) INR 3,50,00,00,000 (Indian Rupees Three Hundred and Fifty Crores Only) from Touchstone Trust Scheme IV for general corporate purposes. The Company has issued and allotted (i) 1,500 secured, unlisted, unrated, redeemable, transferable, non-convertible debentures of face value of INR 10,00,000 (Indian Rupees Ten Lakhs Only) each and (ii) 2,000 secured, unlisted, unrated, redeemable, optionally convertible debentures of face value of INR 10,00,000 (Indian Rupees Ten Lakhs Only) each. The tenure of the facility is up to March 31, 2027 and the same has been secured by way of charge/hypothecation on the Company's movable/immovable assets and other collaterals.

(c) INR 1,00,00,00,000 (Indian Rupees One Hundred Crores Only) from Blackrock Asia-Pacific Private Credit Opp. Fund II (SG) VCC for general corporate purposes. The Company has issued and allotted 1,000 secured, unlisted, unrated, redeemable, transferable, non-convertible debentures of face value of INR 10,00,000 (Indian Rupees Ten Lakhs Only) each. The tenure of the facility is up to March 31, 2027 and the same has been secured by way of charge/hypothecation on the Company's movable/immovable assets and other collaterals.

4. **Conversion from private limited to public limited:**

The Company changed its status from being private limited to public limited. A fresh certificate of incorporation dated June 28, 2024 was issued by the Ministry of Corporate Affairs. The said conversion was approved by the shareholders of the Company at the Extra Ordinary General Meeting held on November 30, 2023.

5. **Change in the name of the Company:**

The name of the Company was changed from MCT Cards & Technology Private Limited to MCT Cards & Technology Limited pursuant to change in the status of the Company from being private limited to public limited. The Company's name was again changed from MCT Cards & Technology Limited to Manipal Payment and Identity Solutions Limited. The said change in the name was approved by the shareholders of the Company at the Extra Ordinary General Meeting held on July 22, 2024. A fresh certificate of incorporation dated August 23, 2024 was issued by the Ministry of Corporate Affairs.

6. **Equity Share Capital:**

During the year under the review, the Company's equity share capital remained unchanged. Post March 31, 2024, the face value of each equity share of the Company was sub-divided from INR 10/- (Indian Rupees Ten Only) to INR 2/- (Indian Rupees Two Only). The said sub-division was approved by the Board of Directors and Members of the Company at their respective meetings held on May 13, 2024 and May 15, 2024.

The equity share capital of the Company, as on the date of this Report, is as under:

Description	**Amount (in INR)**
Authorized Share Capital 25,00,00,000 equity shares of face value of INR 2/- each.	50,00,00,000
Issued, Subscribed & Paid-up Share Capital 20,68,05,000 equity shares of face value of INR 2/- each.	41,36,10,000

7. **Subsidiaries:**

During the year under rview, the Company has no subsidiaries.

8. **Dividend:**

In the current economic scenario, the Board is of the view that it would be prudent to utilize the retained earnings for making investments for future growth and ongoing business expansion plans, for the purpose of generating higher returns for the shareholders. In view of the same, the Board of Directors have not recommended any dividend on the equity shares for the year under review.

9. **Depository System:**

The Company's equity shares are tradable in electronic form. As on 31st March 2024, 100% of the Company's total paid-up capital were in dematerialized form.

10. **Public Deposits:**

Your Company did not invite or accept deposits from public during the year under review.

11. **Particulars of Loans, Guarantees or Investments:**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipients are provided in the note to the financial statement.

12. **Transfer to Reserves:**

The Company does not propose to transfer any amount to General Reserve.

13. Related Party Transactions:

All Related Party Transactions ("RPTs") entered into during the year under review were on arm's length basis and in the ordinary course of business and were reviewed and approved by the Audit Committee. With the view to ensure continuity and ease of day-to-day operations an omnibus approval has been obtained for RPTs which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis.

Details of the RPTs entered into by the Company are annexed herewith in Form AOC-2.

14. Material changes and commitments affecting financial position:

There are no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year and date of this report.

15. Particulars of Employees:

No employees were in receipt of the remuneration as stated in sub-rule (2) of rule (5) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and hence the relevant disclosures as stated in the said Rule (5) is not applicable.

16. Disclosures by Directors:

Based on the declarations and confirmations received in terms of provisions of the Companies Act, 2013, and other applicable laws, none of the Directors on the Board of your Company are disqualified from appointment as Directors. Your Company has received declarations from the Independent Director(s), affirming compliance with the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013.

17. Employee Stock Option Scheme:

The Company grants share-based benefits to eligible employees with a view to attract and retain talent, align individual performance with the Company's objectives and promoting increased participation by them in the growth of the Company. During the year under review, the Company has formulated ESOP Plan 2024 pursuant to which the Board has granted 16,05,872 stock options to the employees of the Company and to the employees of the holding company. The same was approved by the Board of Directors and the shareholders of the Company. The details are annexed to this report.

18. Corporate Governance:

18.1 Vigil Mechanism / Whistle Blower Policy

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The objective of the said policy is to explain and encourage the directors and employees to raise any concern about the Company's operations and working environment, including possible breaches of Company's policies and standards or values or any laws within the country or elsewhere, without fear of adverse managerial action being taken against such employees. The Whistle Blower Policy is disclosed on the Company's website.

18.2 Sexual Harassment Policy

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has formed Internal Committee at its operational locations to address complaints against sexual harassment in accordance with the POSH Act. To build awareness in this area, the Company regularly conducts programme. Further, there were no cases/ complaints filed during the year under review.

18.3 Risk Management Policy

The Company has in place a Risk Management Policy which provides for a risk management framework to identify and assess risks such as operational, financial, regulatory and such other risks.

Your Company has laid down process for identifying, minimizing and mitigating risks which is periodically reviewed. Some of the risks identified and been acted upon by your Company are: Foreign exchange, Securing critical resources; ensuring sustainable plant operations; ensuring cost competitiveness including logistics; completion of CAPEX; maintaining and enhancing customer service standards and resolving environmental and safety related issues.

18.4 Secretarial Standards

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2 relating to 'Meeting of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

18.5 Extract of Annual Return:

A copy of the annual return in the prescribed form MGT-7 as provided under Section 92(3) of the Act, is placed on Company's website.

18.6 Number of Meetings of the Board

During the year, the Board met eleven (11) times. The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

18.7 Declaration by independent directors

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

18.8 Board of Directors

Retire by rotation

As required under the provisions of the Act, Mr. Prabhakara D. Kamath, Non-Executive Director retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment. The Board recommends his re-appointment at the ensuing annual General Meeting.

Resignations & Appointments:

The following is the constitution of the Board of Directors and Key Managerial Personnel as on the date of this report:

Sr. No.	Name of Director	Designation
1.	Mr. Gautham Pai#	Non-Executive Director
2.	Mr. Abhay Anant Gupte#	Non-Executive Director
3.	Mr. Prabhakara D. Kamath#	Non-Executive Director
4.	Mr. K.R. Kamath#	Independent Director
5.	Ms. Padmaja Ruparel#	Independent Director
6.	Mr. Rohan Ajila##	Independent Director

(i) #The Board, at its meeting held on May 13, 2024, approved the following appointments:

(a) Mr. Gautham Pai as the Non-Executive Director of the Company.
(b) Mr. Abhay Anant Gupte as the Non-Executive Director of the Company.
(c) Mr. Prabhakara D. Kamath as the Non-Executive Director of the Company.
(d) Mr. K.R. Kamath as the Independent Director of the Company.
(e) Ms. Padmaja Ruparel as the Independent Director of the Company.

(ii) ## The Board, vide circular resolution passed on July 14, 2024, appointed Mr. Rohan Ajila as the Independent Director of the Company.

(iii) Mr. K. Govindraya Kamath, Ms. Roopashree and Mr. Sujir Prabhakar resigned as the Non-Executive Directors of the Company with effect from May 13, 2024.

(iv) Mr. Anand Kudigrama resigned as the Non-Executive Director of the Company with effect from July 9, 2024, 2024.

18.9 Key Managerial Personnel

Mr. Binod Mandal resigned as the Company Secretary of the Company with effect from May 13, 2024. The Board, at its meeting held on May 13, 2024, appointed Mr. H. M. Dattatri as the Company Secretary & Compliance Officer of the Company.

Mr. Anil Shankar resigned as the Chief Financial Officer of the Company with effect from January 28, 2024. The Board, at its meeting held on January 29, 2024, appointed Mr. Ramanath Pai as the Chief Financial Officer of the Company.

18.10 Committees of the Board and their composition:

As on the date of this report, the Board has the following committees in place:

(a) Audit Committee

Sr. No.	Name of the Director	Committee membership
1.	Mr. K. R. Kamath (Independent Director)	Chairman
2.	Ms. Padmaja Ruparel (Independent Director)	Member
3.	Mr. Abhay Anant Gupte (Non-Executive Director)	Member

(b) Nomination and Remuneration Committee

Sr. No.	Name of the Director	Committee membership
1.	Mr. K. R. Kamath (Independent Director)	Chairman
2.	Ms. Padmaja Ruparel (Independent Director)	Member
3.	Mr. Prabhakara D. Kamath (Non-Executive Director)	Member

(c) Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Committee membership
1.	Mr. Rohan Ajila (Independent Director)	Chairman
2.	Mr. K. R. Kamath (Independent Director)	Member
3.	Ms. Padmaja Ruparel (Independent Director)	Member

(d) Risk Management Committee

Sr. No.	Name of the Director	Committee membership
1.	Ms. Padmaja Ruparel (Independent Director)	Chairperson
2.	Mr. K. R. Kamath (Independent Director)	Member
3.	Mr. Rohan Ajila (Independent Director)	Member

(e) Stakeholders Relationship Committee

Sr. No.	Name of the Director	Committee membership
1.	Ms. Padmaja Ruparel (Independent Director)	Chairperson
2.	Mr. Rohan Ajila (Independent Director)	Member
3.	Mr. Prabhakara D. Kamath (Non-Executive Director)	Member

All the committees are well represented by participation of the Independent Directors.

18.11 Internal financial controls and their adequacy

The Company's internal control systems are commensurate with its nature of business, its size and complexities of its operations, and such internal financial controls with reference to the Financial Statements are adequate.

18.12 Significant and Material Orders passed by the Regulators/Courts, if any

During the year under review, there are no significant or material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of your Company and its future operations.

18.13 Reporting of Frauds

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

18.14 Directors' Responsibility Statement

Pursuant to the requirement u/s 134(3)(c) of the Companies Act, 2013 (the "Act") with respect to Directors' Responsibility Statement, the Directors hereby confirm that:

(a) in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;

(b) the Directors 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 as at March 31, 2024 and of the profit of the Company for the year ended on that date;

(c) the Directors 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) the Directors have prepared the annual accounts on a 'going concern' basis;

(e) the Directors 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) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

19. Auditors & Audit Reports:

19.1 Statutory Auditor

The Company's existing Statutory Auditors, M/s Manian & Rao, Chartered Accountants, were appointed by the Members at the Extra Ordinary General Meeting held on February 1, 2024 to hold office until the conclusion of the 16th Annual General Meeting to be held for FY 2023-24. The Board of Directors at its meeting held on September 4, 2024 has recommended re-appointment of M/s M/s Manian & Rao as Statutory Auditors of the Company for a second term of five consecutive years from conclusion of the 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company to be held for FY 2028-29.

19.2 Statutory Audit Report

The Statutory Auditors Report on the Financial Statements for the financial year ended March 31, 2024, does not contain any qualification, reservations or adverse remarks, The said report is enclosed with the financial statements in this Annual Report.

19.3 Internal Auditors

In terms of the provisions of Section 138 of the Act read with Companies (Account) Rules, 2014, the Company has appointed M/s Ernst & Young Global Limited, as the internal auditors.

19.4 Secretarial Auditor

The Company has appointed P.N. Pai & Co., a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2024. The Secretarial Audit Report for the financial year ended March 31, 2024, does not contain any qualification, reservations or adverse remarks. The report is annexed herewith as "Annexure A".

20. Corporate Social Responsibility (CSR):

The Company implements the CSR in the areas of promoting education, providing basic needs and employment enhancing vocation skills especially among children, and measures for reducing inequalities faced by socially and economically backward classes.

The projects identified and adopted are as per the activities included and amended from time to time in Schedule VII of the Companies Act, 2013. The Company endeavours to make

CSR a key business process for sustainable development and welfare of the needy sections of the society.

During the Financial Year 2023-24, the Company has spent the entire amount of INR 75,82,572 towards CSR activities. The Annual Report on CSR activities forming part of this Board's report is annexed herewith as "Annexure B".

21. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

As required by the Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgoings respectively, is given in the "Annexure C" to this report.

Acknowledgements:

The Board of Directors would like to express their sincere appreciation for the assistance and cooperation received from the members clients, customers, vendors, investors, bankers, financial institutions and business associates for their continued support during the year under review.

The Board of Directors also wish to place on record its deep sense of appreciation for the committed services made by the executives, employees and staff. The growth of the Company was made possible by their hard work, co-operation and support.

The Board of Directors would also thank various regulatory authorities, the Reserve Bank of India, as well as State Governments of Karnataka, Maharashtra, amongst others and their various departments for their support and look forward to their continued support in the future.

For & On behalf of the Board

Gautham Pai	**Abhay Anant Gupte**
Non-Executive Director	Non-Executive Director
DIN: 00120314	DIN:00389288

Place: Manipal
Dated: September 4, 2024

The Company granted options to its eligible employees under MCT Employees Stock Option Scheme 2024 (ESOP 2024) approved vide shareholders resolution passed at their Extra Ordinary General Meeting held on March 16, 2024. The details of the Scheme are summarized below:

(a)	Options granted	16,05,872
(b)	Options outstanding at the beginning of the year	NIL
(c)	Exercise price	Equivalent to the face value i.e. INR 10/- (Indian Rupees Ten Only).
(d)	Option vested (During the year)	NIL
(e)	Options exercised during the year	NIL
(f)	Total number of shares arising as a result of exercise of these options	NIL
(g)	Option lapsed /expired / forfeited during the year	NIL
(h)	Variation in terms of option	NIL
(i)	Money realized by exercise of these options during the year	NIL
(j)	Employee-wise details of options granted to Key Managerial Personnel / Director / Senior Management	Mr. Girish Kini – 4,01,872 Mr. Ramanath Pai – 2,40,000 Mr. H.M. Dattatri – 10,000 Mr. Jnaneshwara Prabhu – 50,000 Mr. Rajat Shuvra Sen – 80,000 Mr. Arun Bhaskar – 35,000
	Any other employee who received a grant in any one year of options amounting to 5% or more of options granted during the year.	NIL
	Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NIL
(k)	Diluted earnings per share (EPS) pursuant to the issue of shares on exercise of options calculated in accordance with Ind AS 33 "Earning Per Share"	

The Company at its Extra Ordinary General Meeting held on March 16, 2024 approved the MCT Employees Stock Option Scheme 2024 which provides for allotment of up to 16,05,872 (Sixteen Lakh Five Thousand Eight Hundred and Seventy Two) Options convertible into equivalent number of equity shares of INR 10/- each. No grant of options under the aforesaid scheme was made during the year under review.

P.N.PAI & Co
Company Secretaries

CS Narasimha Pai P
B.Com, FCS, PGDHRM

CS Sunayna J
B.Com, ACS, LLB

CS Sonali Suresh Mallya
BBM, FCS, MBA

Siddesh V. Bhaktha
B.Com, ACS, LLB

Form No. MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

To,

The Members,

Manipal Payment And Identity Solutions Limited

(previously known as MCT Cards & Technology Limited)

Udayavani Building, Press Corner,

Manipal – 576104

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices byManipal Payment And Identity Solutions Limited **(CIN:U72900KA2008PLC045316)(previously known as MCT Cards & Technology 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 Manipal Payment And Identity Solutions Limited**(previously known as MCT Cards & Technology Limited)**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,2024 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.

Sonali Mallya

SONALI SURESH MALLYA
C.P. No-14953
COMPANY SECRETARY

Mangalore:
1st Floor, Sriram Arcade
Opp Alice Manor, Patrao Lane
Bunts Hostel, Mangalore – 575003
Ph- +9483749797

Udupi
1st Floor, Ashachandra Trade Centre
Poorna Prajna College Road,
Chitpady, Udupi - 576101
Ph - +91 9482479797

Bangalore:
285, 6th Cross,
Srinivas Nagar,
Bengaluru - 560050
Ph- +91 9731218171

E-mail – cs@pnpaiandco.in website:- www.pnpaiandco.in

We have examined the books, papers, minute books, forms and returns filed and other records maintained byManipal Payment And Identity Solutions Limited **(previously known as MCT Cards & Technology Limited)**("the Company") for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) 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;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) The Factories Act, 1948
- (v) The Minimum Wages Act, 1948
- (vi) The Payment of Wages Act, 1936
- (vii) The Gratuity Act, 1972
- (viii) The Payment of Bonus Act, 1965
- (ix) The Equal Remuneration Act, 1976
- (x) The Contract (Regulation and Abolition) Act, 1970
- (xi) The Employees State Insurance Act, 1948
- (xii) The Employees Provident Funds and Miscellaneous Provisions Act, 1952
- (xiii) The Information Technology Act, 2000

The Company is not listed on any stock exchanges and therefore, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the 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, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

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(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

With regard to compliances of Labour Laws & other General Laws, our examination and reporting are based on the documents, records as produced and shown to us and the information and explanations as provided to us, by the officers of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. In our opinion, there are adequate systems and processes that exist in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

We have also examined compliances 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 subject to the observations stated hereinafter.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to our observations as started herein. 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.

WE FURTHER REPORT THAT

During the Financial Year 2023-24, the Company was a subsidiary of Manipal Technologies Limited (CIN: U72900KA2008PLC045316), a Public Limited Company and having its registered office at Udayavani Building, Press Corner, Manipal-576199. Therefore, by virtue of Section 2(71) of the Companies Act, 2013, the

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COMPANY SECRETARY

Company was deemed to be a Public Company even though as per its Articles of Association, the Company was a Private Company.

The Company has not made any further issue of Equity Shares during the year. However, the Company has issued and allotted, on private placement basis:

(i) 2,500 secured, unlisted, unrated, redeemable and non-convertible Debentures of Rs. 10,00,000/- aggerating to Rs. 250,00,00,000 (Rupees Two Hundred and Fifty Crores only).

(ii) 2,000 secured, unlisted, unrated, redeemable, optionally convertible Debentures of Rs. 10,00,000/- aggerating to 200,00,00,000/-(Rupees Two Hundred Crores only).

Further, the Company has altered the Object Clause of the Memorandum of Association vide. Special resolution passed at the Extra-ordinary General meeting held on 18.03.2024. However, the e-form MGT-14was filed after the stipulated period under the Act and upon payment of additional fees.

During the year, the shareholders of the Company had also accorded their approval to convert the Company from the thenPrivate Company: MCT Cards & Technology Private Limited (CIN: U72900KA2008PTC045316) to Public Company: MCT Cards & Technology Limited(CIN:U72900KA2008PLC045316)at the Extra-ordinary General Meeting held on 30.11.2023. However, the Company filed e-form INC-27 after the stipulated period and upon payment of additional fees. The change in the name of the Company from MCT Cards & Technology Private Limited (CIN: U72900KA2008PTC045316) to MCT Cards & Technology Limited (CIN:U72900KA2008PLC045316)came into effect from 28th day of June, 2024.Thereafter, the change in the name of the Company: MCT Cards & Technology Limited into Manipal Payment And Identity Solutions Limited took effect from 23rd day of August, 2024.

WE FURTHER REPORT THAT

Mr. Padmakar Nayak, the Independent Director of the Company retired on 15.07.2023. The vacancy caused by his retirement was not filled by the Board and consequently, the Company did not have the minimum number of Independent Directors on Board. Further, the Audit Committeeand the Nomination and

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C.P. No.14953
COMPANY SECRETARY

Remuneration Committee did not comprise of the minimum number of Independent Directors as stipulated under the Companies Act, 2013.

The Financial Statements and Annual Returns for the Financial Year ended 31st March, 2023 have been filed after the due date stipulated under the Companies Act, 2013.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except where meetings have been held at shorter notice), 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. Further, the resolutions passed by circulations are duly recorded in the Minutes of the Board Meeting in accordance of the provisions of the Companies Act, 2013.

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

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

1. The Company has approved the implementation of Employee Stock Option Scheme and thereby granted 2176895 options to the eligible employees.
2. The Company had obtained its Members approval at the EGM held on 18th day of March, 2024 to :

   (i) Increase its borrowing powers upto an amount of Rs. 30,00,00,00,000/- (Rupees Three Thousand Crores) in accordance with provisions of Section 180(1)(c) of the Companies Act, 2013.

   (ii) Grant loans or invest in bodies corporate or issue guarantee or provide security upto an amount 30,00,00,00,000/- (Rupees Three

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COMPANY SECRETARY

Thousand Crores) in accordance with provisions of Section 186 of the Companies Act, 2013.

(iii) Acquire "Variable data Print and Secure Logistics Division" from its Holding Company: Manipal Technologies Limited by way of slump sale on an "as is where is" basis pursuant to a Business Transfer Agreement" executed between the Company and the said Holding Company.

For P. N Pai & Co
Practicing Company Secretaries

Sonali Mallya

SONALI SURESH MALLYA MBA
C.P. No 14953
COMPANY SECRETARY

CS Sonali Suresh Mallya
FCS No: 10751
C P No.: 14953
UDIN:**F010751F001090973**

Place: Mangalore
Date: 31.08.2024

ANNEXURE 'B' TO THE BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2023-24:

1. **Brief outline on CSR Policy of the Company:** Refer Section: Corporate Social Responsibility (CSR) in the Board's Report.

2. **Composition of the CSR Committee:**

Sr. No.	Name of Director	Designation	No. of CSR Committee meetings held during the year	No. of CSR Committee meetings attended during the year
1.	Padmakar N. Nayak	Chairman	1	1
2.	Anand Kudigrama	Member	1	1
3.	K. Govindraya Kamath	Member	1	1

The Board of Directors, by way of a circular resolution passed on July 14, 2024, has re-constituted the CSR Committee wherein the above mentioned members have ceased to be members of the CSR Committee.

3. **Provide the details 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 (attach the report).** Not Applicable for the financial year under review.

4. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.**

Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set- off for the financial year, if any (in Rs.)
2022-23	NIL	NIL
2021-22	NIL	NIL
2020-21	NIL	NIL

5. **Average net profit of the company as per section 135(5):** INR 37,91,28,600

6.	(a)	**Two percent of average net profit of the Company as per section 135(5)**	:	INR 75,82,572
	(b)	**Surplus arising out of the CSR projects or programmes or activities of the previous financial years**	:	NIL
	(c)	**Amount required to be set off for the financial year, if any**	:	NIL
	(d)	**Total CSR obligation for the financial year (7a+7b-7c)**	:	INR 75,82,572

7. (a) CSR amount spent or unspent for the financial year: NIL

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer

(b) Details of CSR amount spent against ongoing projects for the financial year:

Sr. No.	Name of the project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in Rs.)	Mode of Implementation-Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration No.

(c) Details of CSR amount spent against other than ongoing projects for the financial year: NIL

Sr. No.	Name of the project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the Project		Amount spent in the current financial year (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration No.

(d) Amount spent on Administrative Overheads : NIL

(e) Amount spent on Impact Assessment, if applicable : NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : NIL

(g) Excess amount for set off, if any : NIL

8. (a) Details of Unspent CSR amount for the preceding three financial years: NIL

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any	Amount remaining to be spent in succeeding financial years

		section 135(6) (in Rs.)					
				Name of the fund	Amount (in Rs.)	Date of transfer	

(b) **Details of CSR amount spent in the financial year for the ongoing projects of the preceding financial years: NIL**

Sr. No.	Project ID	Name of the project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting financial year (in Rs.)	Cumulative amount spent at the end of the reporting financial year (in Rs.)	Status of the project – Completed/Ongoing

9. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:**

(a)	Date of creation or acquisition of the capital asset(s)	:	Not Applicable
(b)	Amount of CSR spent for creation of acquisition of capital asset.	:	Not Applicable
(c)	details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc	:	Not Applicable
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	:	Not Applicable

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

For & On behalf of the Board

Rohan Ajila
Chairman CSR Committee
DIN: 01549005

Gautham Pai
Chairman of the Board
DIN: 00120314

Date: September 4, 2024

ANNEXURE 'C' TO THE BOARD'S REPORT

PARTICULARS PURSUANT TOSECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014.

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. CONSERVATION OF ENERGY:

Sr. No.	Particulars	Details
1	The steps taken or impact on conservation of energy	Steps Taken: 85 to 90% of our total energy consumption is sourced from green energy, primarily wind energy. The company has implemented several energy-efficient initiatives, including the installation of LED lighting systems across all facilities, solar streetlights, upgraded HVAC systems to more energy-efficient models, and the use of energy-efficient electrical motors, compressors etc. Additionally, production processes have been optimized to further reduce energy consumption. Impact: As a result, there has been a significant reduction in overall energy consumption, leading to substantial cost savings and a decrease in the Company's carbon footprint.
2	The steps taken by the company for utilizing alternate sources of energy	The Company has installed solar streetlights for exterior lighting. In terms of total energy consumption, 85 to 90% of its electricity is sourced from renewable energy. An environment-friendly DG set has also been installed, further contributing to the reduction of the company's carbon footprint
3	The capital investment on energy conservation equipment's;	The total capital investment in energy conservation equipment amounted to Rs 25 to 35 lakhs. This includes the cost of installing solar lights, upgrading to energy-efficient machinery, and implementing advanced energy management systems across all facilities.

B. TECHNOLOGY ABSORPTION

Sr. No.	Particulars	
i)	Efforts made towards technology absorption	The advanced chip embedding technology and metal cards are introduced for enhanced security, implementing high-resolution digital printing technology for better card aesthetics and durability, integrating automated quality control systems etc.
ii)	Benefits derived like product improvement, cost reduction, product development or import substitution	• Enhanced card durability and security, leading to reduced fraud incidents. • Automation led to reduction in production costs due to decreased material wastage and faster production cycles. • Introduced customizable design features, increasing customer satisfaction and market share.
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): a. Details of technology imported; b. Year of import; c. Whether the technology been fully absorbed; If not fully absorbed, areas where absorption has not taken place, and the reasons thereof.	Not Applicable
iv)	Expenditure incurred on Research and Development.	

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

The Foreign exchange gain for the year under review was INR 21.81 Millions as against INR 7.25 Millions during the previous year.

For & On behalf of the Board

Gautham Pai
Chairman of the Board
DIN: 00120314

MANIPAL PAYMENT AND IDENTITY SOLUTIONS LIMITED MANIPAL

Place : Manipal

Dated : September 4, 2024

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: None

Name of the Related Party	Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration	Salient terms including the value, if any	Justification for entering	Date(s) of approval by the Board	Amount paid as advances	Date on which the special resolution was passed
-	-	-	-	-	-	-	-	-

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

Value in Millions

Name of the Related Party	Nature of Relationship	Nature of contracts/arrangements/transactions	Duration	Salient terms of the contracts or arrangements or transactions including the value, if Any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Manipal Technologies Limited	Holding Company	Services Provided: Printing and other charges	Ongoing	In the ordinary course of business Value -1.85	-	-
		Services Received: Others – Printing Charges and Others	Ongoing	In the ordinary course of business Value – 240.99	-	-
		Purchase of Materials and Purchase of scrips	Ongoing	In the ordinary course of business Value -270.29 and 7.06	-	-
		Purchase of VDP division business	Completed	In the ordinary course of business Value – 270.29 and 7.06		
		Sale of Materials	Ongoing	In the ordinary course of business Value -2.11	-	-
		Rent paid	Ongoing	In the ordinary course of business Value- 88.62		

		Other expenses	Ongoing	In the ordinary course of business Value- 70.33		
	-	Other Receipts (Reimbursement)	Ongoing	In the ordinary course of business Value- 9.90		-
Manipal Business Solutions Private Limited		Services Received: Others – Printing Charges and Others	Ongoing	In the ordinary course of business Value –.3.19	-	-
		Services Provided: Printing Charges and Others	Ongoing	In the ordinary course of business Value – 0.94	-	-
		Sale of Materials	On going	In the ordinary course of business Value – 0.12	-	-
		Other expenses	On going	In the ordinary course of business Value – 0.04		
Manipal Utility Packaging Solutions Private Limited	Wholly owned Subsidiary	Sale of materials	Ongoing	In the ordinary course of business Value – 0.02	-	-
		Other Receipts (Reimbursement)	Ongoing	In the ordinary course of business Value- 9.90	-	-
		Rent paid	Ongoing	In the ordinary course of business Value- 1.32	-	-
		Purchase of materials and Purchase of scrips	Ongoing	In the ordinary course of business Value – 15.86 and 3.28	-	-
		Other expenses	Ongoing	In the ordinary course of business Value – 2.57		
Techshresta Solutions Private Limited		Other Receipts (Reimbursement)	Ongoing	In the ordinary course of business Value- 2.19	-	-
		Sale of materials: Printed Material	Ongoing	In the ordinary course of business		

		Purchase of materials	Ongoing	In the ordinary course of business Value – 393.89		
Primacy Industries Private Limited	Associate Company	Other Receipts (Reimbursement)	Ongoing	In the ordinary course of business Value - 0.01	-	-
Manipal Media Network Limited	Other related Party	Rent paid	Ongoing	In the ordinary course of business Value- 0.03	-	-
		Services Received: Others – Printing Charges and Others	Ongoing	In the ordinary course of business Value – 3.26	-	-
Manipal Energy & Infratech Limited	Wholly owned Subsidiary	Other expenses	Ongoing	In the ordinary course of business Value –1.30	-	-
		Purchase of Property, Plant and Equipments	Ongoing	In Ordinary Course of business Value - 2.85	-	-

For & On behalf of the Board

Gautham Pai
Non-Executive Director
DIN: 00120314

Abhay Anant Gupte
Non-Executive Director
DIN:00389288

MANIPAL PAYMENT AND IDENTITY SOLUTIONS LIMITED
MANIPAL

Place: Manipal
Dated: September 4, 2024

INDEPENDENT AUDITOR'S REPORT

To
The Members of Manipal Payment and Identity Solutions Limited
(formerly known as MCT Cards & Technology Private Limited, MCT Cards & Technology Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of Manipal Payment and Identity Solutions Limited (formerly known as MCT Cards & Technology Private Limited , MCT Cards & Technology Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2024, Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity, Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements including a Summary of the Material Accounting Policies and Other Explanatory Information (herein after referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those SA's are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made 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.

Information other than Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in Board's Report including Annexure to Board's 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions, as applicable under the relevant laws and regulations. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a

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true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Responsibility for Audit of 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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- 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

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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.

Other Matters

a) The standalone financial statements of the Company for the year ended March 31, 2023 were audited by another auditor M/s Gurudas Shenoy H, Chartered Accountants who expressed an unmodified opinion vide their report dated 5th September, 2023.

b) During the financial year 2023-24, the Company acquired the VDP Division Business from its Holding Company which qualifies as a common control business combination as per appendix C of IND AS 103 "Business Combination". The Comparative Financial Statement have been restated as if the acquisition occurred at the beginning of the preceding period i.e. April 1, 2022. The Special Purpose Carve Out Financial Statements of such division as of and for the year ending March 31, 2023 were audited by M/s Sriramulu Naidu & Co, Chartered Accountants vide their report dated 5th September ,2024. The comparative figures for the financial year 2022-23 have been restated considering the Special Purpose Carve-Out Financial Statement of the VDP Division as referred above.

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 Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, based on our audit, 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 2(h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

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

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

e. On the basis of the written representations received from the directors as on 31st March, 2024 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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 Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.

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

h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, according to the explanations given to us and to the best of our information, the Company has not paid any remuneration to its directors during the year.

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 as at 31 March 2024 on its financial position in the financial statements - refer note 43 of the standalone financial statements.

ii) The Company did not have any long-term contracts including derivative contracts as on March 31, 2024.

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

iv)

(a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("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, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the

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representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of the dividend.

vi) Based on our examination which included test checks, except for the instances mentioned below, the Company have used accounting software for maintaining its books of accounts which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

a. The feature of recording audit trail (edit log) facility was not enabled for direct changes at database level for accounting software used for maintaining books of accounts.

b. In the case of in-house developed applications MIS and Data Centre, used for production and dispatch management at the production facility, the feature for audit trails has not been enabled at transaction level and for privileged access.

c. For payroll application, the audit trail feature is not enabled for master data changes, direct database changes and privileged user access for the period of the review.

Further, where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with.

For Manian and Rao
Chartered Accountants
FRN: 001983S

MANIAN & RAO * Bangalore * Chartered Accountants

Paresh Daga
Partner
Membership No: 211468

Place: Bangalore
Date: 5th September , 2024
UDIN: 24211468BKFXWU2693

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Manipal Payment and Identity Solutions Limited (formerly known as MCT Cards & Technology Private Limited, MCT Cards & Technology Limited) for the year ended 31 March 2024

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to Standalone Financial Statements 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 Manipal Payment and Identity Solutions Limited (formerly known as MCT Cards & Technology Private Limited , MCT Cards & Technology Limited) ("the Company") as of March 31, 2024 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 and board of directors are responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to the aforesaid standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the aforesaid standalone financial statements. 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 system with reference to the aforesaid standalone financial statements.

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Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A Company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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 standalone financial statements.

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

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to Standalone Financial Statements 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 ICAI.

For Manian & Rao,
Chartered Accountants
FRN: 001983S

MANIAN & RAO Bangalore Chartered Accountants

Paresh Daga
Partner
Membership No. 211468
Place: Bangalore
Date: 5th September, 2024
UDIN: 24211468BKFXWU2693

Annexure B to the Independent Auditor's Report on the Standalone Financial Statements of Manipal Payment and Identity Solutions Limited (formerly known as MCT Cards & Technology Private Limited, MCT Cards & Technology Limited) for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements section of our report of even date)

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 intangible assets.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification 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. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases Agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or 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 inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for inward goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

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iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the company has not made investments in, provided any security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. However, the Company has stood guarantee to the borrowings made by Ultimate holding company and have also given loan to other company in the prior period which is outstanding as on March 31,2024. Details for which is as follows.

a.

(Rs. In Millions)

Particulars	Guarantees	Loans
Aggregate amount granted/provided during the year		
Ultimate Holding Company	5550.00	-
Balance outstanding as at balance sheet date		
Ultimate Holding Company	5550.00	-
Others	-	1001.14

b. According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company. The Company has not made any investments or provided any loans / advances in the nature of loans or security during the year.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest are on demand. As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the part of the party to whom the money has been lent. Therefore, commenting on the regularity on the repayment does not arise. Further, the Company has not given any advances in the nature of loans to any party during the year

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to same parties.

f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has granted loans repayable on demand. The details are as follows.

(Rs. In Millions)

Particulars	All Parties	Promoters and Related parties
Aggregate amount of loans/ advances nature of loans -Repayable in on demand	1001.14	Nil

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Percentage of loans/ advances in nature of loans to the total loans	100%	Nil

iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year.

vi) As per Information and explanations given to us the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act 2013, for the Company. Therefore, the reporting under paragraph 3(vi) of the Order does not arise.

vii)

a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Good and Service Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, applicable to it, with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on the date of Balance Sheet for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of dispute are as follows

Name of the statute	Nature of the dues	Gross Demand (Rs. in Millions)	Paid under protest (Rs. in Millions)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Duty of excise	1,034.34	38.79	2011- 2015	Pending before Excise & Customs Tribunal (CESTAT), Bangalore
		274.49	18.72	2016 - 2017	Pending before Excise & Customs Tribunal (CESTAT), Bangalore
		29.30	1.10	2010 - 2014	Pending before Excise & Customs Tribunal (CESTAT), Bangalore
		1.96	0.33	2014-2015	Pending before Excise & Customs Tribunal (CESTAT), Bangalore
		8.55	1.42	2015-2017	Pending before Excise & Customs Tribunal (CESTAT), Bangalore
KVAT Act 2003 and CST ACT 1956	VAT and CST	3.52	1.06	2015-2016	Pending before KVAT Tribunal at Bangalore
		0.94	0.94	2012-2013	Pending before KVAT Tribunal at Bangalore

MANIAN & RAO Bangalore Chartered Accountants

Customs Act, 1962	Duty of customs	49.02	2.04	2016-2017	Pending before Excise & Customs Tribunal (CESTAT), Bangalore
Goods and Service Tax Act, 2017	CGST and SGST	0.32	-	2018-2019	Order passed by Superintendent of Central Tax, Belapur, Navi Mumbai and an appeal to be filed before Additional/Joint Commissioner (Appeals), Raigad division, Belapur, Navi Mumbai before end of June 2024.

viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

ix)

a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or in the payment of interest thereon to any lender.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

c. In our opinion and according to the information and explanations given to us by the management, no term loans were obtained during the year.

d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that that the Company has not utilized the funds raised on short-term basis towards long term purposes.

e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the company does not have any subsidiaries, associates or joint ventures as defined under the Act. Accordingly, reporting under clause 3 ix (e) of the order is not applicable.

f. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the company does not have any subsidiaries, associates or joint ventures as defined under the Act. Accordingly, reporting under clause 3 ix (f) of the order is not applicable

x)

a. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

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Chartered Accountants

b. The Company has complied with provisions of sections 42 and 62 of the Companies Act, 2013 in respect of the preferential allotment of 2000 Optionally convertible debentures during the year. The details as given below:

Nature of securities	Purpose	Total Amount Raised	Amount Utilised for purpose	Unutilised Balance	Details of Utilization
Optionally convertible Debentures	Acquisition of the Primacy Industries Private Limited ("PIPL") CCDs and the PIPL Equity Shares, working capital purposes, on-lending to members of the Group or other parties and/or for repayment of the Financial Indebtedness of the Company.	Rs.2000 Million	-	Rs. 2000 Million	It is informed to us that, as the debentures were raised by the company on 29th March, 2024 the amount were not utilised for the purpose it was raised as at the year end. The same has been utilised subsequently.

xi)

a. Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during year.

b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c. According to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv)

a. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

MANIAN & RAO
Bangalore
Chartered Accountants

b. We have considered the internal audit reports of the Company issued till date for the period under audit.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

xvi)

a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

b. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

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

d. According to the information and explanations provided to us, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company as part of its group. Accordingly, the provisions stated under clause 3(xvi)(d) of the order are not applicable to the Company.

xvii) The Company has not incurred cash losses in the current financial year and immediately preceding financial year respectively.

xviii) There has been resignation of the statutory auditors during the year, there were no issues, objections or concerns raised by the outgoing auditors.

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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 the 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.

MANIAN & RAO
Bangalore
Chartered Accountants

xx) According to the information and explanations given to us and based on our verification, the provisions of Section 135 of the Act are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred either to a Fund specified in schedule VII of the Act or to a Special Account as per the provisions of Section 135 of the Act read with schedule VII to the Act. Accordingly, reporting under Clause 3(xx)(a) and Clause 3(xx)(b) of the Order is not applicable to the Company.

For Manian and Rao
Chartered Accountants
FRN: 001983S

Paresh Daga
Partner
Membership No: 211468

MANIAN & RAO
Bangalore
Chartered Accountants

Place: Bangalore
Date: 5th September, 2024
UDIN: 24211468BKFXWU2693

Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
Balance Sheet
(All amounts are in Indian Rupees million, unless otherwise stated)

	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	561.83	630.40
Right-of-use assets	4	574.54	178.13
Capital work-in-progress	5	38.27	1.52
Other intangible assets	6	3.25	0.21
Financial assets			
(i) Investments	7	0.40	0.40
(ii) Other financial assets	8	205.89	180.65
Non-current tax assets (net)	38 (c)	32.75	74.06
Deferred tax assets (net)	38 (d)	75.33	43.71
Other non-current assets	9	180.52	76.84
Total non-current assets		1,672.78	1,185.92
Current assets			
Inventories	10	984.10	1,291.61
Financial assets			
(i) Trade receivables	11	918.65	1,291.23
(ii) Cash and cash equivalents	12	5,046.32	49.26
(iii) Bank balances other than (ii) above	13	390.31	122.30
(iv) Loans	14	1,001.14	1,040.54
(v) Other financial assets	15	88.11	48.19
Other current assets	16	208.80	181.08
Total current assets		8,637.43	4,024.21
Total assets		10,310.21	5,210.13
EQUITY & LIABILITIES			
Equity			
Equity share capital	17	413.61	413.61
Other equity	18	3,309.05	1,518.82
Total Equity		3,722.66	1,932.43
Non-current liabilities			
Financial liabilities			
(i) Borrowings	19	4,283.79	414.34
(ii) Lease liabilities	20	396.21	123.37
(iii) Other financial liabilities	21	18.45	-
Provisions	22	7.84	5.10
Total non-current liabilities		4,706.29	542.81
Current liabilities			
Financial liabilities			
(i) Borrowings	23	210.95	551.87
(ii) Lease liabilities	24	174.93	55.73
(iii) Trade payables	25		
a) total outstanding dues of micro enterprises and small enterprises		14.60	14.31
b) total outstanding dues of creditors other than micro enterprises and small enterprises		844.72	1,172.50
(iv) Other financial liabilities	26	251.52	597.13
Other current liabilities	27	130.36	108.40
Provisions	28	215.51	210.60
Current tax liabilities (net)	38 (c)	38.67	24.35
Total current liabilities		1,881.26	2,734.89
Total liabilities		6,587.55	3,277.70
Total equity and liabilities		10,310.21	5,210.13
Material Accounting Policies	2		
Notes to the Financial Statements	3 to 61		

As per our report of even date attached.
For Manian & Rao
Chartered Accountants
Firm Registration No - 001983S

Paresh Daga
Partner
Membership No. 211468

MANIAN & RAO
Bangalore
Chartered Accountants

Place : Bengaluru
Date : September 05, 2024

For and on behalf of the Board of Directors of
Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316

Abhay Anant Gupte
Director
DIN : 0[illegible]288

Prabhakara Dayananda Kamath
Director
DIN : 00935434

Dattatri H.M
Company Secretary
FCS: 7799

K Girish Kini
Chief Executive Officer

Ramnath Pai
Chief Financial Officer

MANIPAL PAYMENT AND IDENTITY SOLUTIONS LIMITED
Press Corner
Manipal
576 104

Place : Manipal
Date : September 05, 2024

Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
Statement of Profit and Loss (Including other comprehensive income)
(All amounts are in Indian Rupees million, unless otherwise stated)

	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from operations	29	10,291.72	7,455.90
Other income	30	214.65	120.62
Total income		10,506.37	7,576.52
Expenses			
Cost of materials consumed	31	4,479.25	4,421.07
Purchase of stock-in-trade	32	369.77	343.24
Changes in inventories of stock-in-trade and work-in progress	33	166.74	(84.91)
Employee benefits expense	34	654.77	404.04
Finance costs	35	220.61	119.43
Depreciation and amortisation expense	36	281.32	177.50
Other expenses	37	1,967.28	1,348.14
Total expenses		8,139.74	6,728.51
Profit/(Loss) before tax		2,366.63	848.01
Tax expense:			
Current tax	38	587.65	214.13
Deferred tax	38	(50.08)	(34.60)
Tax provision in respect of earlier years	38	-	(0.75)
Total tax expenses		537.57	178.78
Profit/(Loss) for the year (A)		1,829.06	669.23
Other comprehensive (loss)/ income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of defined benefit liability / (asset)	49	(14.24)	(8.90)
Income tax relating to remeasurements of defined benefit liability / (asset)	38	3.59	2.24
Total other comprehensive income (B)		(10.65)	(6.66)
Total comprehensive Income / (loss) for the year (A+B)		1,818.41	662.57
Earnings per equity share [Face value of Rs. 2 each]			
Basic	39	8.84	3.24
Diluted	39	8.83	3.24
Material Accounting Policies	2		
Notes to the Financial Statements	3 to 61		

As per our report of even date attached.
For Manian & Rao
Chartered Accountants
Firm Registration No - 001983S

Paresh Daga
Partner
Membership No. 211468

MANIAN & RAO
Bangalore
Chartered Accountants

Place : Bengaluru
Date : September 05, 2024

For and on behalf of the Board of Directors of
Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316

Abhay Anant Gupte
Director
DIN : 00389288

Prabhakara Dayananda Kamath
Director
DIN : 00935434

Dattatri H.M
Company Secretary
FCS: 7799

K Girish Kini
Chief Executive Officer

Ramnath Pai
Chief Financial Officer

Place : Manipal
Date : September 05, 2024

MANIPAL PAYMENT AND IDENTITY SOLUTIONS LIMITED
Press Corner
Manipal
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Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
Statement of Cash Flows
(All amounts are in Indian Rupees million, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit Before Tax	**2,366.63**	**848.01**
Adjustments for :		
Depreciation and amortisation expenses	281.32	177.49
Interest expense carried at amortized cost	151.44	82.67
Interest expense on lease liabilities	50.53	15.48
Interest income	(153.28)	(111.05)
Financial guarantee commission	(0.17)	-
Provision for employee benefits	(15.19)	17.00
Provision for Warranty	(18.99)	10.35
Provision for doubtful debts and other advances	26.49	9.44
Provision for disputed matters	30.00	30.00
Bad debts written off	45.77	-
Employee share based payment expenses	4.08	-
Unrealised Exchange (Gain)/Loss	(2.14)	(6.77)
Liabilities no longer required written back	(3.33)	(1.39)
Operating Profit before working capital changes	**2,763.16**	**1,071.23**
Adjustments for :		
(Increase)/Decrease in Trade Receivables	329.14	(923.39)
(Increase)/Decrease in Inventories	307.50	(629.83)
(Increase)/Decrease in Loans and Advances and Other Assets	(776.28)	34.61
Increase/(Decrease) in Trade Payables	(324.49)	551.84
Increase/(Decrease) in Other Liabilities	187.07	84.90
Cash (used in)/generated from operations	**2,486.10**	**189.36**
Direct Taxes refund/(paid) [net]	(532.02)	(205.13)
Net Cash (used in)/generated from operating activities (A)	**1,954.08**	**(15.77)**
Cash flows from investing activities		
Payment for acquisition of property plant and equipment and intangible assets	(87.99)	(13.67)
Deposits with banks	(273.17)	(125.18)
Repayment of Inter-corporate loan given	39.41	106.22
Interest received	143.05	107.07
Net Cash flow (used in)/generated from investing activities (B)	**(178.70)**	**74.44**
Cash flows from financing activities		
Net proceeds from the borrowings from banks	(636.14)	(40.84)
Proceeds from debentures issued	4,500.00	350.00
Repayment of debentures	(195.15)	(21.21)
Dividend paid	(41.36)	(41.36)
Principal element of lease payments	(149.18)	(55.37)
Interest element of lease payments	(50.53)	(15.48)
Interest expense	(150.93)	(82.49)
Impact on account of common control business combination	(55.03)	(106.39)
Net Cash flow (used in)/generated from financing Activities (C)	**3,221.68**	**(13.14)**
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	**4,997.06**	**45.53**
Cash & Cash Equivalents at the beginning of the year	49.26	3.73
Cash & Cash Equivalents at the end of the year	**5,046.32**	**49.26**
Notes:		
Cash and cash equivalents include		
Cash-in-hand	0.00	-
Balances with banks		
(i) Current accounts	4,437.88	49.26
(ii) Deposit with original maturities of less than 3 months	608.44	-
	5,046.32	**49.26**
Non-cash financing and investing activities		
- Acquisition of right-of-use assets	563.37	140.13

Notes:
The above Statement of Cash Flows has been prepared using indirect method as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.

Material Accounting Policies	2
Notes to the Financial Statements	3 to 61

As per our report of even date attached.

For Manian & Rao
Chartered Accountants
Firm Registration No - 001983S

Paresh Daga
Partner
Membership No. 211468

MANIAN & RAO
Bangalore
Chartered Accountants

Place : Bangalore
Date : September 05, 2024

For and on behalf of the Board of Directors of
Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316

Abhay Anant Gupte	**Prabhakara Dayananda Kamath**	**Dattatri H.M**
Director	Director	Company Secretary
DIN : 00389288	**DIN : 00935434**	**FCS: 7799**
K Girish Kini	**Ramanath Pai**	
Chief Executive Officer	Chief Financial Officer	

Place : Manipal
Date : September 05, 2024

MANIPAL PAYMENT AND IDENTITY SOLUTIONS LIMITED
Press Corner
Manipal
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Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
Statement of Changes in Equity
(All amounts are in Indian Rupees million, unless otherwise stated)

(a) Equity share capital

Particulars	No. of shares	Amount in Million
Balance as at April 1, 2022	4,13,61,000	413.61
Changes due to prior period errors	-	-
Restated balance as at April 1, 2022	4,13,61,000	413.61
Issued during the year	-	-
Balance as at March 31, 2023	4,13,61,000	413.61
Changes due to prior period errors	-	-
Restated balance as at April 1, 2023	4,13,61,000	413.61
Issued during the year	-	-
Balance as at March 31, 2024	4,13,61,000	413.61

(b) Other equity

Particulars	Reserves and surplus				Equity Component of Compound Financial Instruments	Total Equity
	Retained Earnings	Debenture Redemption Reserve	Share Option Outstanding Account	Amalgamation Adjustment Deficit Account		
Balance as at April 1, 2022	1,255.91	-	-	-	-	1,255.91
Reserve created on account of common control business combination (Refer note 41)	-	-	-	(251.91)	-	(251.91)
Restated balance as on April 1, 2022	1,255.91	-	-	(251.91)	-	1,004.01
Balance as at April 1, 2022	1,255.91	-	-	(251.91)	-	1,004.01
Profit for the year	669.23	-	-	-	-	669.23
Other comprehensive income (net of tax)	(6.66)	-	-	-	-	(6.66)
Total comprehensive income for the year	662.57	-	-	-	-	662.57
Transactions with owners recognised directly in equity						
Dividend paid	(41.36)	-	-	-	-	(41.36)
Impact on account of common control business combination (Refer note 41)	(106.39)			-		(106.39)
Transfer from Retained earnings to Debenture Redemption Reserve	(32.88)	32.88	-	-	-	-
Balance as at March 31, 2023	1,737.85	32.88	-	(251.91)	-	1,518.82
Balance as at April 1, 2023	1,737.85	32.88	-	(251.91)	-	1,518.82
Profit for the year	1,829.06	-	-	-	-	1,829.06
Other comprehensive income (net of tax)	(10.65)	-	-	-	-	(10.65)
Total comprehensive income for the year	1,818.41	-	-	-	-	1,818.41
Transactions with owners recognised directly in equity						
Dividend paid	(41.36)	-	-	-	-	(41.36)
Equity component of optionally convertible debentures, net of taxes	-	-	-	-	104.67	104.67
Share based payments to employees	-	-	5.07	-	-	5.07
Impact on account of common control business combination (Refer note 41)	(55.03)	-	-	-	-	(55.03)
Financial guarantee liability recognised through equity, net of taxes (Refer note 42)	(41.53)	-	-	-	-	(41.53)
Transfer from Retained earnings to Debenture Redemption Reserve	(250.00)	250.00	-	-	-	-
Balance as at March 31, 2024	3,168.34	282.88	5.07	(251.91)	104.67	3,309.05

Material Accounting Policies	2
Notes to the Financial Statements	3 to 41

As per our report of even date attached
For **Manian & Rao**
Chartered Accountants
Firm Registration No - 001983S

Paresh Daga
Partner
Membership No. 211468

MANIAN & RAO
Bangalore
Chartered Accountants

Place : Bengaluru
Date : September 05, 2024

For and on behalf of the Board of Directors of
Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316

Abhay Anant Gupte
Director
DIN : 00889188

Prabhakara Dayananda Kamath
Director
DIN : 00935434

Dattatri H.M
Company Secretary
FCS: 7799

K Girish Kini
Chief Executive Officer

Ramanath Pai
Chief Financial Officer

Place : Manipal
Date : September 05, 2024

MANIPAL PAYMENT AND IDENTITY SOLUTIONS LIMITED
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Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
Summary Statement of Material Accounting Policies and other explanatory notes to the Financial Statements
(All amounts are in Indian Rupees million, unless otherwise stated)

1 Corporate Information:

Manipal Payment and Identity Solutions Limited (previously known as MCT Cards & Technology Limited, MCT Cards & Technology Private Limited) ("the Company") is a public company domiciled in India, incorporated on February 19, 2008, under the provisions of the Companies Act, 1956. Its registered office is located in Manipal, Karnataka. The Company offers comprehensive solutions for cards, including banking, identity solutions, and loyalty cards. Its services encompass card manufacturing, card personalization, cheque book printing, and the supply of related collaterals. Additionally, the Company handles fulfilment activities, including dispatch services.

The Company operates a manufacturing unit in Manipal, with card personalization facilities in Mumbai and various printing and processing units across India.

The conversion from a Private Limited Company to a Public Limited Company was approved through a special resolution at an extraordinary general meeting of the shareholders held on November 30, 2023. Further vide, special resolution passed at an extraordinary general meeting by the shareholders on July 22, 2024 the name change to Manipal Payment and Identity Solutions Limited was approved. The Registrar of Companies issued a fresh certificate of incorporation reflecting this name change on August 23, 2024.

2 Material Accounting Policies:

a. Statement of compliance and basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The material accounting policy information used in preparation of the audited financial statements have been discussed in the respective notes.

During the year ending March 31, 2024, the Company acquired the VDP Divison Business from its holding company. This transaction is accounted for as a common control transaction in accordance with Appendix C of Ind AS 103 Business Combinations. It is retrospectively accounted for the periods presented as part of the financial statements.

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded to the nearest millions, unless otherwise indicated.
These financial statements have been approved for issue by the Board of Directors at their meeting held on September 04, 2024 at Manipal, Karnataka.

b. Basis of measurement

These financial statements have been prepared under the historical cost basis, except for defined benefit obligation which are measured at fair values at the end of each reporting period, as explained in accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

(i) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
(ii) Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
(iii) Level 3 inputs are unobservable inputs for the asset or liability.

c. Use of judgements and estimates

In the application of the Company's accounting policies, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if revision affects both current and future periods.

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

(i) Judgements
Lease term: whether the Company is reasonably certain to exercise extension options.

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

(ii) Estimates
Useful lives of Property, plant and equipment and intangible assets (Refer Note 3 and Note 6)
Measurement of defined benefit obligation; key actuarial assumptions (Refer Note 49)
Provision for taxation (Refer Note 38)
Provision for warranty (Refer Note 28 (ii) Provision for warranty)
Provision for disputed matters (Refer Note 28 (i) Provision for disputed matters)
Measurement of Lease liabilities and Right of Use Asset (Refer Note 52)

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d. Property, Plant & Equipment

Property, Plant and Equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items such as purchase price, freight, duties and levies. Such cost includes the cost of replacing parts of the 'Property, Plant and Equipment' and the borrowing cost till the date of installation of qualifying asset and any attributable cost of bringing the asset to its working condition for its intended use, including exchange differences. Freehold land is carried at historical cost.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

An item of 'Property, Plant and Equipment' and any significant part initially recognised is derecognized 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 derecognized.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are 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'.

Depreciation on 'Property, Plant & Equipment' is provided on the Straight Line Method over the useful lives of the assets. Depreciation for the assets purchased/sold during the period is proportionately charged.

The Estimated useful life are as below:

Particulars	**Management's estimate of useful lives**
Building- Freehold	30 years
Plant and machinery	5-15 years
Computers	3-6 years
Furniture and fixtures	10 years
Vehicles	8 years
Office equipment	5 years
Electrical Fittings	10 years

The useful lives mentioned above for few of the Plant & Machinery are based on management's assessment, taking into account factors such as the nature of the assets, the estimated usage pattern of the assets, the operating conditions, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support etc.

Policy with regard to depreciation of assets taken on lease i.e. Right of Use Assets disclosed under sub-note l below.

e. 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. The useful lives of all the intangible assets of the Company are assessed as finite.

Particulars	**Useful life**
Computer Software	3 years

f. Taxation

Income tax expense for the period comprises of current and deferred income tax. Income Tax expense is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case tax is also recognised in other comprehensive income or in equity, as appropriate. Current Income Tax, for current and prior periods is recognised in the Statement of Profit and loss at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets and liabilities are recognised for all temporary differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases used in the computation of taxable profit. The Company recognizes a deferred tax asset arising from unused tax losses or tax credit only to the extent that it is probable that sufficient future taxable profits will be available against which unused tax losses or tax credits can be utilized by the entity. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period. Deferred tax assets and liabilities are presented in the Balance Sheet after setting off the same against each other.

Advance Income Tax paid (including tax deducted at source, tax paid on self-assessment or otherwise) and provision for Current Income Tax are presented in the Balance Sheet after setting off the same against each other.

g. Financial Instruments

I. Classifications, Initial Recognition and Measurement
The Company recognizes financial assets and financial liabilities if any, when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at Fair Value on initial recognition, except for trade receivable which is initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

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2. Subsequent Measurement

Non Derivative Financial Instruments

Financial Assets carried at Amortized Cost
A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)
A financial asset other than equity investment is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity investments, the subsequent changes in the fair value are recognised in other comprehensive income.

Financial Assets at Fair Value through Profit or Loss (FVTPL)
A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

Financial Liabilities
Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Classification as debt or equity
An instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.
Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Dividend paid on equity instruments are directly reduced from equity.

Other Equity Investments
All other equity investments if any, are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

Financial Guarantee Contracts
Financial Guarantee Contracts are initially recognised at fair value of guarantee. The subsequent measurement of Financial guarantee is higher of:
a) the amount of the loss allowance determined
b) the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS115.

3. Derecognition of Financial Instruments

The Company derecognises a financial asset when the contractual rights to cash flows from the financial asset expire or when it transfer the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognised from the Company's balance sheet when the obligation specified in the contract is discharged, cancelled or when it expires.

4. Fair Value of Financial Instruments
In determining the fair value of its financial instruments, the Company uses a generally acceptable methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value and such value may never be actually realised.

For financial assets and liabilities maturing within one year from the reporting date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

h. Inventories
Stock of Raw Materials, Work-in-Progress, Trading materials, Stores, Spares, Process Materials & Packing Materials are valued at lower of cost or net realisable value adopting weighted average method. Cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost also includes expenses incurred towards wages and other related items. Spare parts which do not meet definition of Property Plant and Equipment, i.e. when the company intends to use these during the period of 12 months or less, are being considered as Inventory.

Due allowance is estimated and made by the management for slow moving / non-moving items of inventory, wherever necessary, based on the past experience and such allowances are provided.

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.
The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

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i. Revenue Recognition:

(i). Revenue from Contract with Customers:

The Company derives revenues primarily from Sale of Products and services.

Revenue is measured based on the consideration that is specified in a contract with a customer or is expected to be received in exchange for the products or services and excludes amounts collected on behalf of third parties. Revenue is recognized upon transfer of control of promised products or services to customers. To recognize revenues, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied.

The revenue is recognised when (or as) the performance obligation is satisfied, which typically occurs when (or as) control over the products or services is transferred to a customer.

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 assessing whether the products/services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Products/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 products/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.

Revenues in excess of invoicing if any, are classified as contract assets (which the Company refer as unbilled revenue) while invoicing in excess of revenues if any, are classified as contract liabilities (which the Company refer to as unearned revenues)

The Company accounts for rebates/discounts to customers as a reduction of revenue based on the underlying performance obligation that corresponds to the progress by the customer towards earning the rebate/discount.

(ii) Interest and other income:

Interest Income from a financial asset is recognized using the effective interest method. Interest on refund of Income Tax and insurance claims are accounted in the year of receipt.

j. Foreign currencies

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated using exchange rates in effect at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary items that are denominated in a foreign currency and measured at historical cost are not retranslated at the end of each reporting period. They are reported using the exchange rate in force on the date of transaction. Non-monetary items that are denominated in a foreign currency and measured at fair value are reported at the exchange rates prevalent on the date when the fair value was determined. The exchange gain or loss on non-monetary items is treated in line with the recognition of the overall gain or loss on such non-monetary item i.e. translation or settlement differences on non-monetary items whose gain or loss is recognised in Other Comprehensive Income or Statement of Profit and Loss are also recognised in Other Comprehensive Income or Statement of Profit and Loss respectively.

k. Employee Benefits

Short-term employee benefits
Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance linked rewards such as annual variable pay falling due wholly within twelve months of rendering the service are classified as short term benefits and are expensed in the period in which the employee renders the related service.

Post-employment benefits

Defined Contribution Plans
Provident fund scheme, employee state insurance scheme and employee pension scheme are the Company's defined contribution plans. The contribution paid or payable under the scheme is recognised during the period in which the employee renders the related service.

Defined Benefit Plans

Gratuity
The Company provides for Gratuity, a defined benefit plan covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and tenure of employment with the Company.

The Company's contribution towards gratuity is invested in a Group Gratuity Policy with the Life Insurance Corporation of India. Deficit/Surplus of present value of obligations (under Gratuity policy) over the fair value of Gratuity plan assets is recognised in the Balance Sheet as an asset or liability. The same is determined based on an independent actuarial valuation using the Projected Unit Cost Method. Gains and losses through remeasurement of the net gratuity liability/(asset) are recognised in Other Comprehensive Income and are reflected in Other Equity and the same are not eligible to be reclassified subsequently to Profit or Loss. Premium expense incurred to keep in effect such a group gratuity policy is recognised in the Statement of Profit and Loss as employee benefit expense in the year such premium falls due.

Compensated absences:
Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. The Company accounts for its liability towards compensated absences based on actuarial valuation done as at the balance sheet date by an independent actuary using the Projected Unit Credit Method. The liability includes the long term component accounted on a discounted basis and the short term component which is accounted for on an undiscounted basis.

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Employee share based payments

The Company recognises compensation expense relating to share based payments in accordance with Ind AS 102 Share-based Payment. Stock options granted by the Company to its employees are accounted as equity settled options. Accordingly, The grant date fair value of equity settled share-based payment awards granted to employees of the company is recognised as employee benefit expense with corresponding increase in equity. The total expense w.r.t., options granted to employees of the company is recognised over the vesting period, which is the period over which all the specified vesting conditions are required to be satisfied. At the end of each reporting period, the company revises its estimates of the number of options that are expected to vest based on the service and non-vesting conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to equity.

The Share payments issued to the employees of holding company are reimbursed from respective companies and not recognised as cost to the company.

l. Leases

The Company's lease asset (taken on long term basis) classes wholly consists of Land, Buildings and Machineries. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets if any. For these short term and leases of low value assets if any, the Company recognises the lease payments as an operating expense.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term or useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Right of Use asset (ROU Asset) have been separately presented in the Balance Sheet as a part of Property, Plant and Equipment. Corresponding lease liabilities are being disclosed as other financial liabilities either as current or non current depending on the period of reversal and lease payments have been classified as financing cash flows.

m. Borrowing Cost

Borrowing cost includes interest expense calculated using the effective interest method, finance expenses in respect of assets acquired on lease.

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset, are capitalised/ inventoried as a part of cost of such asset till such time the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are recognized as expenses in the period in which they are incurred.

n. Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past events & it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of 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. When the unavoidable costs of meeting obligations under a contract, exceed the economic benefits expected to be received under such contract (onerous contract), then the present obligation under the contract is recognised and measured as a provision.

Contingent liability is disclosed in the notes to accounts when in case of a present obligation arising from past events, it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the same is not possible.

Contingent assets are disclosed in the notes to accounts when an inflow of economic benefits is probable.

Warranties

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

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o. Impairment of Assets

1. Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:
(a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits and bank balances.
(b) Trade receivables that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. 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.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

2. Non-Financial Assets including Intangible assets and Property, Plant and Equipment

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:
- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.
When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

p. Earnings per share

Basic Earnings per share
Basic earnings per equity share is calculated by dividing the net profit or loss after tax (before considering other comprehensive income) for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted Earnings per share
Diluted earnings per equity share, is computed by dividing the net profit or loss for the year as adjusted for dividend, interest and other expenses relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included.
As required under Ind AS 33 "Earning per share" the effect of any Split/Bonus after the end of reporting period is given for the purpose of computing earning per share for all the period presented retrospectively.

q. Statement of Cash Flows

Cash flows are reported using the indirect method in accordance with Ind AS 7 "Statement of Cash Flows", whereby profit for the year is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

r. Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand and at bank (in current accounts) and term deposits with original maturity up to 3 months. Term deposits maturing beyond 3 months, earmarked balances with banks and deposits held as margin money or security against borrowings etc. is not considered as Cash and Cash Equivalents.

s. Events after reporting date

Subsequent events are evaluated through the date the financial statements are issued. Events providing additional evidence about conditions existing at the balance sheet date are recognized in the financial statements. Events indicative of conditions arising after the balance sheet date are disclosed if material.

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t. Current / Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

Based on the nature of activities of the company, the company has determined its operating cycle as 12 months.

u. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

v. Business Combination under Common control

Business combinations involving Businesses/Entities under common control are accounted under pooling of interest method.

In accordance with pooling of interest method:

(i) The assets and liabilities of the combining Businesses/Entities are reflected at their carrying amounts.

(ii) No adjustments are made to reflect fair values, or recognise any new assets and liabilities. Adjustments if any, are made to harmonise accounting policies/estimates.

(iii) The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date (Control date), the prior period information is restated only from that date.

(iv) The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve

(v) The identity of the reserves are preserved

(vi) The difference, if any, between the amounts recorded as Owner's Net investment/Equity and consideration paid in the form of cash or other assets is recorded as capital reserve and is presented separately.

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(All amounts are in Indian Rupees million, unless otherwise stated)

3 Property, plant and equipment

Particulars	Land - Freehold	Building-Freehold	Plant and machinery	Computers	Furniture and fixtures	Vehicles	Office equipment	Electrical Fittings	Total
Gross carrying amount									
Balance as at April 1, 2022	10.04	83.72	715.88	29.16	13.97	1.26	6.43	12.74	873.20
Addition on account of common control business combination	-	-	557.77	15.05	8.90	-	8.64	14.28	604.64
Additions	-	-	16.41	4.90	0.18	-	2.93	-	24.42
Deductions	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	10.04	83.72	1,290.06	49.11	23.05	1.26	18.00	27.02	1,502.26
Additions	-	-	31.49	10.59	0.39	-	4.18	-	46.65
Deductions	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	10.04	83.72	1,321.55	59.70	23.44	1.26	22.18	27.02	1,548.91
Accumulated Depreciation									
Balance as at April 1, 2022	-	19.37	337.96	25.12	11.21	1.10	5.13	10.52	410.41
Addition on account of common control business combination	-	-	307.18	11.54	6.60	-	6.10	10.14	341.56
For the year	-	3.34	106.14	4.74	1.55	0.16	2.06	1.90	119.89
Deductions	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	22.71	751.28	41.40	19.36	1.26	13.29	22.56	871.86
For the year	-	3.34	101.04	5.39	1.50	-	2.16	1.79	115.22
Deductions	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	-	26.05	852.32	46.79	20.86	1.26	15.45	24.35	987.08
Net carrying amount									
Balance as at March 31, 2023	10.04	61.01	538.78	7.71	3.69	0.00	4.71	4.46	630.40
Balance as at March 31, 2024	10.04	57.67	469.23	12.91	2.58	0.00	6.73	2.67	561.83

Notes :

(i) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed above are held in the name of the Company.

(ii) Property, plant and equipment are hypothecated as primary security with the lenders against the borrowings availed by the Company. (Refer Note no.19 and 23)

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Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
Notes to the Financial Statements
(All amounts are in Indian Rupees million, unless otherwise stated)

4 Right-of-use assets

Particulars	Building	Plant & Machinery	Total
Gross carrying amount			
Balance as at April 1, 2022	38.48	63.35	101.83
Addition on account of common control business combination	88.20	6.53	94.73
Additions	15.34	124.79	140.13
Deductions	10.48	-	10.48
Balance as at March 31, 2023	131.54	194.67	326.21
Additions	33.81	529.56	563.37
Deductions	29.40	68.85	98.25
Balance as at March 31, 2024	135.95	655.38	791.33
Accumulated depreciation			
Balance as at April 1, 2022	19.16	44.71	63.87
Addition on account of common control business combination	35.62	2.26	37.88
For the year	30.26	26.55	56.81
Deductions	10.48	-	10.48
Balance as at March 31, 2023	74.56	73.52	148.08
For the year	35.13	129.44	164.56
Deductions	29.40	66.46	95.86
Balance as at March 31, 2024	80.29	136.50	216.79
Net carrying amount			
Balance as at March 31, 2023	56.98	121.15	178.13
Balance as at March 31, 2024	55.66	518.88	574.54

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5 Capital Work In Progress

Particulars	Amounts
Balance as at April 1, 2022	**12.05**
Addition on account of common control business combination	0.43
Additions	1.44
Capitalization/deductions	(12.40)
Balance as at March 31, 2023	**1.52**
Additions	37.40
Capitalization/deductions	(0.65)
Balance as at March 31, 2024	**38.27**

Ageing of Capital Work In Progress (CWIP)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3	
Projects in progress					
Balance as at March 31, 2024	37.40	0.87	-	-	38.27
Balance as at March 31, 2023	1.52	-	-	-	1.52
Projects temporarily suspended					
Balance as at March 31, 2024	-	-	-	-	-
Balance as at March 31, 2023	-	-	-	-	-

Note: The Company does not have any capital-work-in-progress which is overdue or has exceeded its cost compared to its original plan as at March 31,2024 and March 31,2023

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Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
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6 Other intangible assets

Particulars	Software	Total
Gross carrying amount		
Balance as at April 1, 2022	-	-
Addition on account of common control business combination	3.66	3.66
Additions	0.23	0.23
Deductions	-	-
Balance as at March 31, 2023	3.89	3.89
Additions	4.57	4.57
Deductions	-	-
Balance as at March 31, 2024	8.46	8.46
Accumulated amortization		
Balance as at April 1, 2022	-	-
Addition on account of common control business combination	2.88	2.88
For the year	0.80	0.80
Deductions	-	-
Balance as at March 31, 2023	3.68	3.68
For the year	1.53	1.53
Deductions	-	-
Balance as at March 31, 2024	5.21	5.21
Net carrying amount		
Balance as at March 31, 2023	0.21	0.21
Balance as at March 31, 2024	3.25	3.25

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7 Investments

	As at March 31, 2024	As at March 31, 2023
Unquoted Investments		
In Equity Instruments		
Measured at Fair Value through OCI		
Clean Wind Power (Manvi) Pvt Ltd (Refer Note below)		
No. of equity shares 39,600 (March 31, 2023 : 39,600) of Rs. 10/- each	0.40	0.40
	0.40	**0.40**
(a) Aggregate amount of quoted investments	-	-
(b) Aggregate market value of quoted investments	-	-
(c) Aggregate value of unquoted investments	0.40	0.40
(d) Aggregate amount of impairment in value of investments	-	-

Note:

Investment in Clean Wind Power (Manvi) Pvt Ltd was held with a view to obtain power for captive consumption. As per the shareholders' agreement entered into by the aforesaid company's holding company M/s Hero Wind Energy Private Limited with the company, the aforesaid holding company is having the sole discretion to purchase shares at par i.e. at Rs.10 each from the company. Accordingly, the fair value is considered to be Rs. 10 per share.

8 Other non-current financial assets (Unsecured, considered good)

	As at March 31, 2024	As at March 31, 2023
Security deposits	6.39	5.67
Rent deposits		
(i) Other than related party	31.30	26.26
(ii) Related party (Refer note 53)	14.33	-
Term deposits		
(i) Pledged as security for Bank Guarantee, Letter of Credit and for Tender	153.87	146.34
(ii) Free from charge	-	2.38
	205.89	**180.65**

9 Other non-current assets

	As at March 31, 2024	As at March 31, 2023
Capital advances	109.64	4.20
Demand paid under protest (Indirect taxes)	70.05	72.64
Prepaid expenses	0.83	-
	180.52	**76.84**

10 Inventories

	As at March 31, 2024	As at March 31, 2023
(at lower of cost and net realisable value)		
Raw materials	718.60	861.43
Work-in-progress	177.23	339.12
Stock-in-trade (in respect of goods acquired for trading)	53.53	58.38
Stores and spare parts	31.31	28.87
Process material	0.77	1.39
Packing material	2.66	2.42
	984.10	**1,291.61**

Notes:

(i) The above inventory is net off provision provided for slow moving and non-moving items to the extent of Rs. 48.85 million (March 31, 2023 : NIL)
(ii) Inventories are hypothecated as primary security with the lenders against the borrowings availed by the Company. (Refer Note no.19 and 23)
(iii) Value of Raw materials includes stock in transit amounting to Rs. 36.84 million (March 31, 2023 : Rs. 2.05 million)

11 Trade receivables

	As at March 31, 2024	As at March 31, 2023
Unsecured		
Trade receivables considered good	894.70	1,291.23
Trade receivables - credit impaired	87.66	63.56
Less : Allowances for expected credit loss	(87.66)	(63.56)
	894.70	**1,291.23**
Unbilled revenue	23.95	-
	918.65	**1,291.23**
Movement in expected credit loss allowance		
Opening balance	63.56	54.12
Allowance for loss created (net of reversal) during the year	24.10	9.44
Closing balance	**87.66**	**63.56**

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Ageing of trade receivables

	As at March 31, 2024	As at March 31, 2023
(i) Undisputed Trade Receivables – considered good		
Not due	419.96	715.18
Less than 6 months	459.74	557.93
6 months - 1 year	14.73	17.16
1-2 years	0.10	0.96
2-3 years	0.17	-
More than 3 years	-	-
	894.70	1,291.23
(ii) Undisputed Trade Receivables – credit impaired		
Not due	-	-
Less than 6 months	43.12	18.93
6 months - 1 year	18.69	8.76
1-2 years	8.63	0.78
2-3 years	3.74	1.09
More than 3 years	13.48	34.00
	87.66	63.56
Less: Allowances for expected credit loss	(87.66)	(63.56)
Unbilled Revenue	23.95	-
	918.65	**1,291.23**

Notes:
(i) Refer note no 53 for Related pary transactions.
(ii) Trade receivables are hypothecated as primary security with the lenders against the borrowings availed by the Company. (Refer Note no.19 and 23)

12 Cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Cash-in-hand	0.00	-
Balances with banks		
(i) Current accounts	4,437.88	49.26
(ii) Deposit with original maturities of less than 3 months	608.44	-
	5,046.32	**49.26**

13 Other bank balances (other than cash and cash equivalents)

	As at March 31, 2024	As at March 31, 2023
Term Deposits		
(i) Pledged as Security for Bank Guarantee, Letter of Credit and for Tender	390.30	114.26
(ii) Free from charge	0.01	8.04
	390.31	**122.30**

14 Loans - Current

	As at March 31, 2024	As at March 31, 2023
Unsecured considered good		
Inter-corporate loan (Refer note 56)	1,001.14	1,040.54
	1,001.14	**1,040.54**

15 Other current financial assets

	As at March 31, 2024	As at March 31, 2023
Security deposits	41.83	27.68
Earnest money deposits	11.81	2.55
Interest accrued but not due from deposits	6.96	1.93
Other receivables	27.51	16.03
	88.11	**48.19**

Notes:
(i) Refer note no 53 for Related pary transactions.

16 Other current assets

	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good)		
Receivable from government authorities		
(i) GST credit receivable	54.46	105.40
(ii) Export benefit receivable	0.70	0.05
Prepaid expenses	44.12	38.96
Advance to suppliers (including related party - refer note 53)	104.77	34.82
Other advances and deposits	4.75	1.85
	208.80	**181.08**

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17 Share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised :		
Equity Shares of Rs. 10/- each *		
No. of Shares March 31, 2024 : 50,000,000 (March 31, 2023 : 50,000,000)	500.00	500.00
TOTAL	**500.00**	**500.00**
Issued, subscribed and paid up:		
Equity share capital		
Equity Shares of Rs. 10/- each *		
No. of Shares March 31, 2024 : 41,361,000 (March 31, 2023 : 41,361,000)	413.61	413.61
TOTAL	**413.61**	**413.61**

* Subsequent to the year ended March 31, 2024, the company has approved sub-division of face value of Rs.10 each into Rs. 2 each fully paid up (Refer note 59).

Reconciliation of number of shares outstanding at the beginning and end of the year:

Equity shares :*	As at March 31, 2024 No. of shares	As at March 31, 2023 No. of shares
Outstanding at the beginning of the year	4,13,61,000	4,13,61,000
Equity Shares issued during the year in consideration for cash	-	-
Outstanding at the end of the year	**4,13,61,000**	**4,13,61,000**

* Number of shares is presented as absolute number.

Terms / Rights attached to each classes of shares

Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company (after distribution of all preferential amounts) in proportion to their shareholding.

Shareholders holding more than 5% shares in the Company is set out below:

Equity shares of Rs. 10 each fully paid	As at March 31, 2024	
	No. of shares	% Share holding
Manipal Technologies Limited (including nominee shareholders)	3,30,80,800	79.98%
Manipal Media Network Limited	82,80,200	20.02%

Equity shares of Rs. 10 each fully paid	As at March 31, 2023	
	No. of shares	% Share holding
Manipal Technologies Limited	3,30,80,800	79.98%
Gloryvize International Limited	47,24,200	11.42%
Chan Wasich International Company Limited	35,46,000	8.57%

Details of shareholding of promoters:

Equity shares of Rs. 10 each fully paid	As at March 31, 2024		
	No. of shares	% of holding	% of Change
Manipal Technologies Limited (including nominee shareholders)	3,30,80,800	79.98%	-
Manipal Media Network Limited	82,80,200	20.02%	100%
Tridevita Family Trust	-	0.00%	-100%

Equity shares of Rs. 10 each fully paid	As at March 31, 2023		
	No. of shares	% of holding	% of Change
Manipal Technologies Limited	3,30,80,800	79.98%	-
Tridevita Family Trust	10,000	0.02%	-

Equity shares of Rs. 10 each fully paid	As at March 31, 2022	
	No. of shares	% of holding
Manipal Technologies Limited	3,30,80,800	79.98%
Tridevita Family Trust	10,000	0.02%

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18 Other equity

	As at March 31, 2024	As at March 31, 2023
A. Retained earnings	3,168.34	1,737.85
B. Debenture Redemption Reserve	282.88	32.88
C. Share Option Outstanding Account	5.07	-
D. Amalgamation Adjustment Deficit Account	(251.91)	(251.91)
E. Equity Component of Compound Financial Instruments	104.67	-
	3,309.05	1,518.82

(i) Movement of reserves

A. Retained earnings

	As at March 31, 2024	As at March 31, 2023
Opening balance	1,737.85	1,255.91
Profit for the year	1,829.06	669.23
Other comprehensive (loss)/ income	(10.65)	(8.66)
Dividend paid (Refer note (iii) (a))	(41.36)	(41.36)
Impact on account of common control business combination (Refer note 41)	(55.03)	(106.39)
Financial guarantee liability recognised through equity net of taxes (Refer note 42)	(41.53)	-
Debenture redemption reserve (Refer note (iii) (b))	(250.00)	(32.88)
Closing balance	3,168.34	1,737.85

B. Debenture Redemption Reserve

	As at March 31, 2024	As at March 31, 2023
Balance at the begining of the year	32.88	-
Amount transferred during the year from retained earnings	250.00	32.88
	282.88	32.88

C. Share Option Outstanding Account

	As at March 31, 2024	As at March 31, 2023
Balance at the begining of the year	-	-
Addition during the year	5.07	-
	5.07	-

D. Amalgamation Adjustment Deficit Account

	As at 31 March 2024	As at 31 March 2023
Balance at the begining of the year	(251.91)	-
Reserve created on account of common control business combination (Refer note 41)	-	(251.91)
Restated balance as at April 1,2022	-	(251.91)
Add : Movement during the year	-	-
	(251.91)	(251.91)

E. Equity Component of Compound Financial Instruments

	As at March 31, 2024	As at March 31, 2023
Balance at the begining of the year	-	-
Equity component of optionally convertible debentures created during the year	140.67	-
Deferred tax on above	(36.00)	-
	104.67	-

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(ii) Nature and purpose of reserves

A. Retained earnings
Retained earnings represents the undistributed profits of the Company accumulated as on Balance Sheet date.

B. Debenture redemption reserve
Debenture redemption reserve is created as per the provisions of Companies Act 2013 read with rules thereon for the companies issuing debentures on private placement basis.

C. Share option outstanding account
The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

D. Amalgamation Adjustment Deficit Account
Amalgamation Adjustment Deficit Account on business combination represents the deficit of capital nature which mainly include the excess of purchase consideration paid over the net assets acquired by the Company arising on transfer of business between entities under common control.

E. Equity Component of Compound Financial Instruments
The equity component is determined by deducting the fair value of the liability from the value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured.

(iii) Other notes
(a) The dividend paid represents the amount paid of out of the profits for the year March 31, 2023 of Rs. 1 and for year ended March 31, 2022 : Rs.1 per equity share paid in subsequent financial year.

(b) As per the provisions of Companies Act 2013 read with rules thereon, the companies issuing debentures on private placement basis (Non-convertible debentures), are required to maintain the Debenture Redemption Reserve at least to the extent of 10% of value of debentures issued outstanding as on the reporting date. . The company has transferred Rs. 250.00 Millions to Debenture Redemption Reserve from retained earnings for the year ended March 31, 2024 (March 31, 2023 : Rs 32.88 millions).

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19 Non-current borrowings

	As at March 31, 2024	As at March 31, 2023
Secured		
Term loan from banks	-	212.82
Debentures:		
(i) Non-Convertible Debentures	2,457.99	201.52
(ii) Optionally Convertible Debentures	1,825.80	-
	4,283.79	414.34

Information on non-current borrowings

(a) Term loans

Particulars		
South Indian Bank	-	79.53
Federal Bank	-	186.36
Total amount of long term loans	-	265.89
Less : Current maturities (Refer note 23)	-	53.07
Amount of non-current debt	-	212.82

Term loans carry a rate of interest ranging from 10% to 11% secured by way of charge of property, plant and equipment and current assets. The term loans are pre-closed during the year.

(b) Debentures

Carrying value of debentures		
16.5 % Non-convertible debentures (Refer note (i))	133.64	328.78
18 % Non-convertible debentures (Refer note (ii))	2,502.98	-
15 % Optionally Convertible debentures (Refer note (iii))	1,858.12	-
	4,494.74	328.78
Less : Current maturities (Refer note 23)	210.95	127.26
Amount of long term debentures	4,283.79	201.52

(i) 16.5% Non-convertible Debentures

During the financial year 2022-23, the company has issued 350 16.5% Non-convertible Debentures (NCD) of face value Rs. 1 million each amounting to Rs. 350 million repayable in 33 Monthly installments starting from February 28, 2023. During the financial year, the repayment terms were modified with revised maturity date of June 30, 2024.

Security: The debentures are secured by the corporate guarantee from Manipal Technologies Limited , negative lien over 51% of the Company's shares held by Manipal Technologies Limited and subservient charge by way of hypothecation over all Company assets in favour of the Debenture Trustee.

(ii) 18% Non-convertible Debentures

During the financial year 2023-24, the company has issued 2,500 18% Non-convertible Debentures (NCD) of face value Rs. 1 million each amounting to Rs. 2,500 million repayable in 4 half yearly installments starting from September 30, 2025. The purpose of issue of these NCDs is to acquire the shares and Compulsory Convertible Debentures of Primacy Industries Private Limited (PIPL), working capital and other general corporate purpose.

These Non-convertible Debentures are secured through an exclusive charge by way of a mortgage/hypothecation of Company's property, plant and equipment and intellectual properties, hypothecation of inventories and charge on trade receivables, pledge of shares held by Manipal Technologies Limited (MTL) and Manipal Media Network Limited (MMNL) in the company and future securities to be held in Primacy Industries Private Limited. Additionally, the NCD's are secured by way of personal guarantee of Mr. Gautham Pai and corporate guarantees from MTL, and MMNL.

(iii) 15% Optionally Convertible Debentures

During the financial year 2023-24, the company has issued 2,000 15% Optionally Convertible Debentures (OCD) of face value Rs. 1 million each amounting to Rs. 2,000 million repayable in 4 half yearly installments starting from September 30, 2025. The purpose of issue of these OCDs is to acquire the shares and Compulsory Convertible Debentures of Primacy Industries Private Limited (PIPL) , working capital and other general corporate purpose.

These Optionally Convertible Debentures are secured through an exclusive charge by way of a mortgage/hypothecation of Company's property, plant and equipment and intellectual properties, hypothecation of inventories and charge on trade receivables, pledge of shares held by Manipal Technologies Limited (MTL) and Manipal Media Network Limited (MMNL) in the company and future securities to be held in Primacy Industries Private Limited. Additionally, the OCDs are secured by way of personal guarantee of Mr. Gautham Pai and corporate guarantees from MTL and MMNL.

The debenture holder has an option to convert each OCD into 1,478 equity shares of Rs. 10 each on or before the earlier of following:
a. the expiry of 18 months from the deemed date of allotment or
b. filing of draft red herring prospectus

Considering OCD as a compound financial instrument, the liability component is accounted for at a fair value of Rs. 1,825.80 million, while the equity component is recorded under 'Other Equity' at Rs. 140.67 million upon initial recognition, net of transaction costs. Interest on the liability component is recognized as an interest expense, applying the effective interest method.

20 Lease liabilities - non-current

	As at March 31, 2024	As at March 31, 2023
Lease liabilities	396.21	123.37
	396.21	123.37

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21 Other non-current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Financial guarantee obligation (Refer note 42)	18.45	-
	18.45	-

(i) Refer related party note no. 53 for further disclosures.

22 Non-current provisions

	As at March 31, 2024	As at March 31, 2023
Provision for Leave Encashment	7.84	5.10
	7.84	5.10

23 Current borrowings

	As at March 31, 2024	As at March 31, 2023
Secured		
Loans repayable on demand (banks) (Refer note below)	-	371.54
Current maturities of term loans (banks)	-	53.07
Current maturities of debentures		
(i) Non-Convertible Debentures	178.63	127.26
(ii) Optionally Convertible Debentures	32.32	-
	210.95	551.87

Note :
Loans repayable on demand (banks) are cash credit facility availed from various banks carrying an interest rate ranging from 8.50% to 11% secured by way of hypothecation of all current assets including inventory and trade receivables.

24 Lease liabilities - current

	As at March 31, 2024	As at March 31, 2023
Current maturities of lease liabilities	174.93	55.73
	174.93	55.73

25 Trade payables

	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises (Refer note 45)	14.60	14.31
Total outstanding dues of creditors other than micro enterprises and small enterprises	844.72	1,172.50
	859.32	1,186.81

Ageing of Trade payables

	As at March 31, 2024	As at March 31, 2023
(i) MSME		
Not due	14.38	7.99
Less than 1 year	0.22	5.67
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	14.60	**13.66**
(ii) Others		
Not due	497.34	593.22
Less than 1 year	301.66	510.89
1-2 years	2.92	24.75
2-3 years	24.39	24.59
More than 3 years	18.41	19.05
	844.72	**1,172.50**
(iii) Disputed dues - MSME		
Not due	-	-
Less than 1 year	-	0.65
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	0.65
	859.32	1,186.81

(i) Refer note no 53 for Related pary transactions.

26 Other current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Employee benefits payable	159.90	45.37
Payable on purchase of property, plant and equipment	23.27	0.92
Purchase consideration payable (Refer note 41)	-	550.00
Financial guarantee obligation (Refer note 42)	16.60	-
Other payables	51.75	0.84
	251.52	597.13

Refer related party note no. 53 for further disclosures.

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27 Other current liabilities

	As at March 31, 2024	As at March 31, 2023
Advance from customers	76.71	91.51
Statutory dues payable	28.14	12.67
Other payables	5.21	4.22
Deferred income on financial guarantee obligation (Refer note 42)	20.30	-
	130.36	108.40

28 Current provisions

	As at March 31, 2024	As at March 31, 2023
Provision for disputed matters (Refer note i below)	180.00	150.00
Provision for leave encashment	0.85	0.61
Provision for gratuity (Refer note 49)	29.69	33.60
Provision for warranty (Refer note ii below)	4.97	26.39
	215.51	210.60

(i) Provision for disputed matters

The Company carries provision for disputed matters towards certain claims against the Company not acknowledged as debts. Whilst the provision is considered as short term in nature, the actual outflow with regard to said matters depends on the exhaustion of remedies available under the law based on various developments. No recoveries are expected against the provision. The details of the movement of the same is given below.

Particulars	As at March 31, 2024	As at March 31, 2023
Opening provision	150.00	120.00
Created during the year	30.00	30.00
Closing provision	180.00	150.00

(ii) Provision for warranty

The Company carries provision for warranty towards passbook printing kiosks machines supplied to customers with one to two years of warranty period. However, the company expects the warranty expenditure to be short term in nature. The details of movement of provision is given below:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening provision	26.39	18.72
Created during the year	-	10.35
Utilised / reversed during the year	(21.42)	(2.68)
Closing provision	4.97	26.39

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29 Revenue from operations

	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Products	8,762.58	6,471.35
Sale of Services	1,460.50	926.42
Other Operating Revenue	68.64	58.13
Total revenue from operations	**10,291.72**	**7,455.90**

Notes:
Refer Note 50 for additional disclosures pursuant to Ind AS 115 - Revenue from contracts with customers.

30 Other income

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income (Refer note below)	153.28	111.05
Gain on foreign currency transactions (net)	21.81	7.25
Liabilities/ provisions no longer required written back	22.32	1.39
Other non-operating income	17.24	0.93
	214.65	**120.62**

Interest income bifurcation :

	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Interest income earned measured at amortised cost		
Banks deposits	31.78	10.18
Inter-corporate deposits	111.77	98.65
Lease deposits and others	5.19	2.05
(ii) Others		
Refund of taxes	4.37	-
Others	0.17	0.17
	153.28	**111.05**

31 Cost of materials consumed

	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening stock	861.43	246.26
Addition on account of common control business combination	-	79.07
Purchases during the year	4,336.42	4,957.17
	5,197.85	**5,282.50**
Closing stock	718.60	861.43
	4,479.25	**4,421.07**

32 Purchase of stock-in-trade

Purchases of Materials	369.77	343.24
	369.77	**343.24**

33 Changes in inventories of Stock-in-Trade and work-in progress

	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening inventories		
Work-in-Progress	339.12	204.91
Stock-in-Trade	58.38	34.03
Addition on account of common control business combination (Work-in-Progress)	-	73.65
Total (A)	**397.50**	**312.59**
Closing Inventories		
Work-in-Progress	177.23	339.12
Stock-in-Trade	53.53	58.38
Total (B)	**230.76**	**397.50**
Total (A-B)	**166.74**	**(84.91)**

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34 Employee benefits expense

	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	608.35	361.18
Contribution to provident fund and other fund	36.85	39.73
Share based compensation expenses	4.08	-
Staff welfare expense	5.49	3.13
	654.77	404.04

35 Finance costs

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on financial liabilities measured at amortised cost:		
(i) Term Loan	21.49	26.81
(ii) Working Capital Loan	5.58	34.65
(iii) Debentures	124.37	21.21
Interest on lease liabilities	50.53	15.48
Bank and other charges	17.49	20.33
Other interest charges	1.15	0.95
	220.61	119.43

36 Depreciation and amortisation expense

	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of property, plant and equipment (refer note 3)	115.22	119.88
Depreciation of right-of-use asset (refer note 4)	164.56	56.82
Amortisation of intangible assets (refer note 6)	1.54	0.80
	281.32	177.50

37 Other Expenses

	For the year ended March 31, 2024	For the year ended March 31, 2023
Consumption of stores and spare parts	145.61	73.57
Rent expense	191.90	219.14
Insurance	19.01	15.48
Subscription and license fees	35.15	16.64
Labour charges	349.76	207.98
Power and fuel	72.58	61.36
Security charges	35.16	26.07
Service charges	305.41	337.80
Repairs and maintenance :		
(i) Building	8.45	1.84
(ii) Machinery	36.47	23.96
(iii) Computers	15.30	10.91
(iv) Others	29.20	34.37
Freight	372.78	152.09
Travelling expenses	28.91	23.91
Sales promotion expenses	19.84	14.29
Packing expenses	19.14	18.06
Postage and telephone	11.73	5.29
Legal and professional charges	126.98	13.17
Webhosting / Software charges	14.10	9.37
Sitting fees to Directors	-	0.02
Rates and taxes	41.98	43.73
Bad Debts written off	45.77	10.30
Provision for bad and doubtful debts	26.49	9.44
Provision for warranty	-	10.35
Expenditure on Corporate Social Responsibility ('CSR') (Refer note 55)	7.59	4.36
Miscellaneous expenses	1.84	1.48
Payments to Auditor for:		
(i) Audit fees	6.00	1.00
(ii) Taxation matters	0.13	0.11
(iii) Other services	-	0.05
	1,967.28	1,348.14

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38 Taxes

(a) Statement of profit or loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Tax expense:		
Current tax	587.65	214.13
Deferred tax	(50.08)	(34.60)
Tax in respect of earlier years	-	(0.75)
Income tax expense reported in the statement of profit or loss	**537.57**	**178.78**

(b) Other comprehensive income (OCI)
Taxes related to items recognised in OCI during the period

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Items not to be reclassified to profit or loss in subsequent periods		
On remeasurement of defined benefit plans	(3.59)	(2.24)
Income tax recognised in OCI	**(3.59)**	**(2.24)**

(c) Balance sheet

Tax assets

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current tax assets (Net)	32.75	74.06
Total tax assets	**32.75**	**74.06**

Tax liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Current tax liabilities (net of advance tax)	38.67	24.35
Total tax liabilities	**38.67**	**24.35**

(d) Deferred tax assets / (liabilities)

Particulars	As at March 31, 2024	As at March 31, 2023
Property, plant and equipment and other intangible assets	(10.96)	(26.70)
Debentures	(54.26)	-
Allowance for expected credit loss	25.30	16.00
Provision for disputed matters	45.30	37.75
Provision for employee benefits	9.66	8.87
Deduction allowed on payment basis	31.94	5.22
Other items	28.35	2.57
Net deferred tax assets / (liabilities)	**75.33**	**43.71**

(e) Reconciliation of tax expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	2,366.63	848.01
Income tax rate	25.17%	25.17%
Income tax expense	595.63	213.43
Tax reconciliation		
Tax effect of:		
a. expenses that are not deductible in determining taxable profit	4.04	3.68
b. taxation in respect of earlier years	-	(0.75)
c. on account of retrospective application of common control business	(61.51)	(37.58)
d. others	(0.59)	-
Tax expenses recognised in the restated statement of profit and loss	**537.57**	**178.78**

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(f) **Movement in temporary differences:**

Deferred tax assets/ (liabilities)	As at April 01, 2023	Recognised in profit or loss during the year	Recognised in OCI during the year	Recognised in equity during the year	As At March 31, 2024
Property, plant and equipment and other intangible assets	(26.70)	15.74	-	-	(10.96)
Debentures	-	(18.25)	-	(36.01)	(54.26)
Allowance for expected credit loss	16.00	9.30	-	-	25.30
Provision for disputed matters	37.75	7.55	-	-	45.30
Provision for employee benefits	8.87	(2.80)	3.59	-	9.66
Deduction allowed on payment basis	5.22	26.72	-	-	31.94
Other items	2.57	11.82	-	13.96	28.35
Net deferred tax asset/(liability)	**43.71**	**50.08**	**3.59**	**(22.05)**	**75.33**

Deferred tax assets/ (liabilities)	As at April 01, 2022	Recognised in profit or loss during the year	Recognised in OCI during the year	Recognised in equity during the year	As At March 31, 2023
Property, plant and equipment and other intangible assets	(45.07)	18.37	-	-	(26.70)
Allowance for expected credit loss	13.62	2.38	-	-	16.00
Provision for disputed matters	30.20	7.55	-	-	37.75
Provision for employee benefits	2.81	3.82	2.24	-	8.87
Deduction allowed on payment basis	2.60	2.62	-	-	5.22
Other items	2.70	(0.13)	-	-	2.57
Net deferred tax asset/(liability)	**6.86**	**34.60**	**2.24**	**-**	**43.71**

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39 Earnings Per Share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profits attributable to equity shareholders		
Profit for the year (in Rs. Million)	**1,829.06**	**669.23**
Basic Earnings Per Share		
Weighted average number of equity shares outstanding during the year	20,68,05,000	20,68,05,000
Basic EPS (Rs.)	**8.84**	**3.24**
Diluted Earnings Per Share		
Profit for the year (in Rs. Millions)	**1,829.06**	**669.23**
Weighted average number of equity shares outstanding during the year	20,70,96,555	20,68,05,000
Diluted EPS (Rs.)	**8.83**	**3.24**
Face value per share in Rs.	2.00	2.00

Notes:

(i) Pursuant to resolutions passed by the Board of Directors and the Shareholders in their respective meeting held in May 2024, the face value of the equity shares of the Company was sub-divided from Rs. 10 each to Rs. 2 each. In compliance with Ind AS - 33, Earnings Per Share, the disclosure of basic and diluted earnings per share for all the years presented has been arrived at after giving effect to the above sub-division.

(ii) Diluted EPS has been calculated after considering the impact of Employee stock option plan (ESOP). This includes the potential dilution effect of outstanding stock options granted to employees.

(iii) The impact on account of Optionally Convertible Debenture for diluted EPS is anti-dilutive in nature for the year ended March 31, 2024 and hence not considered.

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40 Employee Stock Option Scheme

MCT Employee Stock Option Plan 2024

The MCT Employee Stock Option Plan 2024 ('Plan'/ 'ESOP 2024') was approved by the Board of Directors in the meeting held on March 14, 2024 and by the members in the Extra Ordinary General Meeting held on March 15, 2024 . The plan is designed to provide incentives to the eligible employees. The Plan shall be administered by Nomination and Remuneration committee.
Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. The maximum number of options available for grant under the plan shall be 21,76,895 of Rs. 10 each.

Options are granted under the plan for no consideration and carry no dividend or voting rights. The options granted shall vest in a graded manner between completion of 1 year up to 4 years of service from the grant date, unless specific details are laid out by the administrator. Once vested, the options remain exercisable for a period of 5 years. When exercised, each option is convertible into one equity share.
Under the said scheme, the Board of Directors have granted the following options to their eligible employee as on March 15, 2024 with exercise price Rs. 10 each :

Particulars	No. of options
Employees of Manipal Technologies Limited (Holding company)	3,13,341
Employees of Manipal Payment and Identity Solutions Limited	12,92,531
Total	16,05,872

Reconciliation of employee stock options :

Particulars	For the year ended March 31, 2024	
	No. of options	Weighted average exercise price
Options outstanding at the beginning of the year	-	-
Granted during the year	16,05,872	10.00
Forfeited / surrendered during the year	-	-
Exercised during the year	-	-
Options outstanding at the end of year	16,05,872	10.00
Options exercisable at the end of the year	-	-
Weighted average remaining contractual life	7.26 years	

Weighted average share price disclosure is not applicable since share options are not exercised during the year.

Fair value and weighted assumptions of the options granted during the year:

Particulars	For the year ended March 31, 2024
Exercise Price (Rs.)	10.00
Share price at the grant date (Rs.)	139.00
Weighted average fair value of options granted (Rs.)	127.11
Expected life of the option (years)	4.80
Risk free interest rate (%)	6.98%
Expected volatility (%)	17.94%
Dividend yield (%)	0.72%

The eligible employees of the company receives remuneration in the form of share-based payments in consideration of the services rendered. Under the equity settled share based payment, the fair value on the grant date of the award given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated by an independent valuer basis Black Scholes model. At the end of each reporting period, apart from the non-market vesting conditions, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest.

The Company has recorded an employee compensation cost relating to share-based payment expense of Rs.4.08 million (year ended March 31, 2023 : Nil) in the Statement of Profit and Loss. The share based payment expenditure incurred on behalf of Manipal Technologies Limited (holding company) is shown as receivable from the holding company.

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41 Common Control Business Combination : VDP Divison Business

During the financial year 2023-24, the Company has acquired the VDP Divison Business from Manipal Technologies Limited (MTL) i.e. Holding Company in a transaction qualifying as a common control business combination in accordance with Ind AS 103 Business Combinations. This acquisition was aimed at enhancing operational synergies within the Group. The purchase consideration for this transaction was settled at Rs.550.00 million. This transaction has been accounted for using the pooling of interests method, which involves recognizing the acquired assets and liabilities at their carrying amounts as per carved out financial statements of the acquired division from MTL. The financial statements, including comparatives, have been restated as if the acquisition occurred at the beginning of the preceding periods i.e. April 1, 2022. The difference between the purchase consideration and the carrying amount of the net assets acquired has been recorded in Capital Reserve (Amalgamation Adjustment Deficit Account). The details of the acquired assets and liabilities and the calculation of Capital Reserve (Amalgamation Adjustment Deficit Account) is stated in the below table.

Particulars	**As at April 1, 2022**
Property, plant and equipment	263.07
Right-of-use assets	56.87
Capital work-in-progress	0.43
Other intangible assets	0.78
Financial assets	10.44
Deferred tax assets (Net)	9.25
Total non-current assets	**340.84**
Inventories	165.07
Financial assets	56.16
Other current assets	13.82
Total current assets	**235.05**
Total assets (A)	**575.89**
Financial liabilities	38.68
Provisions	1.10
Total non-current liabilities	**39.78**
Financial liabilities	217.57
Other current liabilities	8.13
Provisions	12.32
Total current liabilities	**238.02**
Total liabilities (B)	**277.80**
Reserves & Surplus (C) = (A) - (B)	**298.09**
Purchase consideration payable to Manipal Technologies Limited(D)	**550.00**
Amalgamation Adjustment Deficit Account (C) - (D)	**(251.91)**

The movements of net assets of VDP Divison Business on account of retrospective application of Ind AS 103 has been adjusted in retained earnings.

42 Financial guarantee obligation

During the financial year 2023-24, the company has issued corporate financial guarantee to lenders on behalf of Manipal Media Network Private Limited (Ultimate Holding Company) amounting to Rs. 5550.00 million. Financial guarantee contracts are recognised as a financial liability at the time of issue of guarantee. Since the guarantee in relation to loans of Ultimate Holding Company is provided for no compensation, the fair value is recognised through retained earnings. Accordingly, the financial guarantee liability is recognised in retained earnings (net of taxes) amounting to Rs. 41.53 million (March 31, 2023 : Nil). This liability recognised will be amortised and unwound over the period of the guarantee through Statement of Profit and Loss.

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43 Contingent Liabilities and Contingent Assets

(a) Commitments

Particulars	As at March 31, 2024	As at March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for	135.01	7.11

(b) Contingent liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
1. Claims against the company not acknowledged as debt		
Taxation		
Central Excise (Paid under protest : As at 31 March 2024 : Rs. 60.35 million ; 31 March 2023 : Rs. 60.35 million) (Refer note 1)	1,348.63	1,348.63
VAT & CST (Paid under protest : As at 31 March 2024 : Rs. 2.00 million ; 31 March 2023 : Rs. 7.16 million) (Refer note 2)	4.46	21.67
Customs duty (Paid under protest : As at 31 March 2024 : Rs. 2.04 million ; 31 March 2023 : Rs. 2.04 million) (Refer note 3)	49.02	49.02
GST (Paid under protest : As at 31 March 2024 : Nil ; 31 March 2023 : Nil) (Refer note 4)	0.32	-
2.Guarantee		
Letter of credit	41.33	156.34
Bank Guarantee	558.20	516.73
Corporate Guarantee (Refer note 5)	5,550.00	-

Notes

1 Central Excise

The Company is involved in multiple disputes with the Central Excise and Service Tax authorities regarding the classification of PVC sheets, identity cards, smart cards, and the chargeability of excise duty on personalization and fulfilment activities of banking and non-banking cards. These disputes encompass various periods from July 2010 to June 2017 and involve demands for excise duties and penalties the details are as below:

a) The Company received an order dated 18.04.2016 from the Office of the Commissioner of Central Excise & Service Tax for the period from July 2010 to September 2014, demanding excise duty of Rs. 14.65 million and a penalty of Rs. 14.65 million due to wrong classification of PVC sheets, identity cards, and smart cards under different HSN codes. The company has preferred an appeal against the order, which is pending before the Excise & Customs Tribunal (CESTAT) in Bangalore. The company has paid a pre-deposit of Rs. 1.10 million as of March 31, 2024 (March 31, 2023 - Rs. 1.10 million).

b) The Company received an order dated 23.11.2016 from the Additional Commissioner of Central Excise & Service Tax for the period from October 2014 to August 2015, demanding excise duty of Rs. 1.78 million and a penalty of Rs. 0.18 million due to wrong classification of PVC sheets and identity cards under different HSN codes. The company has preferred an appeal against the order, which is pending before the Excise & Customs Tribunal (CESTAT) in Bangalore. The company has paid a pre-deposit of Rs. 0.33 million as of March 31, 2024 (March 31, 2023 - Rs. 0.33 million).

c) The Company received an order dated 6th April 2018, passed by the Additional Commissioner of Central Excise, Mangalore, for the period from September 2015 to June 2017, demanding excise duty of Rs. 7.77 million and a penalty of Rs. 0.78 million due to wrong classification of PVC sheets and identity cards under different HSN codes. The company has preferred an appeal against the order, which is pending before the Excise & Customs Tribunal (CESTAT) in Bangalore. The company has paid a pre-deposit of Rs. 1.42 million as of March 31, 2024 (March 31, 2023 - Rs. 1.42 million).

d) The Company received an order dated October 29, 2018, issued by the Commissioner of Central Excise, Mangalore, covering the period from the fiscal year ending March 31, 2012, to March 31, 2016. The order demands excise duty of Rs. 517.17 million and a penalty of Rs. 517.17 million related to the chargeability of excise duty on personalisation and fulfilment activities for banking and non-banking cards manufactured by the company. The department asserts that excise duty applies to these activities, whereas the company had been charging service tax and VAT, respectively. The company has filed an appeal against the order, which is currently pending before the Excise & Customs Tribunal (CESTAT) in Bangalore. As of March 31, 2024, the Company has made a pre-deposit of Rs. 38.79 million (Rs. 38.79 million as of March 31, 2023).

e) The Company received an order dated January 11, 2020, issued by the Commissioner of Central Excise, Mangalore, covering the period from April 2016 to June 2017. The order demands excise duty of Rs. 249.53 million plus interest and a penalty of Rs. 24.96 million related to the chargeability of excise duty on personalisation and fulfilment activities for banking and non-banking cards manufactured by the company. The department contends that excise duty applies to these activities, whereas the company had been charging service tax and VAT, respectively. The company has filed an appeal against the order, which is currently pending before the Excise & Customs Tribunal (CESTAT) in Bangalore. As of March 31, 2024, the Company has made a pre-deposit of Rs. 18.72 million (Rs. 18.72 million as of March 31, 2023).

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2 VAT & CST

The Company has been issued multiple orders by the Sales Tax and Commercial Taxes authorities regarding the classification of photo identity cards, treatment of trading sales, and recovery of input tax credit under the CST Act, 1956, and KVAT Act, 2003, for various financial years from 2011-12 to 2017-18. The details are as under:

a) The Company received an order from the Deputy Commissioner of Commercial Taxes - Audit Wing for the financial year 2013-14, demanding Value Added Tax of Rs. 0.38 million under KVAT, 2003, and Rs. 10.22 million under CST Act, 1956, including interest and penalty, due to the wrong classification of photo identity cards supplied by the company under the KVAT Act. The company was charging VAT at the rate of 5.5%, whereas the department id of opinion it should be charged at 14.5%. The company appealed against this demand, and the order was passed in favour of the company on 31/01/2024.

b) The Company received an order from the Deputy Commissioner of Commercial Taxes - Audit Wing for the financial year 2014-15, demanding Value Added Tax of Rs. 0.78 millions under KVAT, 2003, and Rs. 4.79 million under CST Act, 1956, including interest and penalty, due to the wrong classification of photo identity cards supplied by the company under the KVAT Act. The company was charging VAT at the rate of 5.5%, whereas the department is of opinion it should be charged at 14.5%. The company appealed against this demand, and the order was passed in favour of the company on 31/01/2024.

c) The Company received an order from the Deputy Commissioner of Commercial Taxes - Audit Wing for the financial year 2015-16, demanding Value Added Tax of Rs. 0.39 million under KVAT, 2003, and Rs. 3.13 million under CST Act, 1956, including interest and penalty, due to the wrong classification of photo identity cards supplied by the company under the KVAT Act. The company was charging VAT at the rate of 5.5%, whereas the department is of opinion it should be charged at 14.5%. The company has preferred an appeal against these orders, which is pending before the KVAT Tribunal in Bangalore. The company has made a pre-deposit of Rs. 1.06 million as of March 31, 2024 (March 31, 2023 - Rs. 1.06 million).

d) The Company received an order from the Deputy Commissioner of Commercial Taxes - Audit Wing for the financial year 2016-17, demanding Value Added Tax of Rs. 0.81 million under the CST Act, 1956, including interest and penalty, due to the wrong classification of photo identity cards supplied by the company under the KVAT Act. The company was charging VAT at the rate of 5.5%, whereas the department is of opinion it should be charged at 14.5%. The company appealed against this demand, and the order was passed in favour of the company on 10/07/2023.

e) The Company received an order from the Deputy Commissioner of Commercial Taxes - Audit Wing for the financial year 2017-18 (up to June 2017), demanding Value Added Tax of Rs. 0.22 million under the CST Act, 1956, including interest and penalty, due to the wrong classification of photo identity cards supplied by the company under the KVAT Act. The company was charging VAT at the rate of 5.5%, whereas the department is of opinion it should be charged at 14.5%. The company appealed against this demand, and the order was passed in favour of the company on 10/07/2023.

f) The Company received an order from the Deputy Commissioner of Commercial Taxes demanding Value Added Tax of Rs. 0.61 million for the year 2012-13. The aforesaid authority has also levied interest of Rs. 0.27 million and a penalty of Rs. 0.06 million towards the recovery of input tax credit on purchases from an unregistered dealer under the KVAT Act for the year 2012-13. The company has preferred an appeal against these orders, which is pending before the KVAT Tribunal in Bangalore. The company has made a pre-deposit of Rs. 0.94 million as of March 31, 2024 (March 31, 2023 - Rs. 0.94 million).

3 Customs duty

The Company has received order 10th May 2019 passed by the Commissioner of Customs, Bangalore demanding Custom duty of Rs 49.02 millions including penalty towards wrong classification of Account Opening Kiosk and Debit Card Printing Kiosk machine under different product code. The company has preferred an appeal against the said order which is pending before Excise & Customs Tribunal (CESTAT), Bangalore. The Company has paid Rs 2.04 million pre-deposit as at March 31, 2024 (March 31, 2023 - Rs 2.04 million).

4 GST

The Superintendent Commissioner of CGST & CENTRAL EXCISE has demanded GST of Rs. 0.29 millions towards Input Credit Mismatch between the GST returns and GST portals in Year 2018-19. The aforesaid authority has also levied penalty of Rs. 0.03 millions. The issue is related to Excess availment of ITC in GSTR-3B vs GSTR-2A. The company has preferred an appeal against the said orders which is pending before Superintendent of Central Tax.

5 The Company has issued a guarantee for debentures issued by the ultimate holding company, M/s Manipal Media Network Limited, for an amount of Rs 5550 Millions (31 March 2023 : Nil)

44 Disclosures pertaining to pending litigations

The Company does not have any other pending litigations which would impact its financial position except as stated in Note 43(b). The Company is of the opinion that the same will not have any adverse effect on the financial position of the Company.

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45 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2024	As at March 31, 2023
Principal amount remaining unpaid to any supplier as at the end of the year		
(i) Trade payables	14.60	14.31
(ii) Capital creditors	-	-
Interest due thereon remaining unpaid to any supplier as at the end of the year		
(i) Trade payables	-	0.54
(ii) Capital creditors	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act 2006	-	-
The amount of payment made to micro and small supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act 2006.	-	0.54
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	0.54
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	0.54

The above disclosures are provided by the Company based on the information available with the company in respect of the registration status of its vendors/ suppliers.

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46 Financial risk management

The Company's Board of Directors has overall responsibility for establishment and oversight of the Company's risk management framework. The Board of Directors is responsible for developing and monitoring Company's risk management policies. The Board regularly meets to decide its risk management activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The Company has exposure to the following risks arising from financial instruments:
- credit risk - see note (a) below
- liquidity risk - see note (b) below
- market risk - see note (c) below

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess impairment loss or gain. The Company uses a matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and Company's historical experience for customers.

(i) The movement in the allowance for expected credit loss for trade receivables is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance as at the beginning of the year	63.56	54.12
Allowance for loss created (net of reversal) during the year	24.10	9.44
Balance as at the end of the year	**87.66**	**63.56**

(ii) Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, 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 Company's reputation.

The Company's treasury department is responsible for liquidity and funding. In addition policies and procedures relating to such risks are overseen by the management.
The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from the operations.

The following is the Company's exposure to financial liabilities based on the contractual maturity as at the reporting date. These amounts are gross (undiscounted) including estimated interest payments :

Particulars	As at March 31, 2024				
	Carrying value	Less than 1 year	1 to 5 years	5 years and above	Total
Borrowings	4,494.74	653.38	6,504.62	-	7,158.00
Trade payables	859.32	859.32	-	-	859.32
Lease liabilities	571.14	225.43	451.89	-	677.32
Other liabilities	269.97	251.52	18.45	-	269.97

Particulars	As at March 31, 2023				
	Carrying value	Less than 1 year	1 to 5 years	5 years and above	Total
Borrowings	966.21	897.83	137.30	-	1,035.13
Trade payables	1,186.81	1,186.81	-	-	1,186.81
Lease liabilities	179.10	72.31	164.11	-	236.42
Other liabilities	597.13	597.13	-	-	597.13

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(c) Market risk

Market risk is the risk of loss in future earnings that may result from a change in the value of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency rates or other market changes. The company manages the market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management.

(1) Foreign currency risk :

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. Company transacts business in its functional currency Indian Rupees (Rs.) and in other foreign currencies. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities, where revenue or expense is denominated in a foreign currency.
The Company has foreign currency exposure as follows :

(i) Financial assets

Financial assets	As at March 31, 2024		As at March 31, 2023	
	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees
Trade receivables				
USD	0.13	10.51	0.09	7.52
		10.51		7.52

(ii) Financial liabilities

Financial liabilities	As at March 31, 2024		As at March 31, 2023	
	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees
Trade payable				
USD	2.78	231.86	3.64	298.87
GBP	0.02	2.30	0.04	3.64
EUR	0.04	3.44	0.00	0.41
		237.60		302.92

(iii) Currency wise net exposure (Financial assets - Financial liabilities)

Currency wise net exposure (assets - liabilities)	As at March 31, 2024		As at March 31, 2023	
Particulars	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees
USD	(2.65)	(221.35)	(3.55)	(291.35)
GBP	(0.02)	(2.30)	(0.04)	(3.64)
EUR	(0.04)	(3.44)	(0.00)	(0.41)
Total		(227.09)		(295.40)

(v) Sensitivity analysis

Currency	Impact on profit/equity (1% strengthening)		Impact on profit/equity (1% weakening)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
USD	(2.21)	(2.91)	2.21	2.91
GBP	(0.02)	(0.04)	0.02	0.04
EUR	(0.03)	0.00	0.03	0.00
Total	(2.26)	(2.95)	2.26	2.95

(2) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The exposure of the borrowings (long term and short term) to interest rate changes at the end of the reporting period are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Floating rate borrowings	-	637.43
Fixed rate borrowings*	4,633.64	328.79

*The amounts are undiscounted and excluding impact of equity component of compound financial instruments i.e. Optionally Convertible Debenture

Interest rate sensitivity for floating rate borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
25 bps increase - decrease in profit	-	1.59
25 bps decrease - increase in profit	-	1.59

47 Capital management

The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's management reviews it's capital structure considering the cost of capital, the risks associated with each class of capital and the need to maintain adequate liquidity to meet its financial obligations when they become due.

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Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
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48 Fair value measurements

(a) Categories of financial instruments -

Particulars	As at March 31, 2024			As at March 31, 2023		
	Carrying amount	FVTOCI	Amortised cost	Carrying amount	FVTOCI	Amortised cost
Financial assets						
Trade receivables	918.65	-	918.65	1,291.23	-	1,291.23
Cash and cash equivalents	5,046.32	-	5,046.32	49.26	-	49.26
Other bank balances	390.31	-	390.31	122.30	-	122.30
Investments (Refer note below)	0.40	0.40	-	0.40	0.40	-
Loans	1,001.14	-	1,001.14	1,040.54	-	1,040.54
Other financial assets	294.00	-	294.00	228.84	-	228.84
Total financial assets	**7,650.82**	**0.40**	**7,650.42**	**2,732.57**	**0.40**	**2,732.17**
Financial liabilities						
Borrowings	4,494.74	-	4,494.74	966.21	-	966.21
Trade payables	859.32	-	859.32	1,186.81	-	1,186.81
Lease liabilities	571.14	-	571.14	179.10	-	179.10
Other financial liabilities	269.97	-	269.97	597.13	-	597.13
Total financial liabilities	**6,195.17**	**-**	**6,195.17**	**2,929.25**	**-**	**2,929.25**

Fair value hierarchy:

As per Ind AS 107 Financial Instruments: Disclosures, fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. As illustrated above, all financial instruments of the Company which are carried at amortized cost approximates the fair value.

Investment in Clean Wind Power (Manvi) Pvt Ltd was held with a view to obtain power for captive consumption. As per the shareholders' agreement entered into by the aforesaid company's holding company M/s Hero Wind Energy Private Limited with the company, the aforesaid holding company is having the sole discretion to purchase shares at par i.e. at Rs.10 each from the company. Accordingly, the fair value is considered to be Rs. 10 per share.

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49 Employee Benefit Plans

A) Defined contribution plans

During the year the Company has recognised the following amounts in the Statement of profit and loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employers Contribution to Provident fund	24.37	18.45
Employers State Insurance Corporation	4.61	3.76
Labour Welfare Fund	0.03	0.02

B) Gratuity - The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age. This fund is being maintained by Life Insurance Corporation of India. The disclosures as required under Ind AS 19 is made below, on the basis of report obtained from an Independent Actuary.

i) Changes in the present value of the defined benefit obligation in respect of Gratuity are as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Present value obligation as at the beginning of the year	51.04	13.11
Addition due to common control business combination	-	12.13
Interest cost	3.61	1.72
Current service cost	6.39	16.90
Benefits paid	(0.93)	(1.48)
Actuarial loss/(gain) on obligations	14.06	8.89
Other Adjustments	-	(0.23)
Present value of obligation at the end of the year	**74.17**	**51.04**

ii) Fair value of the plan assets

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Fair value of the plan assets at the beginning of the year	17.44	15.35
Interest income	2.17	1.11
Contribution by the employer	25.98	2.47
Benefits paid	(0.93)	(1.48)
Actuarial Gain/(Loss)	(0.18)	(0.01)
Fair value of the plan assets at the end of the year	**44.48**	**17.44**

iii) Expenses recognised in the Statement of profit and loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost (including risk premium for fully insured benefits)	6.39	16.90
Interest cost	3.61	1.72
Interest earned on plan assets	(2.17)	(1.11)
Total expense recognised in Statement of profit and loss	**7.83**	**17.51**

iv) Amount recognised in the Statement of other comprehensive income:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Actuarial (Gain)/Losses due to Financial Assumption changes	(0.62)	1.54
Actuarial (Gain)/Losses due to Experience	14.68	7.35
Actuarial Loss/(Gain) On Assets	0.18	0.01
Total Actuarial (Gain)/loss included in OCI	**14.24**	**8.90**

v) Net assets/liability and actuarial experience gain/(loss) for present benefit obligation ('PBO') and plan assets:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of Funded Obligation	74.17	51.04
Fair Value of Plan Assets	44.48	17.44
Net Liability	**(29.69)**	**(33.60)**

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vi) Actuarial assumptions

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate (per annum)	7.23% - 7.25%	7% - 7.25%
Salary escalation rate - over a long-term	4% - 7.25%	4% - 7.25%
Mortality Rate	Indian assured lives mortality (2012-14) (Ultimate)	Indian assured lives mortality (2012-14) (Ultimate)

Sensitivity analysis

Assumptions	Defined benefit obligation	
	As at March 31, 2024	As at March 31, 2023
Delta effect of 1% increase in rate of discounting	38.40	23.06
Delta effect of 1% decrease in rate of discounting	56.16	35.71
Delta effect of 1% increase in rate of Salary increment	55.44	35.38
Delta effect of 1% decrease in rate of Salary increment	38.82	23.18
Delta effect of 1% increase in rate of attrition	47.02	29.20
Delta effect of 1% decrease in rate of attrition	45.86	28.34

vii) Expected contribution for the next Annual reporting period:

Particulars	March 31, 2025
Expected contribution to the plan for the next annual reporting period	5.40

Expected future benefit payments:

The following benefit payments, for each of the next five years and the aggregate five years thereafter, are expected to be paid:

Year ending 31 March	March 31, 2024
2025	3.56
2026	3.81
2027	4.45
2028	5.07
2029	4.82
2030 - 2034	23.49
Above 2035	174.21

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50 Revenue from contracts with customers

(a) Reconciliation of revenue recognised with the contracted price :
There are no significant differences between revenue as per contracted price and revenue recognised from contracts with customers.

(b) Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by type of products/services. The details are given below:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Product		
Cards- Manufactured and traded	7,438.96	5,298.16
Cheque books, collaterals and identity cards	1,096.26	769.88
Others	258.75	426.18
Sale of Services		
Personalisation of Cards	858.38	546.33
Others	639.37	415.35
Total	10,291.72	7,455.90

(c) Contract Balances

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Trade Receivables	894.70	1,291.23
Unbilled Revenue	23.95	-

(d) Movement of unbilled revenue

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	-	-
Add : Unbilled revenue recognised at the end of the year	23.95	-
Less : Unbilled revenue reversed during the year	-	-
Closing Balance	23.95	-

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51 Operating Segment

The Company has one operating segment, namely "Payment and Identity Solutions" and the information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of performance focuses on this operating segment. Accordingly, the amounts appearing in these Financial Statements relate to this operating segment.

Information about major customers contributing more than 10% of revenue of operation are given as follows:

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Amount	Percentage of the Total Revenue	Amount	Percentage of the Total Revenue
Customer 1	1,368.97	13.30%	832.73	11.17%
Customer 2	1,343.00	13.05%	795.16	10.66%

The table below presents revenues from contracts with customers for the reporting years by geographical region. The details are given below:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Domestic	10,125.40	7,379.07
Rest of the world	166.32	76.83
Total	**10,291.72**	**7,455.90**

Country wise details (in the cases of amounts attributable to foreign countries) not given in the above table, since the amount involved therein is not material.

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52 Leases

Nature of leases : The Company has entered into various lease agreements in respect of building and machineries.

(a) Lease liabilities
Reconciliation of carrying amount

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening balance	179.10	42.55
Addition on account of common control business combination	-	59.85
Additions	541.22	132.07
Deletion	-	-
Interest on lease liabilities	50.53	15.48
Payment of lease liabilities	(199.71)	(70.85)
Closing balance	**571.14**	**179.10**
Current	174.93	55.73
Non-current	396.21	123.37
Total lease liabilities	**571.14**	**179.10**

(b) Expenses recognised in the statement of profit and loss account

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of right-of-use assets		
Building	35.13	30.26
Machinery	129.44	26.55
	164.56	**56.82**
Expenses recognized in relation to leases:		
Interest on lease liabilities	50.53	15.48
Short-term and low value lease	191.90	219.14
	242.43	**234.62**

(c) Amounts recognised in the statement of cash flow

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Lease Payment - Principal	149.18	55.37
Lease Payment - Interest	50.53	15.48
Total cash outflow for leases	**199.71**	**70.85**

(d) The future expected minimum lease payments under leases (undiscounted) including interest payments are as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Payable in less than one year	225.43	72.31
Payable between one and five years	451.89	164.11
Payable after five years	-	-
Total undiscounted lease liabilities	**677.32**	**236.42**

(e) Other notes
The weighted average incremental borrowing rate applied to lease liabilities for the year ended March 31, 2024 is 10.50% (March 31, 2023 : 10.50%).

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53 Related Party Disclosures

(A) List of Related Parties and description of relationship:

Description of relationship	Name of related party
Ultimate controlling party	Tridevita Family Trust (w.e.f. April 18, 2024)
Ultimate holding company	Manipal Media Network Limited (w.e.f. April 18, 2024)
Holding company	Manipal Technologies Limited
Fellow subsidiaries	Manipal Business Solutions Private Limited Manipal Utility Packaging Solutions Private Limited (Upto November 21, 2023) Manipal Logistics Private Limited Manipal Digital Holdings GmbH, Germany MHL International Holdings Limited, Mauritius Manipal International Printing Press Limited, Kenya Manipal International Press Limited, Nigeria Manipal Fintech Solutions Limited (upto May 31, 2024) Manipal Holdings Limited, JAFZA Manipal Energy & Infratech Limited (w.e.f. April 18, 2024) Sahibandhu Fintech Services Private Limited
Entities over which Key Management Personnel of entity, holding company and their relatives have control / joint control / significant influence	Primacy Industries Private Limited Techdhesta Solutions Private Limited (Upto May 14, 2024) TMG Sunidhi Foundation Trust (Upto May 14, 2024)
Key Management Personnel	Tekkar Yashwanth Prabhu, Independent director (Upto July 7, 2022) Felipe Palacio Bautista, Director (Upto July 13, 2023) Padmakar Nagarnatt Nayak, Director (Upto July 15, 2023) K Girish Kini , Chief Executive Officer(w.e.f september 20, 2023) Abhay Anant Gupte, Chief Executive Officer (upto september 20, 2023) and Director (w.e.f May 13, 2024) Gopinathan Anil Shankar,Chief Financial Officer (Upto January 30,2024) Ramanath Pai, Chief Financial Officer (w.e.f January 30,2024) Marachi Kongboonma, Director (Upto March 14, 2024) Dattatri H.M , Company Secretary (w.e.f May 13, 2024) T. Gautham Pai , Director (w.e.f May 13, 2024)* Binod Mandal, Company Secretary (Upto May 13, 2024) Padmaja Shailen Ruparel, Director (w.e.f May 13, 2024) Ramchandra Kasargod Kamath, Director (w.e.f May 13, 2024) Prabhakara Dayananda Kamath, Director (w.e.f May 13, 2024) Sujir Prabhakar, Director (w.e.f February 21, 2023 to May 14, 2024) Katapadi Govindraya Subraya Kamath, Director (upto May 14, 2024) Roopashree, Director (Upto May 14, 2024) Anand Kudigrama, Director (Upto July 9, 2024) Rohan Ajila, Independent director (w.e.f July 14, 2024)

** Also Key management personnel of holding company during the fiscal years 2023 and 2024*

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Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
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53 Related Party Disclosures

(B) Disclosure of Related Party Transactions and Balances

Sr No	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Disclosure of Related Party Transactions		
A1	**Sale of services (Printing & Other Charges)**		
	Manipal Technologies Limited	1.85	0.24
	Manipal Business Solutions Private Limited	0.94	0.94
		2.79	**1.18**
A2	**Sale of Materials:**		
	Manipal Technologies Limited	2.11	1.07
	Manipal Business Solutions Private Limited	0.12	0.48
	Manipal Utility Packaging Solutions Private Limited	0.02	0.13
		2.25	**1.68**
A3	**Other Receipts (Reimbursement)**		
	Manipal Technologies Limited	9.90	2.20
	Manipal Utility Packaging Solutions Private Limited	0.61	0.91
	Techsheesta Solutions Private Limited	2.19	1.37
	Primacy Industries Private Limited	0.01	-
		12.71	**4.48**
A4	**Purchase of Materials:**		
	Manipal Technologies Limited	270.29	272.10
	Manipal Utility Packaging Solutions Private Limited	15.86	35.31
	Techsheesta Solutions Private Limited	393.89	1,165.29
		680.04	**1,472.70**
A5	**Purchase of Scrips**		
	Manipal Technologies Limited	7.06	-
	Manipal Media Network Limited	-	0.27
	Primacy Industries Private Limited	-	1.79
	Manipal Utility Packaging Solutions Private Limited	3.28	3.05
		10.34	**5.11**
A6	**Rent paid**		
	Manipal Technologies Limited	88.62	91.15
	Manipal Media Network Limited	0.03	0.02
	Manipal Utility Packaging Solutions Private Limited	1.32	2.09
		89.97	**93.26**
A7	**Service charges paid**		
	Manipal Technologies Limited	240.99	199.90
	Manipal Media Network Limited	3.26	-
	Manipal Business Solutions Private Limited	3.19	-
		247.44	**199.90**
A8	**Other Expenses (including reimbursement)**		
	Manipal Technologies Limited	70.33	34.99
	Manipal Business Solutions Private Limited	0.04	0.09
	Manipal Energy & Infratech Limited	1.30	0.11
	Manipal Utility Packaging Solutions Private Limited	2.57	2.52
	Primacy Industries Private Limited	-	0.01
		74.24	**37.72**
A9	**Purchase of Property, Plant & Equipments**		
	Manipal Energy & Infratech Limited	2.86	-
		2.86	-

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53 Related Party Disclosures

Sr No	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A10	**Corporate social responsibility expenses**		
	TMG Sunidhi Foundation Trust	7.59	4.36
		7.59	**4.36**
A11	**Purchase of VDP Divison Business**		
	Manipal Technologies Limited	-	550.00
		-	**550.00**
A12	**Dividend distributed :**		
	Manipal Technologies Limited	33.08	33.08
	Tridevita Family Trust	0.01	0.01
		33.09	**33.09**
	Related party balances at the year end		
B1	**Amount Receivable at the end of the year:**		
	Manipal Technologies Limited	9.67	1.48
	Manipal Utility Packaging Solutions Private Limited	-	0.46
	Manipal Business Solutions Private Limited	-	0.20
	Manipal Energy & Infratech Limited	-	0.01
	Techdhesta Solutions Private Limited	-	1.59
	Manipal Media Network Limited	0.17	0.17
	Primacy Industries Private Limited	0.03	0.03
		9.87	**3.94**
B2	**Amount Payable at the end of the year:**		
	Manipal Technologies Limited	286.65	473.13
	Manipal Utility Packaging Solutions Private Limited	-	32.04
	Manipal Energy & Infratech Limited	1.35	0.03
	Manipal Business Solutions Private Limited	0.53	0.08
	Primacy Industries Private Limited	0.13	0.14
		288.66	**505.42**
B3	**Security Deposit Receivable/(Payable)**		
	Manipal Technologies Limited (net)	17.50	17.50
	Manipal Utility Packaging Solutions Private Limited	-	0.89
		17.50	**18.39**
B4	**Salary and Other Allowances(Payable) to KMPs**	**5.07**	-
B5	**Trade Advance given**		
	Techdhesta Solutions Private Limited	74.70	0.06
		74.70	**0.06**
B6	**Consideration payable on acquisition of Business**		
	Manipal Technologies Limited	-	550.00
		-	**550.00**
B7	**Financial Guarantee received**		
	Manipal Technologies Limited	133.64	328.79
	Manipal Media Network Limited, Manipal Technologies Limited and T. Gautham Pai	4,500.00	-
		4,633.64	**328.79**
B8	**Financial Guarantee Given**		
	Manipal Media Network Limited	5,550.00	-
		5,550.00	-

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Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316
(Previously known as "MCT Cards & Technology Limited", "MCT Cards & Technology Private Limited")
Notes to the Financial Statements
(All amounts are in Indian Rupees million, unless otherwise stated)

53 Related Party Disclosures

(C) Key management personnel compensation (Refer note (i))

Transactions during the year	For the year ended March 31, 2024	For the year ended March 31, 2023
Short term employment benefit	20.19	-
Remuneration to independent directors	-	0.02

Notes:

(i) The above compensation excludes expense towards gratuity, leave benefits and stock options as they are determined and recorded for the Company as a whole.

(ii) Related parties and transactions have been identified by the management and relied upon by the auditors.

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(All amounts are in Indian Rupees million, unless otherwise stated)

54 Net debt reconciliation

This section sets out an analysis of net debt and the movements in the net debt for each of the years presented.

Particulars	As at March 31, 2024	As at March 31, 2023
Debentures	4,494.74	328.78
Other borrowings	-	637.43
Lease liabilities	571.14	179.10
Subtotal :	5,065.88	1,145.31
Cash and cash equivalents	5,046.32	49.26
Net debt	**19.56**	**1,096.05**

Net debt movement

Particulars	Liabilities from financing activities			Cash and cash equivalent	Net debt
	Debentures	Other borrowings	Lease liabilities		
Net debt as at April 1, 2022	-	678.08	102.40	(3.73)	776.75
Cash flows (net)	328.78	(40.65)	-	(45.53)	242.60
Acquisitions - leases	-	-	132.07	-	132.07
Principal element of lease payments	-	-	(55.37)	-	(55.37)
Interest expense	21.21	61.46	15.48	-	98.15
Interest paid	(21.21)	(61.46)	(15.48)	-	(98.15)
Net debt as at March 31, 2023	**328.78**	**637.43**	**179.10**	**(49.26)**	**1,096.05**
Cash flows (net)	4,226.54	(637.43)	-	(4,997.06)	(1,407.95)
Acquisitions - leases	-	-	541.22	-	541.22
Principal element of lease payments	-	-	(149.18)	-	(149.18)
Interest expense	124.37	27.07	50.53	-	201.97
Interest paid	(44.28)	(27.07)	(50.53)	-	(121.88)
Equity component of Optionally Convertible Debenture	(140.67)	-	-	-	(140.67)
Net debt as at March 31, 2024	**4,494.74**	**-**	**571.14**	**(5,046.32)**	**19.56**

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Notes to the Financial Statements
(All amounts are in Indian Rupees million, unless otherwise stated)

55 Disclosure with regards to expenses incurred towards Corporate Social Responsibility as required by Section 135 of Companies Act, 2013

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount required to be spent by the company during the year	7.59	4.36
Amount of expenditure incurred relating to the year	7.59	4.36
Amount of expenditure in respect of the earlier years	-	-
Total amount of expenditure incurred	**7.59**	**4.36**
Shortfall at end of the year	Nil	Nil
Total of previous years' shortfall	**Nil**	**Nil**
Reason for shortfall	NA	NA
Nature of CSR activities	Refer Note Below	Refer Note Below
Details of Related Party Transaction (Refer note no 53)	7.59	4.36
Provisions with respect of contractual obligation	Nil	Nil

Note:
The Company has made contributions to TMG Sunidhi Foundation Trust to fulfil its corporate social responsibilities which supports programs in the areas of education, rural development, infrastructure facilities, healthcare, arts and culture.

56 Disclosures pursuant to Section 186(4) of the Companies Act, 2013

Nature of the Transaction	Purpose	As at March 31, 2024	As at March 31, 2023
(A) Loans and advances given Questpro Consultancy Services Private Limited Maximum balance outstanding during the year with interest: Rs. 1,132.32 million (March 31, 2023 : Rs.1,146.76 million)	Working capital and short-term funding	1,001.14	1,040.54
(B) Guarantees issued to : Manipal Media Network Limited	Towards issuance of Non-Convertible debentures	5,550.00	-
(C) Investments : Clean Wind Power (Manvi) Pvt Ltd	For purchase of power	0.40	0.40

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(All amounts are in Indian Rupees million, unless otherwise stated)

57 Ratios analysis & its elements

Particulars	Numerator	Denominator	Period		Percentage change from	Explanation for the variance more than 25%
			As at March 31, 2024	As at March 31, 2023	March 31, 2023 to March 31, 2024	March 2024 vs March 2023
Current ratio (in times)	Total Current assets	Total Current liabilities	4.59	1.47	212%	Increase in Cash and cash equivalents as at the year end
Debt-Equity Ratio (in times)	Total Debt (1)	Shareholder's Equity	1.36	0.59	130%	Increase in borrowings during the year
Debt Service Coverage Ratio (in times)	Earnings available for debt service (2)	Debt Service (3)	3.97	2.89	37%	Increase in profits
Return on Equity (ROE) (in %)	Profit for the year after tax attributable to owners of the company	Average Shareholder's Equity	65%	40%	62%	Increase in profits
Inventory turnover ratio (in times)	Cost of goods sold (4)	Average Inventory	4.41	4.79	-8%	-
Trade receivables turnover ratio (in times)	Revenue from operations	Average Trade Receivable	9.31	8.95	4%	-
Trade payables turnover ratio (in times)	Total Purchase	Average Trade Payables	4.60	5.80	-21%	-
Net capital turnover ratio (in times)	Revenue from operations	Working Capital (5)	1.52	5.78	-74%	Increase in Cash and cash equivalents as at the year end
Net profit ratio(in %)	Profit for the year after tax	Revenue from operations	18%	9%	98%	Increase in Turnover and margins
Return on capital employed (ROCE) (in %)	Earning before interest, taxes	Average Capital Employed (6)	42%	33%	25%	Increase in profit before tax and interest
Return on Investment (ROI) (in %)	Profit after tax	Average Total Assets	23%	15%	56%	Increase in profit after tax

Note:

(1) Long-Term borrowings + short-Term borrowings + interest accrued + lease liabilities
(2)Net profit after taxes + interest + non-cash operating expenses like depreciation & amortisation
(3)Interest paid + current maturities of term loan, debentures and lease liabilities
(4)Represents cost of material consumed + purchases of stock-in-trade + changes in inventories of finished goods and work-in-progress
(5) Current Assets - Current liabilities
(6) Average capital employed is the average of opening and closing values of total equity (excluding capital reserves), total debt (including lease liabilities and accrued interest) less intangible assets.

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58 Additional Regulatory Information

Details of Benami Property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder for the years ended March 31, 2024 and March 31, 2023.

Details of Loans and advances

The Company has not granted any loans and advances to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment for the years ended March 31, 2024 and March 31, 2023.

Wilful Defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority for the years ended March 31, 2024 and March 31, 2023.

Relationship with Struck off Companies

The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 for the years ended March 31, 2024 and March 31, 2023.

Registration of charges or satisfaction with Registrar of Companies (ROC)

The Company does not have any charges or satisfaction, which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period for the years ended March 31, 2024 and March 31, 2023.

Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under Sec 2(87) the Companies Act, 2013 for the years ended March 31, 2024 and March 31, 2023.

Compliance with approved Scheme(s) of Arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year for the years ended March 31, 2024 and March 31, 2023. Refer note no. 41 for common control business combination during the year.

Discrepancy in utilization of borrowings

The borrowings obtained by the Company from banks and other lenders have been applied for the purposes for which such loans were take for the years ended March 31, 2024 and March 31, 2023.

Utilisation of Borrowed funds :

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) for the years ended March 31, 2024 and March 31, 2023 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

The Company has 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.

Undisclosed income

There is no income surrendered or disclosed as income for the years ended March 31, 2024 and March 31, 2023 in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or virtual currency for the years ended March 31, 2024 and March 31, 2023.

Title deeds of immovable properties not held in name of the company :

There are no immovable properties the title deeds of which are not in the name of the company for the years ended March 31, 2024 and March 31, 2023.

Reconciliation of books with Quarterly statements filed with banks

There are no material differences between the quarterly statements submitted by the company with respective banks for the years ended March 31, 2024 and March 31, 2023.

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Audit Trail

The Company has complied with the requirements of audit trail for relevant financial transactions for the implemented modules in SAP, except that the feature of recording audit trail (edit log) facility was not enabled for direct changes at database level for accounting software used for maintaining books of accounts.

In the case of in-house developed applications MIS and Data Centre, used for production and dispatch management at the production facility, the feature for audit trails has not been enabled at transaction level and privileged access, for the period of the audit.

For payroll application, the audit trail feature is not enabled for master data changes, direct database changes and privileged user access for the period of the review.

Further, no instance of audit trail feature being tampered with was noted in respect of software where this feature has been enabled.

59 Subsequent events

Changes in equity share capital

Pursuant to resolutions passed by the Board of Directors and the Shareholders in their respective meetings held on May 13, 2024, and May 15, 2024, the face value of the equity shares of the Company was sub-divided from Rs. 10 each to Rs. 2 each. Consequently, the Authorized Equity Share Capital of the Company, originally comprising 50,000,000 equity shares of Rs. 10 each, was subdivided into 250,000,000 equity shares of Rs. 2 each. Similarly, the aggregate issued, subscribed, and paid-up equity share capital of the Company, which comprised 41,361,000 equity shares of Rs. 10 each, was subdivided into 206,805,000 equity shares of Rs. 2 each.

Purchase of Shares and compulsorily Convertible debentures of Primacy Industries Private Limited

Subsequent to the year ended March 31, 2024, the Company acquired 10,000 fully paid-up equity shares of Primacy Industries Private Limited, each with a nominal value of Rs. 100 representing 0.19% of the Equity share capital of Primacy Industries Private Limited for a consideration of Rs. 1.35 million and 33,990,000 fully paid-up Compulsory Convertible Debentures (CCDs) of Primacy Industries Private Limited ('PIPL Securities'), each with a nominal value of Rs. 100 for a consideration of Rs. 4,498.65 million.

As per the Share Holders Agreement dated 3rd April, 2024, CCDs does not have any voting rights in shareholder's meeting and the investments are held for monetizing in due course. Further, Company has entered into Share Purchase Agreement on 4th September 2024 with Manipal Technologies Limited for the sale of PIPL Securities for a consideration of not exceeding Rs. 4,630.00 million.

60 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

61 Appropriate regrouping/ reclassification have been made in these financial statements for the earlier period presented, wherever required, in order to bring them in line with the accounting policies and classification as per the financial statements as at and for the year ended March 31, 2024.

As per our report of even date attached.
For Manian & Rao
Chartered Accountants
Firm Registration No - 001983S

Paresh Daga
Partner
Membership No. 211468

MANIAN & RAO
Bangalore
Chartered Accountants

Place : Bengaluru
Date : September 05, 2024

For and on behalf of the Board of Directors of
Manipal Payment and Identity Solutions Limited
CIN: U72900KA2008PLC045316

Abhay Anant Gupte
Director
DIN : 00389288

Prabhakara Dayananda Kamath
Director
DIN : 00935434

Dattatri H.M
Company Secretary
FCS: 7799

K Girish Kini
Chief Executive Officer

Ramanath Pai
Chief Financial Officer

Place : Manipal
Date : September 05, 2024

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