

NOTICE

Notice is hereby given that the **Twelfth** Annual General Meeting of the Members of LEAP India Private Limited ("Company") will be held on Thursday, July 17, 2025, at 4.00 P.M. IST to transact the following businesses through Video Conferencing (VC)/Other Audio Visual means (OAVM):

ORDINARY BUSINESS:

1. To consider, and adopt:

- a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditor's thereon; and
- b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

SPECIAL BUSINESS:

2. APPOINTMENT OF MR. HARINARAYANAN NAIR (DIN 01733254) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the applicable provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the rules made thereunder (collectively referred to as the "Companies Act"), other applicable laws and pursuant to the provisions of the Articles of Association of the Company, **Mr. Harinarayan Nair (DIN 01733254)** possessing relevant expertise and experience, and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided his consent to act as an independent director of the Company, if appointed and submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and who was appointed by the Board of Directors of the Company, as an Additional Director (in category of Independent Director), with effect from April 16, 2025 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the company, for a period of 5 consecutive years commencing from **April 16, 2025 to April 15, 2030** and shall be paid sitting fees as may be decided by the Board in terms of the appointment letter.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sunu Mathew – CEO and Managing Director or the Company Secretary of the Company, be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as they may deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Maharashtra at Mumbai / Ministry of Corporate Affairs and other relevant authorities."

3. APPOINTMENT OF MR. SANJIV GUPTA (DIN: 01241561) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment) read with the rules made thereunder, each as amended (collectively referred to as the **“Companies Act”**) and other applicable laws and pursuant to the provisions of the articles of association of the Company, **Mr. Sanjiv Gupta (DIN: 01241561)**, possessing relevant expertise and experience, and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided his consent to act as an independent director of the Company, if appointed and submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years from July 17, 2025 to July 16, 2030 and shall be paid sitting fees as may be decided by the Board in terms of the appointment letter.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sunu Mathew – CEO and Managing Director or the Company Secretary of the Company, be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as they may deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Maharashtra at Mumbai / Ministry of Corporate Affairs and other relevant authorities.”

4. CONVERSION FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY

To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, Section 14, Section 15 and Section 18 read with Sections 4 and 5 of the Companies Act, 2013 and all other applicable provision(s), if any, of the Companies Act, 2013, Rule 33 of the Companies (Incorporation) Rules, 2014, each as amended, and the other applicable rules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to receipt of any necessary approvals from any government, statutory or regulatory authority or such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for the conversion of the Company from a “private company limited by shares” to a “public company limited by shares” and consequently, the name of the Company be and is hereby changed from “LEAP India Private Limited” to “LEAP India Limited” by deletion of the word “Private” from the name of the Company.”

“RESOLVED FURTHER THAT the word “Private” wherever appearing in the name of the Company in the memorandum of association and articles of association of the Company be and is hereby deleted.”

“RESOLVED FURTHER THAT Mr. Sunu Mathew, CEO and Managing Director and Mr. Chirag Bagadia, Company Secretary, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, Ministry of Corporate Affairs and other relevant authorities and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

5. ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 5 and 18 read with Section 14 of the Companies Act, 2013 and other applicable provisions and the rules made thereunder, each as amended, (the “Companies Act”), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and other applicable provisions, if any and in order to align the Articles of Association with the requirements of the Companies Act, applicable to a public limited company, and the requirements and directions of the relevant stock exchanges where the equity shares of the Company are proposed to be listed along with certain factual updates, the set of existing articles of association of the Company, be and is hereby substituted with an amended set of articles of association as placed before the Members and the same be approved and be adopted as the articles of association of the Company, in total exclusion and substitution of the existing articles of association of the Company.”

“RESOLVED FURTHER THAT the word “Private” wherever appearing in the name of the Company in the articles of association of the Company be and is hereby deleted.”

“RESOLVED FURTHER THAT Mr. Sunu Mathew, CEO and Managing Director and Mr. Chirag Bagadia, Company Secretary, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, Ministry of Corporate Affairs and other relevant authorities and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

6. ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions, if any and in order to align the memorandum of association of the Company with the requirements of the Companies Act, 2013, as amended, the existing memorandum of association of the Company, be and is hereby amended as per the details set out in the explanatory statement and substituted with an amended memorandum of association and the same be approved and be adopted as the memorandum of association of the Company, in total exclusion and substitution of the existing memorandum of association of the Company.”

“RESOLVED FURTHER THAT Mr. Sunu Mathew, CEO and Managing Director and Mr. Chirag Bagadia, Company Secretary, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, Ministry of Corporate Affairs and other relevant authorities and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

**By order of the Board of Directors
For LEAP India Private Limited**

Sd/-

Chirag Bagadia
Company Secretary
Membership No. A21579

**Date: July 16, 2025
Place: Mumbai**

**Registered Office:
14th Floor, Commerz, International Business Park,
Oberoi Garden City, Off Western Express Highway,
Goregaon (East), Mumbai 400 063
Maharashtra**

NOTES:

1. The said Annual General Meeting (AGM) is proposed to be held at a **shorter notice** and relevant consent as required u/s 101(1) of the Companies Act, 2013 (“Act”) has been obtained for holding the AGM on a shorter notice.
2. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
3. Corporate members intending to authorize their representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM are requested to send a scanned certified copy of the Board Resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent by email through its registered email address to compliance@leapindia.net
4. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Members electronically.
5. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 9/2024 dated September 19, 2024 read with various other circulars issued from time to time (collectively referred to as “MCA Circulars”) permitted the holding of the AGM without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Companies Act”), MCA Circulars, the AGM of the Company is being held through video conferencing (“VC”) facility. Hence, members must attend and participate in the ensuing AGM through VC.
6. The members can join the AGM through VC mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
7. The attendance of the members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Those shareholders whose email IDs are not registered, are requested to register their email ID with the Company, by providing their Name, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them by sending an email to compliance@leapindia.net
10. Shareholders holding shares in dematerialized mode, are requested to register / update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the relevant Depository Participant (DP).
11. All documents referred to in the Notice or otherwise required to be made available for inspection, will be open for inspection through electronic mode and the members desiring to inspect such documents can send an email to compliance@leapindia.net
12. The details under Clause 1.2.5 of SS-2, in respect of the persons seeking appointment as Director, are furnished as Annexure A.
13. Since the AGM will be held through VC, the Route Map is not annexed in this Notice. The Registered Office of the Company, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.
14. This notice is being sent to the shareholders holding shares as on July 15, 2025. However, a shareholder holding shares as on the date of AGM shall be entitled to attend and vote at the meeting.

15. In case a poll is required to be taken in accordance with Section 109 of the Companies Act, 2013, and rules made thereunder, the ballot forms shall be provided through email address registered with the Company to the members present in the meeting, who shall be required to cast their vote on the resolution(s) only by sending an email to compliance@leapindia.net through their email address registered with the company, as per the instructions given during the meeting.
16. Statutory Auditors or their authorized representatives who shall also be qualified to be an auditor, are requested to attend this AGM.
17. The members may join the meeting through the link provided by the Company. The link will be sent separately at the registered email ID of the member. In case of difficulties in joining the meeting, through video conference, the members may contact Mr. Chirag Bagadia on 82914 64551. The members shall keep their video on at all times. The Members may note that the proceedings shall be recorded as required by the Act read with rules made and circulars issued thereunder.
18. Relevant documents referred to in the accompanying Notice and the explanatory Statement is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday and Sunday, during business hours up to the date of the Meeting and the same be available for inspection by the members at the meeting.

**By Order of the Board
For LEAP India Private Limited**

Sd/-

Chirag Bagadia
Company Secretary
Membership No: A21579

**Date: July 16, 2025
Place: Mumbai**

**Registered Office:
14th Floor, Commerz, International Business Park,
Oberoi Garden City, Off Western Express Highway,
Goregaon (East), Mumbai 400 063
Maharashtra**

INSTRUCTIONS FOR ATTENDING AGM THROUGH VC/OAVM

1. The facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members and shall be closed after the expiry of 15 minutes from the conclusion of AGM.
2. Members will be provided with a Microsoft Teams link to attend the AGM through VC/OAVM separately on their registered email address. Members may access the same as per the steps mentioned below:
 - A. Join a Teams meeting from the app
 - i. From your Calendar, select Join on an in-progress meeting.
 - ii. Choose the audio settings you want.
 - iii. Select Join now.
 - B. Join a Teams meeting on the web

If you don't have the Teams app? You can still join a Teams meeting.

- i. In your email invite, select Join Microsoft Teams Meeting.
 - ii. You have two choices:
 - a. Download the Windows app: Download the Teams app.
 - b. Join on the web instead: Join a Teams meeting on the web.
 - iii. Type in your name.
 - iv. Select Join now.
 - v. You'll get in right away or go to a lobby where someone in the meeting can admit you.
3. Members are encouraged to join the Meeting through Laptops / iPads for a better experience.
4. Further Members will be required to switch on the video facility and stay on mute and raise their hand as and when needed to raise or make their point. Use an Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through a Laptop connecting via a Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Members who need technical assistance before or during the AGM, or have any queries or issues with regard to participating or attending meeting, please contact Information Technology expert Mr. Dharmesh Shah through email id - dharmesh.shah@leapindia.net or call +91 900 441 8765 or for any further assistance contact Mr. Company Secretary – chirag.bagadia@leapindia.net or call - 9833110733

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS (“SS-2”)

Item No. 2

The Company needs to re-constitute its board of directors to ensure compliance with the Companies Act, 2013, as amended and the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India.

In view of the above and in accordance with the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company had appointed Mr. Harinarayan Nair (DIN 01733254), as an Additional Director (In the capacity of Independent Director) of the Company with effect from April 16, 2025 for 5 (five) consecutive years, not liable to retire by rotation, subject to the approval of the Members of the Company.

Brief profile of Mr. Harinarayan Nair

Mr. Harinarayan Nair holds a degree of Bachelor of Technology under mechanical stream production engineering from University of Kerala, and a post graduate diploma in management from S.P. Jain Institute of Management and Research. He is also accredited as a certified assessor – ITW India Limited from Saville and Holdsworth Limited and has participated in programme on logistics management organised by Indian Institute of management, Ahmedabad. He has approximately 30 years of experience in the logistics sector. He has previously served as Head – Strategic Planning, Asia-Pacific Region with Signode India Limited and the business head, key accounts with ITW Signode and has handled functions such as key account management, consultancy, business development and operations. He joined Precision Automation and Robotics India Private Limited as Global Head - CPG, Wipro PARI and was promoted to the post of vice-president in 2024. He is also serving as chairman, CII-SNP forum, a user industry CXO supply chain forum for last three years.

Mr. Harinarayan Nair possesses the requisite skill sets and expertise viz. leadership / operational experience, strategy & business, and general management. Considering Mr. Nair's rich experience, skills, expertise and competencies, Board of Directors are of opinion that they are in alignment with the skills and expertise identified for the Company's directors.

His brief profile and other relevant details in accordance with the requirements of SS-2 are provided in the **Annexure A** to this Notice.

Mr. Nair holds office up to the date of the Annual General Meeting. He is not disqualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”), and has given consent to act as an Independent Director of the Company.

In accordance with the provisions of Section 149 of the Act, the appointment of Mr. Nair as an Independent Director requires the approval of the Members by way of an Ordinary Resolution. Accordingly, the approval of the Members is being sought.

Mr. Harinarayan Nair may be deemed to be interested or concerned in the resolution as set out at item No. 2 of this Notice. Further, his relatives may be deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of this Notice.

The Board recommends the approval by the Members for the appointment of Mr. Harinarayan Nair as an Independent Director of the Company.

Item No. 3

The Company needs to re-constitute its board of directors to ensure compliance with the Companies Act, 2013, as amended and the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India.

In view of the same, it is proposed to appoint Mr. Sanjiv Gupta as an Independent Director of the Company

Mr. Sanjiv Gupta, an IIT Delhi alumni, is a pioneering leader who achieved the remarkable feat of becoming the second Asian to hold the prestigious position of Chief at Coca-Cola, showcasing his exceptional leadership skills. His entrepreneurial spirit led to the launch of Spice Express. As a former MD at indivision, he played a pivotal role in the company's growth and success. Today, he continues to make a significant impact by serving on numerous company boards, shaping the business landscape.

Mr. Sanjiv Gupta possesses the requisite skill sets and expertise viz. leadership / operational experience, strategy & business, and general management. Considering his background, expertise, acumen, and experience, it would be in the best interest of the Company that Mr. Gupta be appointed as an Independent Director of the Company.

His brief profile and other relevant details in accordance with the requirements of SS-2 are provided in the **Annexure A** to this Notice.

Mr. Gupta is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given consent to act as an Independent Director of the Company.

In accordance with the provisions of Section 149 of the Act, the appointment of Mr. Gupta as an Independent Director requires the approval of the Members by way of an Ordinary Resolution. Accordingly, the approval of the Members is being sought.

Mr. Sanjiv Gupta may be deemed to be interested in the resolution as set out at item No. 3 of this Notice. Further, his relatives may be deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of this Notice.

The Board recommends the approval by the Members for the appointment of Mr. Sanjiv Gupta as an Independent Director of the Company.

ITEM NO. 4, 5 and 6:

The Company is evaluating options for raising additional capital and/or providing liquidity for its shareholders, including through an initial public offering of equity shares (having a fresh issue of equity shares and/or an offer for sale component), private placement of equity shares and/ or specified securities, further issue of equity shares by way of rights issue or any other method that may be

permitted under the applicable laws and in order to undertake the same, the Company is undertaking conversion into a public limited company in accordance with the applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder, each as amended (“**Companies Act, 2013**”). Pursuant to the said conversion of the Company, the name of the Company would require alteration to “LEAP India Limited” by deletion of the word “Private”.

The Members of the Company may note that the said conversion from a private limited company to a public limited company and consequent change in the name of the Company from “LEAP India Private Limited” to “LEAP India Limited” calls for alteration of the memorandum of association and consequently the articles of association. For the purposes as stated hereinabove, the word “private” will be deleted wherever it appears in the memorandum of association of the Company, the articles of association of the Company, letterheads, name plates, website etc., resulting from such change in status of the Company from a private company to a public company.

Further, it is also proposed to align the memorandum of association of the Company with the Companies Act, 2013, by amending the heading to clause III, substitution of clause IV, as per the form prescribed in Table A of Schedule I to the Companies Act, 2013 and by deletion of the “other objects” of the Company. It is also proposed to replace the reference of the Companies Act, 1956, with the Companies Act, 2013 as appearing in certain clauses under the “matters which are necessary for furtherance of the objects of the company” in the memorandum of association. The copy of the amended memorandum of association of the Company is placed in as Annexure A.

The Company, therefore, proposes to alter the Memorandum of Association and adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges, contain such other articles as required by a public limited company under the Companies Act, 2013 and the rules and regulations made thereunder, each as amended. Further, pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, the proposed conversion from a private limited company to a public limited company, amendment in memorandum of association and the articles of association requires approval of the members of the Company as a special resolution. The copy of the amended articles of association of the Company is placed in as Annexure B.

The copies of the existing and proposed altered Memorandum of Association and Articles of Association of the Company are available for inspection by the members, electronically.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolutions set out at Items Nos 4, 5 and 6 of the accompanying Notice for your approval as special resolutions.

**By Order of the Board
For LEAP India Private Limited**

Sd/-

Chirag Bagadia
Company Secretary
Membership No: A21579

Date:
Place: Mumbai

Registered Office:
14th Floor, Commerz, International Business Park,
Oberoï Garden City, Off Western Express Highway,
Goregaon (East), Mumbai 400 063
Maharashtra

Annexure A
Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings:

Particulars	Mr. Harinarayan Nair	Mr. Sanjiv Gupta
Category / Designation	Non-executive Independent Director	Non-executive Independent Director
DIN	DIN 01733254	DIN: 01241561
Date of Birth	May 24, 1966	September 17, 1961
Age	59 years	64 years
Date of first Appointment on the Board	April 16, 2025	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any Director / Key Managerial Personnel	He is not related to any Director / Key Managerial Personnel
Area of Expertise	Refer to the Explanatory Statement annexed to this Notice	Refer to the Explanatory Statement annexed to this Notice
Detailed Profile of Director		
Qualification		
Terms and condition of appointment	Refer to the Explanatory Statement annexed to this Notice	Refer to the Explanatory Statement annexed to this Notice
Number of shares held in the Company	Nil	Nil
Chairman / Member of the Committee of the Board of Directors of the Company	None	N.A.
List of other directorships as on the date of this Notice	None	Unlisted Companies: Usekiwi Infolabs Private Limited Bluwheelz Mobility Services Private Limited Aim Flyfaast Aviation Private Limited
Chairman / Member of the Committee of Directors of	None	None

other Public Limited Companies in which he / she is a Director		
The number of Meetings of the Board attended during the year	0 out of 1	NA
Remuneration proposed to be drawn	Remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and Committees meetings and commission approved by the Board from time to time in accordance with the provisions of the Companies Act, 2013	Remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and Committees meetings and commission approved by the Board from time to time in accordance with the provisions of the Companies Act, 2013
Remuneration last drawn (Sittings Fees and Commission)	Nil	Nil

DIRECTORS' REPORT

To

The Members,

LEAP India Private Limited

Your Directors have pleasure in presenting the Twelfth Annual Report of the Company together with Company's audited financial statement for the period from April 1, 2024 to March 31, 2025.

The financial statements for the year ended March 31, 2025 have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendments issued thereafter.

FINANCIAL RESULTS

As per the Standalone financials, Company has recorded an operational revenue from its business of Rs. 37,813.84 lakhs, and a profit of Rs. 3,938.54 lakhs for the financial year ended on March 31, 2025 as against revenue of Rs. 29,758.13 lakhs and a profit of Rs. 4,097.11 lakhs for the previous year ended on March 31, 2024. The total retained earnings as on March 31, 2025 stood at Rs. Nil as against the total retained earnings of Rs. 3,776.46 lakhs in previous year ended on March 31, 2024.

As per the Consolidated financials of the Company, the Company has recorded an operational revenue from its business of Rs. 46,647.18 lakhs, and a profit of Rs. 3,698.60 lakhs for the financial year ended on March 31, 2025 as against revenue of Rs. 36,497.08 lakhs and a profit of 3,721.21 lakhs for the previous year ended on March 31, 2024.

The key financial result of the company are as follows:

(Rs in Lakhs)

Particulars	Standalone		Consolidated	
	For the Financial Year ended 31 st March 2025	For the Financial Year ended 31 st March 2024	For the Financial Year ended 31 st March 2025	For the Financial Year ended 31 st March 2024
Revenue From operations	37,813.84	29,758.13	46,647.18	36,497.08
Other Income	2,560.28	2,141.73	1,855.88	697.28
Total Income	40,374.12	31,899.86	48,503.06	37,194.36
Total Expenses	34,868.96	26,530.45	43,297.41	32,523.75
Profit/(Loss) Before Tax	5,505.16	5,369.41	5,205.65	4,670.61

Less: Provision for taxation	95.43	0.00	93.92	1.85
Less: Provision for deferred tax	1,449.08	1,279.09	1,356.01	951.44
Profit /(Loss) After Tax	3,960.65	4,090.32	3,755.72	3,717.32
Other Comprehensive Income	(22.11)	6.79	(57.12)	3.89
Total Comprehensive Income	3,938.54	4,097.11	3,698.60	3,721.21

OPERATIONS

Your Company continues to be the supplier of choice across the product categories it operates in. Your Company remains focused on establishing itself as the ‘Most Trusted Supply Chain Service Provider’ in the Indian Market’ driven by superior product quality, a differentiated product portfolio, its deep insights of consumer needs, use of technology, preferences and operational excellence across the supply chain. Despite tough prevailing condition in the market, your Company continue to grow and remain the largest provider of pooling pallets in India.

Your Company’s business model is based on sharing and re-use of assets, underscoring the growing importance of sustainability in business practices. This “circular economy” approach to business by your Company helps it customers to minimize impact on the environment (usage of wood only from certified sources contributing to zero deforestation, lowering of carbon footprint through optimised transportation and reduction in wastages as compared to single use packaging materials).

Your Company on a consolidated basis registered a growth in business during the year as revenue from Operations grew from ₹ 36,497.08 lakhs in FY’24 to ₹ lakhs ₹ 46,647.18 lakhs in FY’25. The Company has incurred a consolidated profit after tax of ₹ 3,755.72 lakhs during the year under review as compared to profit after tax of ₹ 3,717.32 lakhs in the previous year. The Company is in the process of ramping up its capacity with a bid to aid the scaling up of its business operations.

Your Directors are focused on scaling up the business of your Company in a more profitable manner with strong emphasis on customer satisfaction and exploring opportunities to further strengthen its product offerings.

TRANSFER TO RESERVES

Your Company has not transferred any amount of profit to reserves during the financial year under review.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES AND REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, there were no Joint Ventures or Associates of the Company.

On January 08, 2025, the Company has completed the acquisition of 100% stake in CHEP India Private Limited (“CIPL”), a company based in Mumbai, a leading provider of reusable pallets and containers to various participants in the supply chain on a “share and reuse” basis. The acquisition will complement the Company's synergy to make itself a reputed name in the logistics solutions and pooling asset leasing business.

The Board of Directors of the Company had approved the arrangement for amalgamation of the erstwhile wholly owned subsidiary, CHEP India Private Limited (“Transferor Company”) with the Company (the “Transferee Company”) in its meeting held on January 27, 2025. The Scheme of amalgamation has been approved by the Regional Director, Ministry of Corporate Affairs, vide order dated April 17, 2025. The certified copy of the Order has been filed with the Registrar of Companies, Mumbai, on June 02, 2025, on which the Scheme became effective with the appointed date being January 08, 2025.

As on 31st March 2025, the Company has one wholly owned subsidiary, Taron Material Handling Equipments Private Limited.

Name and Address of the Company	CIN/GLN	Subsidiary/ Associate/ Joint Venture	% of shares held	Applicable Section
TARON MATERIAL HANDLING EQUIPMENTS PRIVATE LIMITED Address: 14th Floor, Commerz, Oberoi Garden City, International Business Park, off Western Express Highway, Yashodham, Goregaon East. Mumbai, Maharashtra 400063	U74999MH201 8PTC313884	Subsidiary	100%*	Section 2 (87) of the Companies Act, 2013

* 1 Equity Share of Rs.10/- each of Taron Material Handling Equipments Private Limited, is held by Mr. Sunu Mathew as Nominee for and on behalf of the Company.

A separate statement containing salient features of the financial statement of the subsidiaries of the Company is set out in **Annexure – I** in accordance with Section 129 and other applicable of other provisions, if any, of the Companies Act, 2013.

The Consolidated financial statements of the Company prepared in accordance with the Companies Act, 2013 read with the rules made thereunder (“Act”) and the relevant Accounting Standard issued by the Institute of Chartered Accountants of India form part of this Annual Report.

SHARE CAPITAL

During the year under review, following were the changes in the share capital of the Company:

- 1. Increase in Authorised share Capital:** Pursuant to approval of members of the Company dated November 11, 2024, Authorised share capital was increased by Rs. 430 Crores during the FY 2024-25 as below:

Particular of shares	No. of shares	Face value	Amount (Rs.)
Series I CCPS	2,70,00,000 (Two Crore Seventy Lakh)	INR 100/- (Indian Rupees One Hundred only)	270,00,00,000
Series J CCPS	1,60,00,000 (One Hundred Sixty Crore)	INR 100/- (Indian Rupees One Hundred only)	160,00,00,000

- 2.** The authorised equity share capital of the Company has been increased by the authorised equity share capital of CHEP India Private Limited (CIPL), i.e. 6,220,000,000 shares of INR 1 each amounting to INR 62,200.00 lakhs in accordance with the Scheme of Merger which has been approved by the Regional Director vide order dated 17 April 2025. The certified copy of the Order has been filed with the Registrar of Companies, Mumbai, on June 02, 2025, on which the Scheme became effective.
- 3. Conversion of Series G Cumulative Compulsorily Convertible Preference Shares (Series G CCPS):** The Board on December 10, 2024, converted 1156498 no. of Series G CCPS into 1156498 no. of Equity shares of the Company.
- 4. Allotment of Equity Shares:** The Board on December 20, 2024, approved allotment of 17,50,000 Equity shares of Face Value of Rs. 1 each, issued under private placement.
- 5. Allotment of Series I 0.001% Participating Cumulative Compulsorily Convertible Preference Shares (Series I CCPS):** The Board allotted Series I CCPS of Face Value of Rs. 100 each, which were issued under private placement, as detailed below:

No. of Series I CCPS allotted	Face value	Date of Allotment
33,00,000 (Thirty Lakh)	INR 100/- (Indian Rupees One Hundred only)	December 20, 2024

83,25,000 (Eighty Three Lakh Twenty Five Thousand)	INR 100/- (Indian Rupees One Hundred only)	December 24, 2024
2,50,000 (Two Lakh Fifty Thousand)	INR 100/- (Indian Rupees One Hundred only)	December 31, 2024

6. **Allotment of Non-Convertible Debentures (NCDs):** The Board on January 3, 2025, issued 20,000 NCDs of Face Value of Rs. 10,00,000 under Private Placement.
7. **Allotment of Series J 0.001% Participating Cumulative Compulsorily Convertible Preference Shares:** The Board on January 7, 2025, approved allotment of 77,58,310 Series J CCPS of Face Value of Rs. 100 each, issued under private placement.
8. The authorised equity share capital of the Company has been increased by the authorised equity share capital of CHEP India Private Limited (CIPL), i.e. 6,220,000,000 shares of ₹ 1 each amounting to ₹ 62,200.00 lakhs in accordance with the Scheme of Merger which has been approved by the Regional Director vide order dated 17 April 2025. The certified copy of the Order has been filed with the Registrar of Companies, Mumbai, on June 02, 2025, on which the Scheme became effective.

For ease of reference, the details of the Paid-up share capital of the Company as at March 31, 2025 are as follows:

*Particulars	March 31, 2025 (INR)	March 31, 2024 (INR)
Equity Share Capital (₹1/- each)	3,01,82,574	2,72,76,076
Series A 0.0001% Participating Cumulative Compulsorily Convertible Preference Share Capital (₹1000/- each)	5,77,50,000	5,77,50,000
Series A1 0.0001% Participating Cumulative Compulsorily Convertible Preference Share Capital (₹1000/- each)	3,20,47,000	3,20,47,000
Series B 0.0001% Participating Cumulative Compulsorily Convertible Preference Share Capital (₹1000/- each)	9,46,59,000	9,46,59,000
Series C 0.0001% Participating Cumulative Compulsorily Convertible Preference Share Capital (₹1000/- each)	1,78,69,000	1,78,69,000
Series C1 0.0001% Participating Cumulative Compulsorily Convertible Preference Share Capital (₹1000/- each)	2,47,90,000	2,47,90,000
Series C2 0.0001% Participating Cumulative Compulsorily Convertible Preference Shares (₹1000/- each)	5,58,42,000	5,58,42,000
Series D 0.0001% Participating Cumulative Compulsorily Convertible Preference Shares (₹1000/- each)	1,50,90,000	1,50,90,000
Series E 0.0001% Participating Cumulative Compulsorily Convertible Preference Shares (₹1000/- each)	46,95,000	46,95,000

*Particulars	March 31, 2025 (INR)	March 31, 2024 (INR)
Series F 0.0001% Participating Cumulative Compulsorily Convertible Preference Shares (₹1000/- each)	8,88,03,000	8,88,03,000
Series F1 0.0001% Participating Cumulative Compulsorily Convertible Preference Shares (₹1000/- each)	33,95,000	33,95,000
Series G 0.0001% Participating Cumulative Compulsorily Convertible Preference Shares (₹1/- each)	-	11,56,498
Series H 0.001% Participating Cumulative Compulsorily Convertible Preference Shares (₹100/- each)	150,00,00,000	150,00,00,000
Series I 0.001% Participating Cumulative Compulsorily Convertible Preference Shares (₹100/- each)	1,18,75,00,000	-
Total	3,11,26,22,574	192,33,72,574

**Pursuant to the resolution approved by the Board of Directors through circular on January 07, 2025, the Company has issued 7,758,310 Series J 0.001% CCPS Shares of ₹ 100 each at a premium of ₹ 300 each to CIPL. Pursuant to the acquisition and scheme of merger between the Company and CIPL on January 08, 2025, Series J CCPS and investment has been eliminated.*

ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF THE COMPANY

During the year under review, the Members of the Company at their Extraordinary General Meeting held on November 11, 2024, amended the Memorandum of Association for increase of Authorised share capital by Rs. 430 Crores divided into 2,70,00,000 (Two Crore Seventy Lakh) Series I Participating Cumulative Compulsorily Convertible Preference Shares (Series I CCPS) of face value of Rs. 100 each and 1,60,00,000 (One Hundred Sixty Crore) Series J Participating Cumulative Compulsorily Convertible Preference Shares (Series J CCPS) of Rs. 100.

During the year under review, Articles of Association of the Company were amended vide the approval of the Members of the Company at their Extraordinary General Meeting held on November 11, 2024.

DIVIDEND

Directors have thought it prudent not to recommend any final dividend for the financial year under review.

REVISION OF FINANCIAL STATEMENT

There was no revision of the financial statements for the year under review.

PUBLIC DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable. The Company filed a return in Form DPT-3 for amounts received but not considered as Deposit under Section 73 of the Act.

BOARD OF DIRECTORS

As at March 31, 2025, the Board of Directors comprises of Mr. Sunu Mathew, Managing Director & CEO of the Company; Ms. Ami Momaya, Mr. Hardik Shah, and Mr. Vaibhav Vaidya, Directors of the Company.

Mr. Vaibhav Vaidya (DIN:10631897) was appointed as Additional Non-Executive Director of the Company with effect from June 4, 2024, as per provisions of Section 161 of the Companies Act, 2013. The shareholders, in the 11th Annual General Meeting of the Company held on August 29, 2024, approved the appointment of Mr. Vaibhav Vaidya as Non-Executive Director of the Company.

Mr. Hari Narayanan Nair (DIN: 01733254) was appointed as Additional Director - Independent w.e.f. April 16, 2025, as per provisions of Section 161 of the Companies Act, 2013. Mr. Hari Narayanan Nair, in his capacity as an Additional Director, will cease to hold office at the forthcoming Annual General Meeting and is eligible for appointment. The Board at their meeting held on June 27, 2025, has recommended the appointment of Mr. Hari Narayanan Nair as Director of the Company to hold office for a term of 5 consecutive years commencing from April 16, 2025.

The Board at their meeting held on June 27, 2025, has recommended the appointment of Mr. Sanjiv Gupta (DIN: 01241561) as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from the ensuing AGM and shall not be liable to retire by rotation.

CHIEF FINANCIAL OFFICER (CFO)

During the year under review, Mr. Sujit Cherian resigned as CFO of the Company w.e.f. 18th November 2024 and Mr. Ravi Kuckian was appointed as CFO w.e.f. 19th November 2024.

COMPANY SECRETARY (CS)

During the year under review, Mr. Dheeraj Sharma resigned from the post of Company Secretary of the Company on 18th November 2024 and Mr. Chirag Bagadia was appointed as Company Secretary w.e.f. 19th November, 2024.

DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Director of the Company has submitted a declaration of Independence confirming that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 (“Act”).

There has been no change in the circumstances affecting his status as Independent Director of the Company.

The Board is of the opinion that the Independent Director of the Company possesses the requisite qualifications, experience and expertise and he holds the highest standards of integrity to discharge the assigned duties and responsibilities as mandated by the Act.

Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by the Ministry of Corporate Affairs (“MCA”), Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs (‘IICA’).

Mr. Hari Narayanan Nair shall undertake online proficiency self-assessment test within the prescribed timelines as set under Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

BOARD MEETINGS

The Board of Directors met 9 (Nine) times during the financial year ended March 31, 2025 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

The details of the number and date of Board meetings held during the financial year 2024-25 is as under:

Number of Meeting	Date of Meeting
1.	June 4, 2024
2.	August 20, 2024
3.	November 19, 2024
4.	December 18, 2024
5.	December 30, 2024
6.	December 31, 2024
7.	January 13, 2025
8.	January 27, 2025
9.	March 13, 2025

COMMITTEE MEETINGS

i. AUDIT AND GOVERNANCE COMMITTEE MEETINGS:

The Audit and Governance Committee met once during the financial year 2024-25 as detailed below:

Number of Meeting	Date of Meeting
1	August 20, 2024

Following were the members of the Audit and Governance Committee as on March 31, 2025:

Name	Designation
Ms. Ami Momaya	Member
Mr. Hardik Shah	Member

ii. ESOP Committee (Compensation Committee)

There was no meeting of ESOP Committee during the year under review.

Following were the members of the ESOP Committee as on March 31, 2025:

Name	Designation
Mr. Sunu Mathew	Chairman
Ms. Ami Momaya	Member
Mr. Hardik Shah	Member

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 read with rules made thereunder (“Act”), the requirement to spend 2% of the average net profits for the preceding three financial years has been applicable on the Company. Therefore, the Company has spent Rs. 59.62 lakh on CSR Activities in accordance with the provisions of the Act. Annual Report on CSR Activities is enclosed as **Annexure – IV**.

The CSR policy of the Company has been posted on the website of the Company and can be accessed at <https://leapindia.net/csr.html>

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS AND AUDITOR'S REPORTS

M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) was re-appointed as the Statutory Auditors of the Company by the Members of the Company at 11th Annual General Meeting held on August 29, 2024 for another term of five years commencing from the conclusion of eleventh Annual General Meeting until the conclusion of the Sixteenth Annual General Meeting to be held in the Year 2029.

The Auditors' Report for financial year 2024-25 does not contain any qualifications, reservations or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

EMPLOYEES STOCK OPTION SCHEMES

With a view to attract, reward and retain talented and key employees in the competitive environment and encourage them to align individual performance with Company objectives, the Company grants share based benefits to eligible employees under the Employees Stock Option Schemes. The Company has two Employees Stock Option Schemes namely, Employees Stock Option Scheme, 2019 ('ESOP 2019') and Employees Stock Option Scheme, 2022 ('ESOP 2022') (collectively referred as 'ESOP Schemes'). The details of the ESOP Schemes as on March 31, 2025 are tabled below:

Sr. No.	Particulars	ESOP 2019	ESOP 2022	Total
a)	Options granted;	8,26,400	12,52,095	20,78,495
b)	Options vested;	8,01,400	1,80,665	9,82,065
c)	Options exercised;	7,76,400	94,415	8,70,815
d)	The total number of shares arising as a result of exercise of option;	7,76,400	94,415	8,70,815

e)	Options lapsed/cancelled;	-	3,47,180	3,47,180
f)	The exercise price;	Rs. 1/- per share	Rs. 1/- per share	Rs. 1/- per share
g)	Variation of terms of options;	Nil	Nil	Nil
h)	Money realized by exercise of options;	7,76,400	94,415	8,70,815
i)	Total number of options in force;	50,000	7,92,500	8,60,500
j)	Employee-wise details of options granted to:—			
	(i) Key managerial personnel:	-	40,000	40,000
	(ii) Any other employee who receives a grant of options in any one year of option amounting to five per cent or more of options granted during that year.	Nil	1 employee – 1,75,000 options	1 employee – 1,75,000 options
	(iii) Identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil	Nil	Nil

DISCLOSURE RELATING TO PARTICULARS OF EMPLOYEES

The disclosure relating to the particulars of employees of your Company drawing remuneration more than the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

SECRETARIAL STANDARDS:

During the year under review, the Company has complied with Secretarial Standards on meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India in terms of Section 118(10) of the Companies Act, 2013.

HUMAN RESOURCES:

Human resource is a key asset capital and an important business driver for the Company's sustained growth and profitability. The Company continues to place significant importance on its Human Resources and enjoys cordial relations at all levels. The well-disciplined workforce which has served the Company for over a decade lies at the very foundation of the Company's major achievements and shall continue for the years to come. The management has always carried out a systematic appraisal of performance and imparted training at periodic intervals. The Company has always recognized talent and has judiciously followed the principle of rewarding performance.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

No complaints relating to Sexual harassment of Women were received by the Company during the year under review. To sensitise employees and enhance awareness, the Company has uploaded the policy on protection against Sexual harassment of Women at workplace on the employee portal which is accessible to the employees of the Company. The Company has formulated the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee met once during the period.

Your company has complied with all the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Pursuant to Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, your company gives following disclosures as on date of this report.

Sr. No.	Particulars	Details
1.	Number of complaints of sexual harassment received in the year	Nil
2.	Number of complaints disposed of during the year	Nil
3.	Number of cases pending for more than 90 days	Nil
4.	Number of workshops or awareness programs against sexual harassment carried out	1
5.	Nature of action taken by the Employer	Nil

MAINTENANCE OF COST AUDIT RECORDS

Maintenance of cost audit records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 is not applicable to the Company.

ANNUAL RETURN

As per Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with rules made thereunder (including any amendment thereto or re-enactment thereof), every company is required to place a copy of the annual return on the website of the Company, if any, and the web-link of such annual return shall be disclosed in the Board's report. Since, the Company has its website the annual return is uploaded on the Company's website at <https://leapindia.net/annualreturns.html>

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year 2024-25 were in the ordinary course of business and on an arm's length basis and in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder.

The details of the related party transactions as required under Indian Accounting Standard (Ind AS) 24 - Related Party Disclosures are set out in Note 40 to the standalone financial statements forming part of this Annual Report.

The Form AOC- 2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as “**Annexure II**” to this Report.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

Particulars of loans, guarantees, investment and securities provided during the Financial Year under review along with the purposes for which such loans, guarantees and securities are proposed to be utilized by the recipients thereof under Section 186 of the Companies Act, 2013 has been given under Note 5 and Note 6 of the Standalone Financial Statements forming part of this Annual Report.

RISK MANAGEMENT

The Company has in place the framework for ensuring risk identification, prioritization and assessment, including mitigation strategies, risk monitoring and reporting.

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

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished below:

At LEAP, energy management and conservation are of paramount importance.

The Company has constantly endeavoured to improve its energy management through optimization of usage. In order to achieve this, the Company continues to focus on measures for the conservation and optimal utilization of energy in all the areas of its operations.

a) Conservation of Energy:

Particulars	Disclosures
➤ the steps taken or impact on conservation of energy	Energy Conservation continues to be an area of focus for the Company though the Company does not have any manufacturing facility of its own and the operations of the Company are not energy intensive. However, as a responsible Corporate Citizen, every endeavor is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible. Your Company has taken following steps towards energy conservation: • Spreading awareness among employees on energy conservation measures that can be adopted at personal levels to help conserve power and energy. • Continuous monitoring of energy consumption • Encouraging energy saving equipment wherever possible • Installation of Solar panels at Hyderabad and Bhiwandi warehouses of the capacity of 55KWH at each warehouse. • The Company has made capital investment of total Rs. 53.50 Lakh towards investment for Solar Panels. • Till 31st March 2025 followings are the impacts energy conservation through Solar Installation: ➤ Total Energy Generation: 89,313 kWh ➤ CO2 Reduction: 89.04 Tons ➤ Equivalent to planted tree: 4,881 ➤ Coal Saving: 36.08 Tons
➤ the steps taken by the Company for utilizing alternate sources of energy	
➤ the capital investment on energy conservation equipment	

b) Technology absorption:

Particulars	Disclosures
➤ the efforts made towards technology absorption	Since the Company is not engaged in any manufacturing facility of its own, the information in connection with technology absorption is <i>'Not Applicable'</i>
➤ the benefits derived like product improvement, cost reduction, product development or import substitution	
➤ in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): • the details of technology imported • the year of import • whether the technology been fully absorbed, if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
➤ the expenditure incurred on Research and Development	

c) Foreign Exchange Earnings/ Outgo:

	1st April, 2024 to 31st March, 2025 [Current F.Y.]	1st April, 2023 to 31st March, 2024 [Previous F.Y.]
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	Rs. 1.99 Lakhs	Nil
Actual Foreign Exchange outgo	Nil	Rs. 0.44 Lakhs

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Reema Anil Tayshete, Company Secretary in Practice, to conduct Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2024 is enclosed as **Annexure III** to this Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his report.

INTERNAL AUDITORS

M/s. KPMG Assurance and Consulting Services LLP, Chartered Accountants, Mumbai, Company's Internal Auditor's carried out Internal Audit for the financial year 2024-25. The Internal Auditors monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Significant audit observation and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

INTERNAL CONTROL SYSTEMS

The Company has adopted policies and procedures for ensuring orderly and efficient conduct of its business including adherence to the Company's Policies, the safeguarding of its assets, the prevention and detection of Frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Company continuously monitors internal control system and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has formulated Whistle Blower Policy ("Policy") under Vigil Mechanism for directors and employees of the Company to report genuine concerns or grievances, if any. The policy also provides for adequate safeguards against victimization of directors and employees. The Policy is placed on the website of the Company at <https://leapindia.net/assets/files/LEAP-WhistleBlowingPolicy.pdf>

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes or commitments, which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

GENERAL

- a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- b) Your Company has not issued sweat equity shares to its employees/Directors.
- c) During the year, the Company has not initiated any Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 (IBC)
- d) The requirement to disclose the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.
- e) The Company does not have any scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.
- f) There was no revision in the Financial Statements.

ACKNOWLEDGEMENTS AND APPRECIATION:

The Directors place on record their sincere thanks to members, employees, bankers, business associates, consultants, and various Government Authorities for their continued support extended to the Company's activities during the year under review.

The Directors also acknowledge gratefully the shareholders for their support and confidence reposed on the Company.

For and on behalf of the Board
LEAP India Private Limited

Sd/-
Sunu Mathew
Chairman
DIN: 06808369
Date: June 27, 2025

CIN: U74900MH2013PTC245166
Registered Address: Office: 14th Floor, Commerz,
Oberoï Garden City, International Business Park,
Off. Western Express Highway, Yashodham,
Goregaon East. Mumbai, Maharashtra 400063

ANNEXURE I

PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

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

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in **Rs. In Lakhs** except number of shares)

Sl. No.	Particulars	Details
1.	Sl. No.	1
2.	Name of the subsidiary	Taron Material Handling Equipments Private Limited
3.	The date since when subsidiary was acquired/ incorporated	September 11, 2018
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
6.	Share capital	Rs. 73.33/-
7.	Reserves & surplus	Rs. (23.09)/-
8.	Total assets	Rs. 23,108.40/-
9.	Total Liabilities	Rs. 23,058.16/-
10.	Investments other than subsidiary	-
11.	Turnover	Rs. 9,041.33/-
12.	Profit/(Loss) before taxation	Rs. (299.51)/-
13.	Provision for taxation	Rs. (94.59)/-
14.	Profit/(Loss) after taxation	Rs. (204.94) /-
15.	Proposed Dividend	-

16.	Extent of shareholding (In percentage)	100%*
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*1 individual shareholder is holding 1 share for and on behalf of LEAP India Private Limited

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	N.A.
1. Latest audited Balance Sheet Date	Nil
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	Nil
Amount of Investment in Associates/Joint Venture	Nil
Extend of Holding%	Nil
3. Description of how there is significant influence	Nil
4. Reason why the associate/joint venture is not consolidated	Nil
5. Net worth attributable to shareholding as per latest audited Balance Sheet	Nil
6. Profit/Loss for the year	
Considered in Consolidation	Nil
Not Considered in Consolidation	Nil

1. Names of associates or joint ventures which are yet to commence operations: **NIL**

2. Names of associates or joint ventures which have been liquidated or sold during the year: **NIL**

For and on Behalf of the Board

LEAP India Private Limited

Sd/-

Sunu Mathew

Chairman

DIN: 06808369

Date: June 27, 2025

CIN: U74900MH2013PTC245166

Registered Address: 14th Floor, Commerz,

Oberoï Garden City, International Business Park,

Off. Western Express Highway, Yashodham,

Goregaon East. Mumbai, Maharashtra 400063

LEAP India Private Limited

CIN: U74900MH2013PTC245166



Commerz, 14th Floor, International Business Park, Oberoi Garden City,
Off Western Express Highway, Goregaon (East), Mumbai - 400063, India



+91 (022) 6958 8700



www.leapindia.net

ANNEXURE II

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 arms length transactions under third proviso thereto

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

Name(s) of the related party and nature of relationship	Nil
Nature of contracts/arrangements/transactions	Nil
Duration of the contracts / arrangements/transactions	Nil
Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
Justification for entering into such contracts or arrangements or transactions	Nil
Date(s) of approval by the Board	Nil
Amount paid as advances, if any	Nil
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis during FY 2023-24:

Name(s) of the related party and nature of relationship	Nil
Nature of contracts/ arrangements/ transactions	Nil
Duration of the contracts / arrangements/transactions	Nil
Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
Date(s) of approval by the Board/ Audit Committee	Nil
Amount paid as advances, if any	Nil

For and on Behalf of the Board

LEAP India Private Limited

Sd/-

Sunu Mathew

Chairman

DIN: 06808369

Date: June 27, 2025

CIN: U74900MH2013PTC245166

**Registered Address: 14th Floor, Commerz,
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Off. Western Express Highway, Yashodham,
Goregaon East. Mumbai, Maharashtra 400063**

Annexure IV

Annexure for Corporate Social Responsibility:

The Annual Report on Corporate Social Responsibility (CSR) Activities:

1. Brief outline on CSR policy of the Company:

LEAP India Private Limited (LIPL) is committed to being a good corporate citizen, working in a sustainable and responsible way. This is essential to building a strong business for its people, the environment, customers, and the communities within which it operates.

This policy outlines our Corporate Social Responsibility agenda and key priorities and focus areas of the Company.

Thrust Areas:

The Company shall undertake such CSR Activities, as mentioned in Schedule VII of the Companies Act, 2013 read with rules made thereunder, as amended from time to time.

The major Thrust Areas shall be:

- Environmental Sustainability
- Women Empowerment
- Education
- Healthcare
- Emergency Relief
- Employment Enhancing Vocation Skills
- Livelihood Enhancement Projects

2. Composition of CSR Committee: Not applicable

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.- www.leapindia.net

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.- **None**

5. (a) Average net profit of the company for last three years as per section 135(5) **Rs. 27,90,53,332/-**
(b) Two percent of average net profit of the company as per section 135(5) –**Rs. 55,81,067/-**
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. **NIL**
(d) Amount required to be set off for the financial year, if any- **Rs. 3,63,010/-**
(e) Total CSR obligation for the financial year (b+c-d) – **Rs. 52,18,057/-**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – **Rs 59,62,000/-**
 (b) Amount spent in Administrative Overheads- **NIL**
 (c) Amount spent on Impact Assessment, if applicable- **NIL**
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] - **Rs. 59,62,000/-**
 (e) CSR amount unspent for the financial year (in Rs.) – **NIL**

Total Amount Spent for the Financial Year. (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).		
Rs. 59,62,000/-	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
(Registration no. AAATR6520NF20211) Rs. 40,00,000/-	--	--	--	--	--
(Registration no. ABHCS5641QE20221) Rs. 19,62,000/-					

(f) Excess amount for set off, if any: **Rs. 7,43,943/-**

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

Sl No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	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. (in Rs.)
					Amount (in Rs)	Date of transfer	
Not applicable							

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

9. 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 and on Behalf of the Board

LEAP India Private Limited

Sd/-

Sunu Mathew

Chairman

DIN: 06808369

Date: June 27, 2025

CIN: U74900MH2013PTC245166

**Registered Address: 14th Floor, Commerz,
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Off. Western Express Highway, Yashodham,
Goregaon East. Mumbai, Maharashtra 400063**



CS REEMA ANIL TAYSHETE

Practicing Company Secretary

Add: G 106, Park Ivory, Park Street, Wakad, Pune 411057
A-202, Amrut Dham, Manisha Nagar, Kalwa, Thane 400605
Email ID: tayshetereema4@gmail.com Mob No.:9769371313

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2025

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

To,
The Members,
LEAP India Private Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **LEAP India Private Limited**, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment,

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



During the period under audit, provisions of the following acts, rules and regulations were not applicable to the Company:

1. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder with respect to External Commercial Borrowings and Overseas Direct Investment
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not Applicable to the Company during the Audit Period);**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 **(Not Applicable to the Company during the Audit Period);**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not Applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not Applicable to the Company during the Audit Period);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period);**

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

During the Course of Secretarial Audit we have relied on the head of departments for information on statutory compliances and intimation/ disputes/ dues/ prosecutions etc and documents submitted to us.

I have relied on the representation made by the Company and its Officers for compliance under the other laws and regulations specifically applicable to the Company and report that the Company has substantially complied with the provisions of those Act that are applicable to the Company, as identified by the Management.



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

- (i) The Secretarial Standard 1 and 2 issued by the Institute of Company Secretaries of India w.e.f. 1st October, 2017.
- (ii) The Company has not entered into any listing agreements with the stock exchanges.

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

3. I further report that during the period under audit, the following specific events/actions, having a major bearing on the Company's affairs, took place in pursuance of the above referred laws, rules, regulations and standards:

a. The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Appointment of Mr. Vaibhav Vaidya (DIN:10631897) as director of the Company w.e.f. 4th June, 2024.
- Resignation of Mr. Sujith Cherian from the post of Chief Financial Officer of the Company w.e.f. November 18, 2024
- Appointment of Mr. Ravi Kuckian as Chief Financial Officer of the Company with effect from November 19, 2024
- Resignation of Mr. Dheeraj Sharma (Membership No. A21999) from the post of the Company secretary w.e.f. November 18, 2024
- Appointment of Mr. Chirag Bagadia (Membership No A21579) as Company Secretary of the Company with effect from November 19, 2024

b. The shareholders of the Company have approved the alteration of Articles of Association of the Company and Memorandum of Association of the Company.

c. Increased in Authorised Share Capital From Rs . 2,05,56,66,750 to Rs 6,35,56,66,760 by Issue of 2,70,00,000 Series I Compulsorily Convertible Cumulative Preference Shares of Rs. 100/- each aggregating to Rs. 2,70,00,00,00,000 and 1,60,00,000 Series J Compulsorily Convertible Cumulative Preference Shares of Rs. 100/- each aggregating to Rs. 1,60,00,00,000/- on a preferential basis.

d. The authorised equity share capital of the Company has been increased by the authorised equity share capital of CHEP India Private Limited (CIPL), i.e. 6,220,000,000 shares of INR 1 each amounting to INR 62,200.00 lakhs in accordance with the Scheme of Merger which has been approved by the Regional Director vide order dated 17 April 2025. The certified copy of the Order has been filed with the Registrar of Companies, Mumbai, on June 02, 2025, on which the Scheme became effective.

e. Company has entered into Share subscription cum share holder agreement in connection with issuance of shares of the Company with its investors and other shareholders.

I Further Report that during the year under review-

- Company has issued 20000 Redeemable Non-Convertible Debentures of INR 1,00,000/- each for an aggregate amount of Rs. 2,00,00,00,000/- on a private placement basis.



- converted 1156498 no. of Series G CCPS into 1156498 no. of Equity shares of the Company
- Issued and allotted 77,58,310 Series J 0.001% Participating Compulsorily Convertible Cumulative Preference Shares of Rs. 100/- on a preferential basis by way of private placement.

However, Pursuant to the acquisition and scheme of merger between the Company and CHEP India Private Limited on January 08, 2025, Series J CCPS and investment has been eliminated

- Issued and allotted 1,18,75,000 Series I 0.001% Participating Cumulative Compulsorily Convertible Preference Shares (Series I CCPS) of Rs. 100/- on a preferential basis by way of private placement.
- Issued and allotted 1750000 (Eight Lakh Seventy Thousand Eight Hundred and Fifteen) equity shares of the Company of face value of INR 1/- (Indian Rupees One only) by way of private placement.
- Converted 4175 Series E Compulsory Convertible Debentures into 11,16,800 equity share of Rs. 1/- each.

I Further Report that during the year under review-

- During the year under review the Company has acquired 100% shares of M/s CHEP India Pvt. Ltd. (CHEP) and CHEP became wholly owned subsidiary of the Company. The Company has filed Scheme of Merger of CHEP and the Company, with Regional Director, Western Region, Mumbai, u/s 233 of the Companies Act, 2013 and The Scheme of Merger was approved by Regional Director vide order no. RD/WR/Sec.233/Leap/AB2787898/2025/2440 dated April 17th, 2025.
- Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- The company has entered into related party transactions. However, as informed by the Management, transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of businesses.

I further report that during the year under review-

- Total CSR obligation of the Company for the financial year is Rs. 52,18,057/- and Total amount spent for the Financial Year is Rs. 59,62,000/- as per Section 135(6) of the Companies Act 2013 towards ongoing projects of the Company as per the CSR Policy of the Company. The Company have Rs. 7,43,943/- as Excess amount available for set off as per the provisions of Section 136 of the Companies Act, 2013.



4. I further report that based on the information received and records maintained 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.
5. As per the explanations given in the representations made by the management and relied upon by us, we further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Rayshete

(CS Reema Anil Tayshete)
Practicing Company Secretary
Membership No: A30217
CP. No. : 15909
Place: Mumbai
Date: 27/06/2025
UDIN : A030217G000679901
Peer review No: 2227/2022



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

To,
The Members,
LEAP INDIA PRIVATE LIMITED

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

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

Reema

(CS Reema Anil Tayshete)
Practicing Company Secretary
Membership No: A30217
CP. No. : 15909
Place: Mumbai
Date: 27/06/2025
UDIN : A030217G000679901
Peer review No: 2227/2022



Annexure IV

Annexure for Corporate Social Responsibility:

The Annual Report on Corporate Social Responsibility (CSR) Activities:

1. Brief outline on CSR policy of the Company:

LEAP India Private Limited (LIPL) is committed to being a good corporate citizen, working in a sustainable and responsible way. This is essential to building a strong business for its people, the environment, customers, and the communities within which it operates.

This policy outlines our Corporate Social Responsibility agenda and key priorities and focus areas of the Company.

Thrust Areas:

The Company shall undertake such CSR Activities, as mentioned in Schedule VII of the Companies Act, 2013 read with rules made thereunder, as amended from time to time.

The major Thrust Areas shall be:

- Environmental Sustainability
- Women Empowerment
- Education
- Healthcare
- Emergency Relief
- Employment Enhancing Vocation Skills
- Livelihood Enhancement Projects

2. Composition of CSR Committee: Not applicable

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.- www.leapindia.net

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.- **None**

5. (a) Average net profit of the company for last three years as per section 135(5) **Rs. 27,90,53,332/-**
(b) Two percent of average net profit of the company as per section 135(5) –**Rs. 55,81,067/-**
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. **NIL**
(d) Amount required to be set off for the financial year, if any- **Rs. 3,63,010/-**
(e) Total CSR obligation for the financial year (b+c-d) – **Rs. 52,18,057/-**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – **Rs 59,62,000/-**
 (b) Amount spent in Administrative Overheads- **NIL**
 (c) Amount spent on Impact Assessment, if applicable- **NIL**
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] - **Rs. 59,62,000/-**
 (e) CSR amount unspent for the financial year (in Rs.) – **NIL**

Total Amount Spent for the Financial Year. (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).		
Rs. 59,62,000/-	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
(Registration no. AAATR6520NF20211) Rs. 40,00,000/-	--	--	--	--	--
(Registration no. ABHCS5641QE20221) Rs. 19,62,000/-					

(f) Excess amount for set off, if any: **Rs. 7,43,943/-**

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

Sl No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	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. (in Rs.)
					Amount (in Rs)	Date of transfer	
Not applicable							

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

9. 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 and on Behalf of the Board

LEAP India Private Limited

Sd/-

Sunu Mathew

Chairman

DIN: 06808369

Date: June 27, 2025

CIN: U74900MH2013PTC245166

**Registered Address: 14th Floor, Commerz,
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Independent Auditor's Report

To the Members of LEAP India Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **LEAP India Private Limited** ('the Company'), which comprise the Standalone Balance Sheet as at **31 March 2025**, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and Notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

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

4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Directors Report but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether 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 of this other information, we are required to report that fact. We have nothing to report in this regard.



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

5. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

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

8. 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 Standards on Auditing 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.
9. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and



- 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.
10. 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.

Report on Other Legal and Regulatory Requirements

11. Based on our audit, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.
12. 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 I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. Further to our comments in Annexure I, 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 purpose of our audit of the accompanying standalone financial statements;
 - b) Except for the matters stated in 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 (as amended), in our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books. Further, the back-up of the books of accounts and other books and papers of the Company maintained in electronic mode has not been maintained on servers physically located in India, on a daily basis;
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
 - f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 13(b) above on reporting under section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company as detailed in Note 39(b) to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;



iv.

- a. The management has represented that, to the best of its knowledge and belief, as disclosed in Note 48(iv) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. The management has represented that, to the best of its knowledge and belief, as disclosed in Note 48(v) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2025.

vi. As stated in Note 52 to the standalone financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 1 April 2024, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below. Furthermore, except for instances mentioned below the audit trail, has been preserved by the Company as per the statutory requirements for record retention where the audit trail feature was enabled.



Nature of exception noted	Details of Exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	1. The audit trail feature was not enabled at the database level for accounting software used for accounting records for the period 1 April 2024 to 14 November 2024 and was subsequently observed to be periodically disabled for a few days each month. Accordingly, we are unable to comment whether the audit trail feature of the said software was operated throughout the year for all relevant transactions. 2. The audit trail feature was not enabled at the database level for another accounting software used for the period 8 January 2025 to 31 March 2025 to log any direct data changes, used for maintenance of accounting records by the Company.

For Walker Chandiek & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No.: 109632

UDIN: 25109632BMLCUN3796

Place: Mumbai
Date: 27 June 2025

Annexure I referred to in paragraph 12 of the Independent Auditor's Report of even date to the members of LEAP India Private Limited on the standalone financial statements for the year ended 31 March 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of two years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The Company does not own any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.
- (b) As disclosed in Note 49 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit/review, except for the following:



(₹ In lakhs)

Name of the Bank / financial institution	Working capital limit sanctioned	Nature of current assets offered as security	Quarter	Information disclosed as per return	Information as per books of accounts	Amount of difference	Reason for material variances
HSBC Bank	4,500	Trade receivables	31 March 2025	12,898.75	18,006.82	5,108.07	Refer Note 49 to the standalone financial statements
Axis Bank	3,000						
ICICI Bank	2,500	Inventory		1,242.84	1,989.59	746.75	
HDFC Bank	500						

- (iii) The Company has not provided any security or granted any advances in the nature of loans to companies, firms, Limited Liability Partnerships (LLPs) during the year. Further, the Company has made investment in, provided guarantee and granted unsecured loan to a company during the year, in respect of which:

- (a) The Company has provided guarantee and granted a loan to a subsidiary during the year as per the details given below:

Particulars	Guarantees	Loans
Aggregate amount provided/granted during the year (₹ in lakhs):	2,715.39	7,420.00
- Subsidiary		
Balance outstanding as at balance sheet date (₹ in lakhs):	2,715.39	13,442.47
- Subsidiary		

- (b) In our opinion, and according to the information and explanations given to us, the investment made, guarantee provided and terms and conditions of the grant of loan provided is, prima facie, not prejudicial to the interest of the Company. Further, the Company has not given any security or granted any advances in the nature of loans during the year.
- (c) In respect of loan granted by the Company, the schedule of repayment of principal and payment of interest has not been stipulated and accordingly, we are unable to comment whether the repayments/receipts of principal and interest are regular.
- (d) In the absence of stipulated schedule of repayment of principal and payment of interest in respect of loans, we are unable to comment as to whether there is any amount which is overdue for more than 90 days.
- (e) In respect of loan granted by the Company, the schedule of repayment of principal and the payment of interest has not been stipulated. According to the information and explanation given to us, such loan along with its interest has not been demanded for repayment as on date.
- (f) The Company has granted a loan which is repayable on demand, as per details below:



Particulars	(₹ in lakhs)	
	Related party	Subsidiary
Aggregate of loan - Repayable on demand	13,442.47	13,442.47
Total	13,442.47	13,442.47
Percentage of loans to the total loans	99.98%	100.00%

- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans and investments made and guarantees provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of security provided by it.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii)(a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services 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, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Goods and Service Tax Act	Goods and Service Tax, Rajasthan	17.94	Nil	FY 2017-2019	Assistant Commissioner Statute Circle, 'C' Scheme, Jaipur-II, Rajasthan
	Goods and Service Tax, Maharashtra	84.03	Nil	July 2017 to March 2019	Assistant Commissioner Circle 4, Audit 3, CGST & C.Ex., Mumbai



Name of the statute	Nature of dues	Gross Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Goods and Service Tax Act	Goods and Service Tax, Madhya Pradesh	3.65	Nil	FY 2020-2021	Deputy Commissioner, Mandideep: Bhopal Division -2: Bhopal Zone: Madhya Pradesh
	Goods and Service Tax, Tamil Nadu	43.87	Nil	FY 2017-18	Tamil Nadu, Division, Kancheepuram, Zone, Kancheepuram, Circle, Sriperumbudur (Jurisdictional Officer)
	Goods and Service Tax, Telangana	3.90	Nil	FY 2019-20	Assistant Commissioner, Malkajgiri-1 Circle, Telangana
	Goods and Service Tax, Haryana	29.81	Nil	FY 2019-20	Excise & Taxation Officer, Mewat Ward 1, Gurgaon, Haryana
	Goods and Service Tax, Gujarat	47.28	Nil	FY 2018-19	Deputy Commissioner Appeal, Ghatak 21, (Ahmedabad): Range - 6: Division -2: Gujarat
	Goods and Service Tax, Haryana	246.43	Nil	FY 2019-20	Superintendent, Haryana
	Goods and Service Tax, Uttar Pradesh	1.77	Nil	FY 2019-20	Deputy Commissioner, Sector 1, Gautambudha Nagar, Uttar Pradesh
	Goods and Service Tax, Himachal Pradesh	22.11	Nil	FY 2018-19	Assistant Commissioner of State Tax, Baddi-IV: BBN Baddi: South Zone, Shimla, Himachal Pradesh
	Goods and Service Tax, Jammu and Kashmir	0.89	Nil	FY 2018-19	State Tax Office, Circle-L, Jammu
	Goods and Service Tax, Punjab	14.88	Nil	FY 2019-20	Superintendent, Punjab



Name of the statute	Nature of dues	Gross Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Goods and Service Tax Act	Goods and Service Tax, Gujarat	0.38	Nil	FY 2019-20	State Tax Office, Ghatak 21, (Ahmedabad): Range - 6: Division - 2: Gujarat
	Goods and Service Tax, Bihar	1.33	Nil	FY 2019-20	Deputy Commissioner of State Tax, Patliputra, Bihar
	Goods and Service Tax, Bihar	7.39	Nil	FY 2018-19	Assistant Commissioner of State Tax, Patliputra, Bihar
	Goods and Service Tax, Gujarat	47.03	Nil	FY 2020-21	State Tax Office, Ghatak 21, (Ahmedabad): Range - 6: Division - 2: Gujarat
	Goods and Service Tax, Karnataka	44.33	Nil	FY 2021-22	Assistant Commissioner, LGSTO 068-Bengaluru, DGSTO-6, Bengaluru, Karnataka
	Goods and Service Tax, Puducherry	7.54	Nil	FY 2020-21	Commercial Tax Officer, Goods Division - III/AC, Pondicherry
	Goods and Service Tax, Madhya Pradesh	16.86	Nil	FY 2018-20	State Tax Office, Mandideep: Bhopal Division - 2: Bhopal, Madhya Pradesh
	Goods and Service Tax, Karnataka	10.26	Nil	FY 2020-21	Deputy Commissioner of Commercial taxes, DGSTO-06, Bangalore, Karnataka
	Goods and Service Tax, Madhya Pradesh	5.68	Nil	FY 2020-21	Deputy Commissioner, Mandideep: Bhopal Division, 2: Bhopal Zone: Madhya Pradesh
	Goods and Service Tax, Maharashtra	250.63	Nil	FY 2022-23	Deputy Commissioner of State Tax, Marol_501, Mumbai



Name of the statute	Nature of dues	Gross Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Goods and Service Tax Act	Goods and Service Tax, Uttar Pradesh	17.05	Nil	FY 2017-18	Additional Commissioner Grade-II Appeal, Noida Sector-7, Gautambudha Nagar (A), Uttar Pradesh
Income Tax Act, 1962	Income tax	714.35	Nil	FY 2019-20 & FY 2021-22	Commissioner of Income Tax Appeal
Gujarat Value Added Tax Act, 2003	Value Added Tax	74.29	Nil	FY 2016-17	Deputy Commissioner of State Tax Appeals, Ahmedabad
Central Sales Tax, 1956	Central Sales Tax	34.63	Nil	FY 2016-17	Deputy Commissioner of Commercial Tax Appeals- 2, Ahmedabad
CESTAT	Custom/ Excise	708.01	Nil	FY 2016-17 & 2017-18	CESTAT, Mumbai

- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) In our opinion and according to the information and explanations given to us, loans amounting to ₹ 258.28 lakhs are repayable on demand. Further, such loans and interest thereon have not been demanded for repayment as on date. Additionally, according to information and explanation given to us, the Company has not defaulted in repayment of its loans or borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.



- (f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made private placement of Compulsorily Convertible Preference Shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. Further, the amounts so raised have been utilised by the Company for the purposes for which these funds were raised.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, 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 Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.



- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Walker Chandlok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rakesh R. Agarwal
Partner
Membership No.: 109632

UDIN: 25109632BMLCUN3796

Place: Mumbai
Date: 27 June 2025

Annexure II to the Independent Auditor's Report of even date to the members of LEAP India Private Limited on standalone financial statement for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of LEAP India Private Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.



Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

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

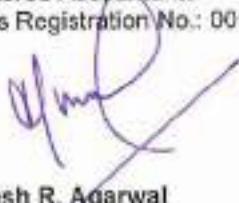
Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2025, based on internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For Walker Chandok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Rakesh R. Agarwal
Partner
Membership No.: 109632

UDIN: 25109632BMLCUN3796

Place: Mumbai
Date: 27 June 2025

LEAP India Private Limited
 Standalone Balance Sheet as at 31 March 2025
 (Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	110,872.88	87,805.76
Capital work-in-progress	3 (a)	15.49	145.03
Right-of-use assets	38	11,321.70	5,261.02
Intangible assets	4	15,813.65	64.26
Intangible assets under development	3 (b)	522.03	-
Financial assets			
Investments	5	749.81	749.81
Loans	6	13,442.47	8,172.53
Other financial assets	7	648.43	977.19
Non-current tax assets (net)	8	2,401.51	303.34
Other non-current assets	9	621.35	75.49
Total non-current assets (A)		156,314.35	103,688.43
Current assets			
Inventories	10	1,089.59	1,345.31
Financial assets			
Investments	11	10,146.89	9,180.00
Trade receivables	12	18,006.82	13,286.28
Cash and cash equivalents	13	1,315.64	573.58
Bank balances other than cash and cash equivalents above	14	-	0.00
Loans	15	2.16	17.19
Other financial assets	16	392.59	585.59
Other current assets	17	7,813.31	5,670.13
Total current assets (B)		39,468.99	28,570.17
Total assets (A+B)		195,783.35	132,258.60
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	301.83	272.76
Instruments of equity in nature	18	30,824.40	18,999.95
Other equity	19	61,308.17	32,613.64
Total equity (A)		92,434.40	53,886.35
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	20	63,469.50	35,856.17
Lease liabilities	38	2,411.57	3,630.46
Provisions	21	115.16	83.25
Deferred tax liabilities (net)	8	3,311.32	1,281.37
Total non-current liabilities (B)		70,307.55	40,751.25
Current liabilities			
Financial liabilities			
Borrowings	22	12,570.84	7,226.13
Lease liabilities	38	4,164.12	1,095.42
Trade payables	23		
- Total outstanding dues of micro and small enterprises		295.99	230.30
- Total outstanding dues of creditors other than micro and small enterprises		7,135.45	4,100.33
Other financial liabilities	24	2,893.29	3,087.09
Other current liabilities	25	1,810.72	676.08
Provisions	26	49.73	40.23
Total current liabilities (C)		29,615.34	17,885.89
Total liabilities (B+C)		100,343.79	58,637.14
Total equity and liabilities (A+B+C)		195,783.35	132,258.60

Material accounting policy information

The accompanying notes are an integral part of these Standalone Financial Statements

This is the Standalone Balance Sheet referred to in our audit report of even date

For Walker, Chandross & Co LLP
 Chartered Accountants
 Firm Registration No. 031076NAN520013

Rakesh K. Agarwal
 Partner
 Membership No. 109602



Place: Mumbai
 Date: 27 June 2025

For and on behalf of the Board of Directors of
 LEAP India Private Limited

Sunil Mathew
 Chairperson, Managing Director and CEO
 DIN: 06808369

Ravi Kuckian
 Chief Financial Officer

Chirag Bagadia
 Company Secretary
 Membership No. A21578

Place: Mumbai
 Date: 27 June 2025



LEAP India Private Limited
 Standalone Statement of Profit and Loss for the year ended 31 March 2025
 (Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	27	37,813.84	29,758.13
Other income	28	2,560.28	2,141.73
Total income		40,374.12	31,899.86
Expenses			
Purchase of stock-in-trade	29	1,178.62	697.12
Changes in inventories of stock-in-trade	30	(24.39)	2.30
Employee benefits expense	31	4,039.25	2,888.16
Finance costs	32	5,778.40	4,393.22
Depreciation, amortisation and impairment expenses	33	14,002.68	10,526.73
Other expenses	34	9,894.40	8,024.92
Total expenses		34,868.96	26,530.45
Profit before tax		5,505.16	5,369.41
Tax expense	8		
(i) Current tax		95.43	-
(ii) Deferred tax		1,449.06	1,279.09
Total tax expense		1,544.51	1,279.09
Net profit for the year (A)		3,960.65	4,090.32
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss, net of tax			
Re-measurement (loss) / income on defined benefit plans	35	(29.55)	9.07
Income tax relating to above	35	7.44	(2.28)
Other comprehensive (loss) / income for the year (B)		(22.11)	6.79
Total comprehensive income for the year, net of tax (A+B)		3,938.54	4,097.11
Earnings per equity share of face value of ₹ 1 each	36		
Basic (in ₹)		3.39	3.74
Diluted (in ₹)		3.36	3.69
Material accounting policy information	2		
The accompanying notes are an integral part of these Standalone Financial Statements			

This is the Standalone Statement of Profit and Loss referred to in our report of even date

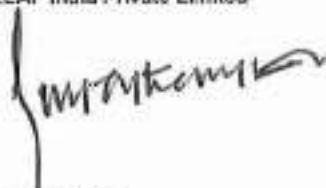
For Walker Chandlok & Co LLP
 Chartered Accountants
 Firm Registration No. 001076N/N500013


 Rakesh R. Agarwal
 Partner
 Membership No.: 109832



Place: Mumbai
 Date : 27 June 2025

For and on behalf of the Board of Directors
 LEAP India Private Limited


 Sunil Mathew
 Chairperson, Managing Director and CEO
 DIN: 06808369


 Ravi Kuckian
 Chief Financial Officer


 Chirag Bagadia
 Company Secretary
 Membership No. A21579



Place: Mumbai
 Date : 27 June 2025

LEAP India Private Limited
 Standalone Statement of Cash Flow for the year ended 31 March 2025
 (Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flow from operating activities:			
Profit before tax		5,505.18	5,369.41
Adjustments for:			
Depreciation, amortisation and impairment expenses	33	14,002.02	90,529.73
Finance costs	32	5,776.40	4,093.29
Interest income on bank deposits	28	(158.55)	(300.01)
Interest income on financial assets measured at amortised cost	28	(514.48)	(552.18)
Net gain due to change in fair value of current investments	28	(468.80)	(103.02)
Provision for doubtful debts	34	38.05	115.94
Gain on sale of property, plant and equipment (net)	38	(551.73)	(699.57)
Excess provision written back	10	(101.32)	-
Gain on termination of lease	39	(354.04)	(145.02)
Share based payment expense	31	151.00	285.26
Operating profit before working capital changes and other adjustments		22,546.40	15,533.85
Adjustment for changes in working capital:			
Decrease / (increase) in trade receivables		106.41	(5,899.87)
Increase in financial and other assets		(1,672.43)	(332.87)
Decrease in inventories		120.04	320.01
Increase / (decrease) in trade payables		711.53	(251.72)
Increase in financial and other liabilities		379.40	531.70
Net cash generated from operations		22,660.38	15,348.07
Direct taxes paid (net)	8	(26.88)	(0.35)
Net cash generated from operating activities (A)		22,633.50	15,347.72
B. Cash flow from investing activities			
Purchase of property, plant and equipment (including capital work-in-progress, capital advances, intangible assets, intangible assets under development and payable for capital goods)		(25,416.59)	(27,111.82)
Proceeds from sale of property, plant and equipment		3,753.15	2,392.81
Purchase consideration paid towards business combination (Refer note 51)	51	(100,482.59)	-
Receipt from fixed deposits on maturity		1,121.08	1,222.58
Investment in mutual funds	11	(4,900.00)	(3,880.00)
Loan given to subsidiary	8	(7,400.00)	(3,250.00)
Receipts towards repayment of loans given to subsidiary	8	2,923.42	1,397.50
Interest income	29	153.55	115.58
Net cash used in investing activities (B)		(129,753.26)	(30,462.54)
C. Cash flow from financing activities			
Proceeds from issue of equity shares in exercise of employee stock option plan		-	8.71
Proceeds from issue of equity shares		7,053.00	-
Proceeds from issue of preference shares		78,533.24	15,000.00
Payment towards cancellation of vested option		-	(137.19)
Buyback of equity shares		-	(5,696.81)
Proceeds from long-term borrowings (net of providing fees)	20.1	98,489.34	93,243.35
Repayment of long-term borrowings	20.1	(5,828.00)	(17,249.85)
Proceeds / (repayment) of short-term borrowings (net)	20.1	(1,254.18)	1,510.48
Share issue expenses		(2,031.67)	(426.41)
Principal repayment of lease liabilities	38	(2,339.00)	(2,344.22)
Finance cost	32	(5,193.47)	(4,226.82)
Net cash generated from / (used in) financing activities (C)		164,343.72	16,687.67
Net decrease in cash and cash equivalents (A+B+C)		(2,845.04)	(27.85)
Cash and cash equivalents as at the beginning of the year		523.58	551.43
Add: Acquired through business combination (Refer note 51)		3,838.00	-
Cash and cash equivalents as at the end of the year		1,315.54	523.58
Component of cash and cash equivalents (Refer note 13):			
Balance with banks:			
- Current accounts		1,315.54	523.58
Total		1,315.54	523.58

Notes:

1) The Statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

2) Significant non-cash movement during the year ended 31 March 2025 includes conversion of compulsorily convertible debentures and optionally convertible redeemable preference shares amounting to ₹1 (31 March 2024: ₹ 4,818.35 lakhs) and ₹1 (31 March 2024: ₹ 2,375.98 lakhs) respectively.

The accompanying notes are an integral part of these Standalone Financial Statements.

This is the Standalone Statement of Cash Flow referred to in our audit report of even date.

For Walker Chandwick & Co LLP
 Chartered Accountants
 Firm Registration No. 001075W/1500013

Rakesh R. Agarwal
 Partner
 Membership No. 302632



Place: Mumbai
 Date: 27 June 2025

For and on behalf of the Board of Directors of
 LEAP India Private Limited

Sunil Mathew
 Chairperson, Managing Director and CEO
 (Ref: Board Res)

Ravi Rudron
 Chief Financial Officer

Chirag Bagaria
 Company Secretary
 Membership No. A21578

Place: Mumbai
 Date: 27 June 2025



A. Equity shares capital (Refer note 10)

Particulars	Number of shares	Amount
As at 01 April 2023	28,797,888	207.88
Movement during the year (Refer notes 10(i) to (iv))	6,415,756	24.75
As at 31 March 2024	35,213,644	232.63
Movement during the year (Refer notes 10(i) to (iv))	2,805,498	20.87
As at 31 March 2025	38,019,142	253.50

B. Instruments with equity in nature (Refer note 10)

1.000% Series A Participating Convertible Compulsory Convertible Preference Shares (CCPS) of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	37,750	37.75
Movement during the year	-	-
As at 31 March 2024	37,750	37.75
Movement during the year	-	-
As at 31 March 2025	37,750	37.75

1.000% Series B1 CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	32,047	32.05
Movement during the year	-	-
As at 31 March 2024	32,047	32.05
Movement during the year	-	-
As at 31 March 2025	32,047	32.05

0.0001% Series B CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	14,853	148.53
Movement during the year	-	-
As at 31 March 2024	14,853	148.53
Movement during the year	-	-
As at 31 March 2025	14,853	148.53

0.0001% Series C CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	17,863	178.63
Movement during the year	-	-
As at 31 March 2024	17,863	178.63
Movement during the year	-	-
As at 31 March 2025	17,863	178.63

0.0001% Series C1 CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	24,730	247.30
Movement during the year	-	-
As at 31 March 2024	24,730	247.30
Movement during the year	-	-
As at 31 March 2025	24,730	247.30

1.000% Series C2 CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	55,642	556.42
Movement during the year	-	-
As at 31 March 2024	55,642	556.42
Movement during the year	-	-
As at 31 March 2025	55,642	556.42

1.000% Series D CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	15,339	153.39
Movement during the year	-	-
As at 31 March 2024	15,339	153.39
Movement during the year	-	-
As at 31 March 2025	15,339	153.39

0.0001% Series E CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	4,535	45.35
Movement during the year	-	-
As at 31 March 2024	4,535	45.35
Movement during the year	-	-
As at 31 March 2025	4,535	45.35

0.0001% Series F CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	88,423	884.23
Movement during the year	-	-
As at 31 March 2024	88,423	884.23
Movement during the year	-	-
As at 31 March 2025	88,423	884.23

0.0001% Series F1 CCPS of ₹ 1,000 each		
Particulars	Number of shares	Amount
As at 01 April 2023	3,135	31.35
Movement during the year	-	-
As at 31 March 2024	3,135	31.35
Movement during the year	-	-
As at 31 March 2025	3,135	31.35



3.00075 Series D ODRPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	1,136,486	11.36
Issuance during the year	-	-
As at 31 March 2024	1,136,486	11.36
Issuance during the year (Refer note 19a)	1,136,486	(11.36)
As at 31 March 2025	-	-

3.00111 Series H ODRPS of ₹ 100 each

Particulars	Number of shares	Amount
As at 01 April 2023	-	-
Issuance during the year (Refer note 19a)	11,020,700	11,020.70
As at 31 March 2024	11,020,700	11,020.70
Issuance during the year	-	-
As at 31 March 2025	11,020,700	11,020.70

3.00115 Series I ODRPS of ₹ 100 each

Particulars	Number of shares	Amount
As at 01 April 2023	-	-
Issuance during the year	-	-
As at 31 March 2024	-	-
Issuance during the year (Refer note 19a)	11,875,000	11,875.00
As at 31 March 2025	11,875,000	11,875.00

Total 31 March 2024	16,515,438	16,968.30
Total 31 March 2025	27,218,618	28,924.40

C. Other equity (Other note 19)

Particulars	Equity component of compound financial instruments	Reserve and Surplus						Total
		Securities premium	Amalgamation adjustment (debit account)	Retained earnings	Other Comprehensive Income	Share-based payment reserve	Capital redemption reserve	
Opening balance as at 01 April 2023	2,895.12	99,495.11	-	1,106.53	-	271.41	-	102,678.17
Profit for the year	-	-	-	5,006.32	-	-	-	5,006.32
Other comprehensive income for the year (net of tax)	-	-	-	6.70	-	-	-	6.70
Total comprehensive income for the year	-	-	-	5,013.02	-	-	-	5,013.02
Transfer to account of commission at ODR (Refer notes 15 (i) and (j))	(2,895.12)	3,087.02	-	(94.92)	-	-	-	1,206.97
Repurchase of equity shares (Refer note 19 (a))	-	(2,098.01)	-	-	-	-	25.33	(2,070.68)
Transfer to account of commission at Series A, B and C ODRPS (Refer note 10 (i))	-	117.04	-	-	-	-	-	117.04
Recognition of share based payment (net) (Refer note 19 (i))	-	-	-	-	-	585.26	-	585.26
Transfer to account of vested options (Refer note 19 (i))	-	-	-	(68.70)	-	(47.43)	-	(116.13)
Transfer from share based payment reserve to expense of stock option (Refer notes 18 (i) and 19 (i))	-	-	-	-	-	(415.96)	-	-
Share based expense	-	(224.05)	-	-	-	-	-	(224.05)
Closing balance as at 31 March 2024	-	48,774.12	-	3,776.58	-	84.32	25.33	52,620.35
Profit for the year	-	-	-	3,968.00	-	-	-	3,968.00
Other comprehensive income for the year (net of tax)	-	-	-	(22.71)	-	-	-	(22.71)
Total comprehensive income for the year	-	-	-	3,945.29	-	-	-	3,945.29
Issue of equity shares (Refer note 19 (a))	-	6,982.50	-	-	-	-	-	6,982.50
Transfer of ODRPS Series I (Refer note 19a)	-	36,185.00	-	-	-	-	-	36,185.00
Recognition of share based payment (net) (Refer note 19 (i))	-	-	-	-	-	173.32	-	173.32
Transfer to account of business combination (Refer note 6 (i))	-	-	(59,430.16)	(1,779.00)	-	-	-	(61,209.16)
Share based expense	-	(2,031.67)	-	-	-	-	-	(2,031.67)
Closing balance as at 31 March 2025	-	89,798.14	(59,430.16)	-	-	257.64	25.33	30,650.91

The accompanying notes are an integral part of these consolidated financial statements.

This is the Statutory Statement of Changes in Equity referred to in our audit report of audit date.

For Walker Chandorkar & Co LLP
 Chartered Accountants
 Firm Registration No. 001975NAC00013

Rakesh K. Agarwal
 Partner
 Membership No. 332612



Place: Mumbai
 Date: 27 June 2025

For and on behalf of the Board of Directors of
 LEAP India Private Limited

Ravi Mahesh
 Chairman, Managing Director and CEO
 DIN: 00193003

Ravi Mahesh
 Chief Executive Officer

Place: Mumbai
 Date: 27 June 2025

Chirag Bagchi
 Company Secretary
 Membership No. A20485



LEAP India Private Limited

Notes to the standalone financial statements as at and for the year ended 31 March 2025.

(Amount in ₹ lakhs, except for share data, and if otherwise stated)

1. Corporate information

LEAP India Private Limited, ("the Company" or "LEAP") (CIN: U74900MH2013PTC245166) incorporated in India on 3 July 2013 as a Private Limited Company, is primarily engaged in the business of pooling of resources for providing customised and best in class services to automotive sector and Fast-Moving Consumer Goods (FMCG) industry in the supply chain arena. The Company provides pooled services to various customers, which increases the efficiency of the supply chain with reusable packaging solutions.

The registered office of the Company is located at 14th Floor, Commerz, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai, Maharashtra, India, 400063.

The standalone financial statements ("the financial statements") of the Company for the year ended 31 March 2025, were authorised for issue in accordance with the resolution of the Board of Directors on 27 June 2025.

2. Material accounting policy information :

2.1 Basis of preparation

The standalone financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules as amended from time to time notified under the Companies (Accounting Standards) Rules, 2015. The Company has uniformly applied the accounting policies for all the periods presented in these financial statements.

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost convention except for certain financial assets and financial liabilities which are measured at fair values and employee benefit plans which are measured using actuarial valuation as explained in relevant accounting policy, on accrual basis of accounting.

The statement of cash flow has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

2.2 Operating cycle for current and non-current classification

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Companies Act, 2013. An asset is treated as current when it is:

- Expected to be realised or consumed in normal operating cycle
 - Held primarily for the purpose of trading
 - Expected to be realised within twelve months after the reporting period, or
 - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is current when:

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

Operating cycle for the business activities of the Company is based on the nature of products and the time between the acquisition of assets for sale and their realisation in cash and cash equivalents. The Company has ascertained its operating cycle as upto twelve months for the purpose of current and non-current classification of assets and liabilities.

2.3 Fair value measurement

The Company measures financial instruments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).



LEAP India Private Limited

Notes to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in ₹ lakhs, except for share data, and if otherwise stated)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

2.4 Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and impairment losses, if any. Cost of acquisition comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure relating to Property, plant and equipment is capitalised 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. All other expenses on existing plant, property and equipment including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Expenses relating to major repairs which result in increase of life of the asset are capitalised.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use. Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.5 Capital work-in-progress

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

2.6 Intangible assets

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. The amortisation expense on intangible assets with finite life is recognised in the Statement of Profit and Loss under the head 'Depreciation and amortization expense'. An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Expenditure on development eligible for capitalization are carried out as intangible assets under development where such assets are not ready for their intended use.

Intangible assets under development (IUD) comprises of direct cost, related incidental expenses and attributable borrowing cost, if any, on intangible assets which are not ready for their intended use. IUD usually pertain to a product development project which has reached a defined milestone according to an established project management model and its technological and economic feasibility is visible. Expenditure on research activities is recognised in statement of profit and loss as incurred.

2.7 Depreciation and amortization

Depreciation is provided for property, plant and equipment so as to expense the cost less residual value over their estimated useful lives on a straight-line method. Intangible assets are amortised from the date they are available for use, over their estimated useful lives.

The residual values in respect of pallets, foldable large containers & crates and utility boxes based on management estimate and technical evaluation is as follows:

- Pallets: 25%
- Foldable large containers & crates: 15-25%
- Utility boxes: 25%



LEAP India Private Limited
Notes to the standalone financial statements as at and for the year ended 31 March 2025
(Amount in ₹ lakhs, except for share data, and if otherwise stated)

The estimated useful lives are as mentioned below:

Class of asset	Useful life estimated by Management (years)
Computer and IT equipment	3
Furniture and fixtures	5
Wooden pallets	15
Containers (FLCs and crates)	3 to 7
Other than wooden pallets	3 to 7
Utility boxes	3 to 7
Other pooling assets	3 to 15
Plant and other equipment	3 to 10
Forklift	8
Computer software	3 to 5
Customer relationships	10
Leasehold improvement	3 to 5

Schedule II to the Companies Act, 2013 prescribes useful lives for property, plant and equipment and allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements. The management believes that the depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment.

Depreciation/ amortisation on property plant and equipment has been provided on the straight-line method as per the useful life assessed based on technical advice, taking into account the nature of the asset, the estimated use of the asset on the basis of management's best estimation of getting economic benefits from that class of assets.

The Company uses its external technical expertise along with historical and industry trends for arriving at the economic life of an asset. The estimated useful life and residual values are reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Depreciation on additions is provided on a pro-rata basis, from the date on which asset is ready to use.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are accounted in the Statement of Profit and Loss under other income or other expenses.

2.8 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

In the case of financial assets, not recorded at fair value through profit or loss (FVTPL), financial assets other than trade receivable, are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

i. Financial assets measured at amortised cost

A financial asset is subsequently measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.



LEAP India Private Limited

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4. Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. The Company has classified its investments in mutual funds as investments at FVTPL.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received, and receivable is recognised in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies expected credit loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of a simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

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.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expenses in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss.

Equity instruments and financial liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into 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 the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

Subsequent measurement

All financial liabilities except derivatives are subsequently measured at amortised cost using the effective interest rate method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.



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Compound financial instruments

Convertible instruments are separated into liability and equity components based on the terms of the contract. On issuance of the said instruments, the liability component is arrived by discounting the gross sum (including redemption premium, if any) at a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised as equity component of compound financial instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently re-measured.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

Equity investment in subsidiaries

Investment in subsidiaries are carried at cost in the separate financial statements as permitted under Ind AS 27 "Separate Financial Statements".

2.9 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has generally concluded that it is the principal in its revenue arrangements. Revenue and trade receivables are recorded at their transaction price on initial recognition, which is the consideration, adjusted for discounts and other credits, if any, as specified in the contract with customers. The revenue is recognised as a net of Goods and Service Tax (if any).

Sale of goods

Revenue from the sale of the Company's core products pallets is recognised when delivery has taken place and control of the goods has been transferred to the customer, and when there are no longer any unfulfilled obligations. The customer obtains control of the goods when the significant risks and rewards of products sold are transferred to the customer, and the Company has the present right to payment, all of which occurs at the point the goods are delivered to and accepted by the customer, according to the specific delivery terms that have been agreed with the customer.

Rendering of services

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations. Revenue from property, plant and equipment given on lease to customers is recognised on per day rent, based on the terms of the agreement. Revenue from the sale of goods is recognised when control of the goods or services are transferred to the customer, usually on delivery of the goods.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Other income is recognised as and when due or received, whichever is earlier.

Dividend income

Dividend income is recognised at the time when the right to receive is established by the reporting date. When the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

Unbilled revenue

Unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms and is accordingly classified under 'Trade Receivables'. Unearned ("contract liability") is recognised when there are billings in excess of revenues.

2.10 Employee benefits

Short term employee benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

Defined contribution plan

Contributions to defined contribution schemes such as provident fund and employees' state insurance (ESIC) are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees' provident fund contribution is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

Defined benefit plan

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.



The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in the Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Leave entitlement and compensated balances

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on an actuarial valuation, similar to that of gratuity benefit. However, as the Company does not have an unconditional right to defer settlement for these obligations, the above liabilities are presented as current. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the statement of profit and loss in the period in which they occur.

2.11 Borrowing cost

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are charged to the Statement of Profit and Loss in the period in which it is accrued. Any ancillary cost incurred in connection with the arrangement of borrowings are amortised over the period of such borrowings.

2.12 Inventories

Inventory of traded goods, consumables and stores and spares are valued at lower of cost or net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.13 Leases

The Company's lease asset classes primarily consist of leases for buildings (warehouse and office premises) and equipment. The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company accounts for each separate lease component of a contract and any associated non-lease components as a single lease component by allocating all of contract consideration to the lease component.

i) Right-of-use assets

At the commencement date, the right of use assets is measured at cost. The cost includes an amount equal to the lease liabilities plus adjusted for the amount of prepaid or accrued lease payments. After the commencement date, the right of use assets is measured in accordance with the accounting policy for property, plant and equipment i.e. right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the period of the lease term. In addition, the carrying amount of Right-of-use assets is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessments to purchase the underlying asset.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessments to purchase the underlying asset.



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iii) Lease term

At the commencement date, the Company determines the lease term which represents non-cancellable period of initial lease for which the asset is expected to be used, together with the periods covered by an option to extend or terminate the lease, if the Company is reasonably certain at the commencement date to exercise the extension or termination option.

In event of termination of lease, the remaining lease liability and the unamortised value of the right of use asset are charged to the Statement of Profit and Loss.

iv) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term or another systematic basis which is more representative of the pattern of use of underlying asset.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the Statement of Profit and Loss on rendering of the service related to the hire of pallets and foldable large containers as per the agreement with customers. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

2.14 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss (excluding OCI) for the year attributable to equity shareholders by the weighted average number of equity shares and compulsory convertible preference shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, share split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit/ (loss) for the year as adjusted for dividend, interest and other changes to expense and income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the year, unless they have been issued at a later date.

2.15 Taxes

Current tax

Current tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the period. Current and deferred taxes are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date.

Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.



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Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.16 Impairment of non-financial assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

2.17 Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects 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. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

2.18 Contingent liabilities, contingent assets and capital commitments

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

The Company exercises judgement in determining if a particular matter is possible, probable or remote. The Company exercises judgement in measuring and recognizing provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement.

Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

Capital commitments are future liabilities for contractual expenditure, classified and disclosed as estimated amount of contracts remaining to be executed on capital account and not provided for.

2.19 Share issue expenses

Share issue expenses are charged off against available balance in the securities premium reserve.

2.20 Business combination

Business combinations, other than common control business combinations, are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed and equity instruments issued at the date of exchange by the Company. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expensed as incurred. The cost of an acquisition also includes the fair value of any contingent consideration measured as at the date of acquisition. Any subsequent changes to the fair value of contingent consideration classified as liabilities, other than measurement period adjustments, are recognised in the Statement of Profit and Loss. Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than the carrying amount.

Common Control business combinations, i.e. business combinations involving entities or businesses under common control, are accounted for using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts. The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. The surplus, if any, arising from the business combination, between the carrying value of assets, liabilities and reserves recognized over the carrying value of the investments in the equity shares of the transferor appearing in the books of the transferee, shall be credited to capital reserve in the books of accounts of the transferee and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes. In case of a deficit, as computed above, it shall be adjusted against the existing capital or revenue reserves of the transferee, in that order, and unadjusted remaining amount, if any, shall be recorded separately as 'amalgamation adjustment deficit account' under 'Other Equity'.

2.21 These standalone financial statements have been prepared in accordance with amended Schedule III to the Companies Act 2013.



Other accounting policy information

2.22 Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Non-monetary items which are measured in terms of historical cost denominated in a foreign currency are translated using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value denominated in a foreign currency are translated using the exchange rates that existed when the values were determined.

(iii) Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss except to the extent it treated as an adjustment to borrowing costs.

2.23 Cash and cash equivalents

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value, cheques on hand and balances with banks. They are held for the purpose of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

2.24 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating results of the whole Company as one segment since the Company's business operations falls within a single operating segment of pooling (for hire), trading of pallets and crates and services related thereto. Accordingly, the Company operation is a single segment in terms of its products. Thus, as defined in Ind AS 108 'Operating Segments', the Company's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

2.25 New Standards, Interpretations and Amendments Adopted by the Company

Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2025, MCA has notified amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, which is applicable to the Company w.e.f. 1st April, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it is not likely to have any significant impact in its financial statements.

Further, MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI. The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's financial statements.

2.26 New Standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Company

Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA, via notification dated 7 May 2025, announced amendments to the Companies (Indian Accounting Standards) Rules, 2015. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2025. These changes are made under the Companies Act, 2013, in consultation with the National Financial Reporting Authority. These amendments are not expected to have a material impact on the Company or future reporting periods and on foreseeable future transactions.

Amendment to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates– The key amendments include definition of whether a currency is exchangeable, and the process by which an entity should assess the exchangeability, provide guidance on estimation of spot exchange rate in cases where currency is not exchangeable and additional disclosure requirements.

2(a) Critical estimates and judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.



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The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

- **Revenue recognition** Refer note 2.9

- **Useful life of property, plant and equipment and intangible assets**

Property, plant and equipment and intangible assets represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each reporting date.

- **Deferred tax assets**

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

- **Defined benefit obligations and compensated absences**

The cost and present value of the gratuity obligation and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

- **Leases**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease required significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company revises the lease term if there is a change in non-cancellable period of a lease.

- **Provisions, contingent liabilities, contingent assets and capital commitments**

Provisions are recognised when the Company has a present (legal or constructive) obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company

Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

Capital commitments are future liabilities for contractual expenditure, classified and disclosed as estimated amount of contracts remaining to be executed on capital account and not provided for.

- **Impairment of non-financial assets:**

Impairment exists when the carrying value of an asset or class of assets exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. There is significant estimation uncertainty in determining recoverable value. Recoverable value is taken as higher of value in use and fair value less costs to sell.

- **Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- **Employees stock option plan:**

The Company recognizes expense relating to share-based payment in net profit using fair value in accordance with Ind AS 102-Share Based Payment. The grant date fair value of options granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. Equity settled share-based compensation benefits are provided to employees under the employee stock option schemes/plans. The fair value of options granted under such schemes/plans is recognised as an employee benefits expense with a corresponding increase in equity as "Share options outstanding account". The total amount to be recognised is determined by reference to the fair value of the options granted: - including any market performance conditions (e.g., the entity's share price)

- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and an employee of the entity continuing over a specified time period) and



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- including the impact of any non-vesting conditions (e.g. the requirement for employees to hold shares for a specific period of time).

The total expenses are amortised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service and non-market performance vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated Statement of Profit and Loss, with a corresponding adjustment to equity. In case vested options are forfeited / expires unexercised, the related balance standing to the credit of the "Share options outstanding account" is transferred to "Retained earnings".

- **Business combination and intangible assets:**

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by valuation experts.



LEAP India Private Limited

Notes to the standalone financial statements as at and for the year ended 31 March 2025
(Amount in ₹ lakhs, except for share data, and if otherwise stated)

3 Property, plant and equipment

Particulars	Pallets	Containers (PLC's and crates)	Utility boxes	Forklift	Computer and IT equipment	Other pooling assets	Furniture and fixtures	Plant and other equipment	Leasehold improvement	Total
Gross block										
Balance as at 01 April 2023	80,875.27	4,511.40	1,257.00	185.86	191.13	569.30	208.06	352.29	244.97	88,395.38
Additions	18,692.21	1,360.68	2,597.55	-	55.48	60.24	58.43	116.39	8.86	22,949.96
Deprecials / deletions	(2,135.57)	(442.13)	(933.91)	-	(1.18)	(4.87)	(0.03)	(17.71)	-	(3,536.50)
Impairment of assets (Refer note ii below)	(2,779.88)	(562.73)	-	-	-	-	-	-	-	(3,333.41)
Balance as at 31 March 2024	94,660.13	4,857.52	2,920.65	185.86	245.44	624.67	266.48	450.97	253.83	104,475.43
Additions	20,169.99	1,459.42	227.16	2.47	126.17	944.36	72.38	274.55	800.00	23,835.86
Deprecials / deletions	(3,713.73)	(1,523.92)	(1.00)	-	(75.03)	(5.25)	(46.32)	(77.78)	(244.18)	(5,087.19)
Impairment of assets (Refer note ii below)	(3,527.76)	-	-	-	-	-	-	-	-	(3,527.76)
Additions on account of business combination (Refer note 51)	23,747.45	10,971.70	-	-	209.71	-	48.00	357.03	224.60	35,458.53
Balance as at 31 March 2025	131,336.12	15,774.72	3,146.81	188.43	506.29	1,563.78	340.50	915.09	842.53	154,614.67
Accumulated depreciation										
Balance as at 01 April 2023	19,040.80	2,244.79	473.50	33.09	103.26	242.40	35.15	185.28	168.35	13,547.82
Depreciation charge for the year	4,954.78	531.56	212.61	23.44	53.36	53.44	44.18	80.55	48.35	5,703.27
Reversal on disposal of assets	(550.09)	(347.02)	(388.18)	-	(0.61)	(4.06)	-	(15.53)	-	(1,413.48)
Impairment of assets (Refer note ii below)	(785.50)	(382.23)	-	-	-	-	-	-	-	(1,168.73)
Balance as at 31 March 2024	13,249.99	2,047.10	299.93	56.53	155.01	291.74	100.33	250.30	217.70	16,668.67
Depreciation charge for the year	5,383.40	815.61	334.25	23.66	75.76	70.21	53.60	102.61	55.02	6,897.12
Reversal on disposal of assets	(961.79)	(1,130.72)	(0.43)	-	(74.83)	(4.32)	(46.32)	(77.78)	(224.80)	(2,520.77)
Impairment of assets (Refer note ii below)	(834.74)	-	-	-	-	-	-	-	-	(834.74)
Additions on account of business combination (Refer note 51)	15,265.27	7,425.98	-	-	175.00	-	48.00	242.20	224.60	23,391.51
Balance as at 31 March 2025	33,231.13	9,158.37	633.75	80.19	331.94	357.67	132.61	517.41	272.72	43,741.79
Net block										
Balance as at 31 March 2024	81,411.14	2,820.42	2,620.72	129.43	89.43	332.89	166.13	200.67	35.93	87,896.75
Balance as at 31 March 2025	98,104.99	6,616.35	2,513.06	108.24	174.35	1,206.11	181.69	397.68	679.21	110,872.88

Note (i) : Refer notes 20 and 22.1 for information on property, plant and equipment pledged as security against borrowings of the Company.

Note (ii) : Refer note 39(a) for disclosure of contractual commitment for acquisition of property, plant and equipment.

Note (iii) : During the year, the Company has impaired certain pallets and containers as no future economic benefits are expected from its use or disposal.



3(a) Capital work-in-progress

	As at 31 March 2025	As at 31 March 2024
Opening balance	146.03	4.93
Add: Additions during the year	18.49	146.03
Less: Capitalisations during the year	(146.03)	(4.93)
Closing balance	18.49	146.03

Ageing of Capital work-in-progress

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Balance as at 1 April 2023	4.93	-	-	-	4.93
Project in progress	146.03	-	-	-	146.03
Projects temporarily suspended	-	-	-	-	-
Balance as at 31 March 2024	146.03	-	-	-	146.03
Project in progress	18.49	-	-	-	18.49
Projects temporarily suspended	-	-	-	-	-
Balance as at 31 March 2025	18.49	-	-	-	18.49

As at 31 March 2025 and 31 March 2024, there were no projects, the completion of which was overdue or exceeded cost compared to original plan.

3(b) Intangible assets under development

	As at 31 March 2025	As at 31 March 2024
Opening balance	-	6.83
Add: Additions during the year	522.03	-
Less: Capitalisation during the year	-	(6.83)
Closing balance	522.03	-

Ageing of Intangible assets under development

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Balance as at 1 April 2023	6.83	-	-	-	6.83
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Balance as at 31 March 2024	-	-	-	-	-
Project in progress	522.03	-	-	-	522.03
Projects temporarily suspended	-	-	-	-	-
Balance as at 31 March 2025	522.03	-	-	-	522.03

As at 31 March 2025 and 31 March 2024, there were no projects, the completion of which was overdue or exceeded cost compared to original plan.



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

4 Intangible assets

Particulars	Computer software	Customer relationship	Total
Gross block			
Balance as at 01 April 2023	180.64	-	180.64
Additions	23.56	-	23.56
Disposals	-	-	-
Balance as at 31 March 2024	204.20	-	204.20
Additions	51.14	-	51.14
Disposals	(1.07)	-	(1.07)
Additions on account of business combination (Refer note 51)	2.00	16,109.00	16,111.00
Balance as at 31 March 2025	256.27	16,109.00	16,365.27
Accumulated amortisation			
Balance as at 01 April 2023	101.36	-	101.36
Amortisation charge	38.58	-	38.58
Reversal on disposals	-	-	-
Balance as at 31 March 2024	139.94	-	139.94
Amortisation charge	42.43	366.31	408.74
Reversal on disposals	(1.07)	-	(1.07)
Additions on account of business combination (Refer note 51)	2.00	-	2.00
Balance as at 31 March 2025	183.30	366.31	549.61
Net block			
Balance as at 31 March 2024	84.26	-	84.26
Balance as at 31 March 2025	72.97	15,742.69	15,815.66

Note (i) Refer note 20 for information on intangible assets pledged as security against borrowings of the Company.

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(Amount in ₹ lakhs, except for share data, and if otherwise stated)

5 Investments (non-current)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Investment in subsidiary (measured at cost)				
Investment in equity instrument				
Equity shares of ₹ 10 each (fully paid up) (unquoted)				
Taron Material Handling Equipments Private Limited	733,270	749.81	733,270	749.81
Total		749.81		749.81
Aggregate amount of quoted investments	-	-	-	-
Aggregate market value of quoted investments	-	-	-	-
Aggregate amount of unquoted investments	-	749.81	-	749.81
Aggregate amount of impairment in value of investments	-	-	-	-

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Particulars	As at 31 March 2025	As at 31 March 2024		
6 Loans (non-current) (Unsecured, considered good, unless otherwise stated)				
Loans				
- subsidiary (Refer note 43)	13,442.47	8,172.53		
Total	13,442.47	8,172.53		
6.1 Break-up of security details				
Loans considered good - unsecured	13,442.47	8,172.53		
Total	13,442.47	8,172.53		
6.2 Loans due from private company in which director of the Company is a director Taron Material Handling Equipments Private Limited (Refer note 9.3 below)	13,442.47	8,172.53		
	13,442.47	8,172.53		
6.3 Loan given to Taron Material Handling Equipments Private Limited is repayable on demand bearing an interest rate of 9% per annum for the purpose of use in strategic operations. The Company has provided a comfort to this subsidiary that it shall not demand back the loan including interest within the next 1 year as a result of which this said loan has been classified as non-current				
6.4 Particulars of loans to promoters, key managerial personnel and related parties	Outstanding amounts (₹ lakhs)	% to total loans		
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Amount receivable on demand - related parties	13,442.47	8,172.53	100%	100%
7 Other non-current financial assets				
Deposits with banks having maturity period of more than twelve months*	4.43	671.10		
Margin money deposits*	47.93	-		
Security deposits	496.37	305.09		
Total	548.73	977.19		
* held as lien amounting to ₹ 4.17 lakhs (excluding interest) 31 March 2024 - ₹ 663.08 lakhs against credit facilities including bank guarantees				
* held with bank as deposits in lien with VAT authorities				
8 Non-current tax assets (net)				
Advance income tax (net)	2,401.51	393.34		
Total	2,401.51	393.34		
I. The following table provides the details of income tax assets and liabilities:				
a) Income tax assets	2,401.51	393.34		
Net income tax assets	2,401.51	393.34		
B. The gross movement in the current income tax assets (net):				
Net current income tax assets at the beginning	393.34	393.34		
Additions on account of business combination (Refer note 51)	2,076.72	-		
Tax adjustments for earlier years	(100.43)	-		
Income tax paid	677.17	549.58		
Refund received	(250.28)	(189.23)		
Net current income tax assets at the end	2,401.51	393.34		
III. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit / (loss) before income taxes is as below:				
	Year ended 31 March 2025	Year ended 31 March 2024		
Current tax				
- Changes in estimates related to prior years	26.43	-		
Total current tax expense	26.43	-		
Deferred tax				
- Deferred tax charge	1,446.08	1,278.09		
Net deferred tax expense	1,446.08	1,278.09		
Total income tax expense	1,544.51	1,278.09		
Profit before income tax	5,505.16	5,366.41		
Basic income tax rate (as 115B/A of Income Tax Act, 1961)	22.00%	22.00%		
Surcharge	10.00%	10.00%		
Health and education cess	4.00%	4.00%		
Effective income tax rate	35.17%	35.17%		
Computed expected tax expense/(credit)	1,395.54	1,351.37		
Short taxation of earlier years	35.41	-		
Effect of expenses not allowed for tax purpose	14.44	7.88		
Short provision of tax in earlier years	25.43	-		
Others	(13.69)	(70.95)		
Income tax expense charged to the Statement of Profit and Loss	1,544.51	1,275.00		



ix. Movement in deferred tax assets/(liabilities)

Particulars	As at 31 March 2023	(Charged) / credited in profit and loss	(Charged) / credited to other comprehensive income	As at 31 March 2024
Unabsorbed depreciation and brought forward losses	4,482.83	(670.17)	-	3,812.66
Provision for employee benefits	74.79	(25.29)	(2.28)	47.22
Provision for expected credit loss	100.78	(8.35)	-	237.11
Fair value of investment	-	(45.31)	-	(45.31)
Financial liabilities measured at amortised cost	-	(48.67)	-	(48.67)
Temporary differences between right-of-use assets and lease liabilities	43.25	39.19	-	83.44
Timing difference on tangible and intangible assets, depreciation and amortisation	(4,791.63)	(575.19)	-	(5,366.82)
Total	-	(1,279.69)	(2.38)	(1,281.37)

Particulars	As at 31 March 2024	(Charged) / credited in profit and loss	(Charged) / credited to other comprehensive income	Additions on account of business combination (Refer note 51)	As at 31 March 2025
Unabsorbed depreciation and brought forward losses	3,812.66	(731.38)	-	-	3,081.28
Provision for employee benefits	47.22	54.49	7.44	(3.00)	106.15
Provision for expected credit loss	237.11	(5.75)	-	502.00	733.36
Fair value of investment	(45.31)	(118.00)	-	-	(163.31)
Financial liabilities measured at amortised cost	(48.67)	17.84	-	-	(30.83)
Temporary differences between right-of-use assets and lease liabilities	82.44	(6.34)	-	6.00	82.10
Temporary differences between disallowances under section 40(a) of the Income Tax Act, 1961	-	12.83	-	175.00	187.83
Provision for stores and spares	-	(26.85)	-	142.00	115.15
Customer relationship (Refer note 51)	-	92.19	-	(4,054.31)	(3,862.12)
Timing difference on tangible and intangible assets, depreciation and amortisation	(5,366.82)	(739.18)	-	(354.00)	(6,460.00)
Total	(1,281.37)	(1,449.88)	7.44	(3,588.31)	(6,311.32)

9. Other non-current assets

Unsecured, considered good

Capital advances

Prepaid expenses

Balance with government authorities

Total

As at
31 March 2025As at
31 March 2024

621.35

14.49

-

50.05

621.35

75.49

10. Inventories

Stock-in-trade (trading goods) - At cost or net realisable value, whichever is lower

Pallets and inserts

117.72

0.35

Consumables, stores and spares

Lumbers

1,267.68

1,139.89

Consumables - others

1,066.87

305.00

Less: Provision on consumables, stores and spares (Refer note 10.1 below)

(452.68)

-

Total

1,880.59

1,345.24

10.1 The movement of the provision on consumables, stores and spares is as below:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	-	-
Charges in form of business	-	-
Reversals	-	-
Reversals (Refer note 27(c))	(101.32)	-
On account of business combination (Refer note 51)	584.00	-
Balance at the end of the year	482.68	-



	As at 31 March 2025	As at 31 March 2024
11 Investments (current)		
Investments in mutual funds measured at fair value through profit and loss	10,148.88	5,180.02
	<u>10,148.88</u>	<u>5,180.02</u>
Other disclosures for current investments:		
- Aggregate amount of quoted investments	-	-
- Aggregate market value of quoted investments	-	-
- Aggregate amount of unquoted investments	10,148.88	5,180.02
- Aggregate amount of impairment in value of investments	-	-

11.1 Refer note 42 for price risk.

11.2 The Company has pledged its investments in mutual funds in favour of the lenders of the subsidiary company as a part of the financing agreement for facilities taken by the subsidiary company amounting to ₹1 (31 March 2024 - ₹5,180.02) (Refer note 43)

12 Trade receivables		
Trade receivables	36,930.86	14,211.39
Less: Allowance for expected credit loss	(2,913.84)	(942.11)
Total	<u>16,995.82</u>	<u>13,269.28</u>
12.1 Break-up of security details		
Trade receivables considered good - unsecured	20,008.80	13,481.61
Trade receivables - credit impaired - unsecured	912.06	729.78
Total	<u>20,920.86</u>	<u>14,211.39</u>
Less: Allowance for expected credit loss	(2,913.84)	(942.11)
Total	<u>18,006.82</u>	<u>13,269.28</u>

12.2 Ageing of trade receivables

As at 31 March 2025	Outstanding for the following periods from the due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	327.57	8,318.72	7,400.90	1,861.85	1,575.96	272.18	171.54	20,608.60
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	14.38	14.47	20.43	109.52	119.07	614.71	912.06
Gross balance	327.57	8,333.11	7,415.37	1,882.28	1,685.48	391.25	786.25	20,920.66
Expected loss rate	-	-0.38%	-0.79%	-4.52%	-82.51%	-100.00%	-100.00%	-13.30%
Less: Allowance for expected credit loss	-	(31.84)	(158.98)	(85.05)	(1,455.18)	(391.73)	(286.25)	(2,913.84)
Net balance	327.57	8,301.26	7,256.40	1,801.38	129.70	-	-	18,006.82
As at 31 March 2024	Outstanding for the following periods from the due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	905.76	4,598.25	6,827.55	1,158.00	9.33	29.76	2.74	12,481.61
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	2.58	73.40	15.46	85.40	282.47	172.47	729.78
Gross balance	905.76	4,600.83	6,899.95	1,173.46	94.73	412.23	175.21	14,211.39
Expected loss rate	-	-0.30%	-1.66%	-12.90%	-100.00%	-100.00%	-100.00%	-46.03%
Less: Allowance for expected credit loss	-	(13.58)	(174.25)	(144.06)	(85.76)	(409.73)	(175.21)	(942.11)
Net balance	905.76	4,587.24	6,725.70	1,029.40	-	-	-	13,269.28

12.3 Movement in unbilled receivable

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	905.76	268.28
Less: Billed during the year	(905.76)	(268.28)
Add: Revenue recognised during the year	327.57	759.17
Balance as at end of the year	327.57	905.76

12.4 Receivable from private company in which the Director of the Company is a director

Name of company	As at 31 March 2025	As at 31 March 2024
Taron Material Handling Equipments Private Limited (Refer note 40)	494.07	905.58



	As at 31 March 2025	As at 31 March 2024
13 Cash and cash equivalents		
Balances with banks:		
- Current accounts	546.27	623.58
- in bank deposits with original maturity of less than 3 months	769.27	-
Total	1,315.54	623.58
Note: There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.		
14 Bank balances other than cash and cash equivalents above		
Deposits with original maturity of more than three months but less than twelve months*	-	9.05
Total	-	9.05
* held as lien amounting to Nil (excluding interest) (31 March 2024 - ₹ 8.24 lakhs) against credit facilities including bank guarantees.		
15 Loans (current)		
Unsecured, considered good, unless otherwise stated		
Loans:		
- employees	2.16	17.19
Total	2.16	17.19
15.1 Break-up of security details		
Loans considered good - unsecured	2.16	17.19
Total	2.16	17.19
	As at 31 March 2025	As at 31 March 2024
16 Other current financial assets		
Security deposits	232.69	67.20
Insurance claims receivable	87.54	34.42
Deposits with banks*	6.09	463.07
Other receivable (Refer note 43)	80.24	-
Total	397.56	564.69
* held as lien amounting to ₹ 8.31 lakhs (excluding interest) (31 March 2024 - ₹ 444.16 lakhs) against credit facilities including bank guarantees.		
17 Other current assets		
Unsecured, considered good		
Advances to suppliers (Refer note 49)	243.48	115.49
Advance to employees	34.57	-
Prepaid expenses	137.90	46.57
Balance with government authorities	7,107.36	5,504.09
Total	7,613.31	5,676.15



18 Equity Share capital

	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
(a) Authorized share capital				
Equity shares of ₹ 1 each	8,351,443,000	83,514.48	131,142,000	1,314.48
0.0001% Preference Shares of ₹ 1,000 each	423,861	4,238.61	423,861	4,238.61
0.0001% Preference Shares of ₹ 1 each	1,157,171	11.57	1,157,171	11.57
0.001% Preference Shares of ₹ 100 each (Refer notes 18 (i) and (ii))	58,800,000	58,800.00	15,000,000	15,000.00
Total	8,411,823,932	135,563.67	148,023,032	19,594.67

As the authorized equity share capital of the Company has been increased by the authorized equity share capital of OCEP India Private Limited (OPL), i.e. 8,200,000,000 shares of ₹ 1 each amounting to ₹ 82,000.00 lakhs in accordance with the Scheme of Arrangement which has been approved by the Regional Director vide order dated 17 April 2025 (Refer note 21).

(b) Issued, subscribed and fully paid up:

Equity share capital				
Equity Shares of ₹ 1 each	38,180,178	381.80	27,278,078	272.78
	38,180,178	381.80	27,278,078	272.78

Preference shares, partially paid up:

Preference share capital				
0.0001% Series A Participating Convertible Cumulative Callable Preference shares ("CCPS") of ₹ 1,000	57,750	577.50	57,750	577.50
0.0001% Series A1 CCPS of ₹ 1,000 each	32,047	320.47	32,047	320.47
0.0001% Series B CCPS of ₹ 1,000 each	94,559	945.59	94,559	945.59
0.0001% Series C CCPS of ₹ 1,000 each	17,889	178.89	17,889	178.89
0.0001% Series C1 CCPS of ₹ 1,000 each	24,790	247.90	24,790	247.90
0.0001% Series C2 CCPS of ₹ 1,000 each	95,143	951.43	95,143	951.43
0.0001% Series D CCPS of ₹ 1,000 each	10,088	100.88	10,088	100.88
0.0001% Series E CCPS of ₹ 1,000 each	4,465	44.65	4,465	44.65
0.0001% Series F CCPS of ₹ 1,000 each	88,303	883.03	88,303	883.03
0.0001% Series F1 CCPS of ₹ 1,000 each	3,355	33.55	3,355	33.55
0.0001% Series G CCPS of ₹ 1 each	-	-	1,156,188	11.56
0.0001% Series H CCPS of ₹ 100 each	10,000,000	10,000.00	10,000,000	10,000.00
0.0001% Series I CCPS of ₹ 100 each	11,875,000	11,875.00	-	-
	27,278,078	272.78	10,000,000	10,000.00

i) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
Equity shares				
Balance as at the beginning of the year	27,278,078	272.78	20,797,883	207.98
Add: Conversion of Series D CCPS (Refer note 18 (ii))	1,198,408	11.97	-	-
Add: Issue of new fully paid up equity shares (Refer note 18 (i))	1,720,800	17.20	-	-
Add: Equity shares issued on exercise of Employee Stock Option plan (Refer note 18 (i))	-	-	879,815	8.79
Add: Conversion of Series A, B and C CCPS (Refer note 18 (ii))	-	-	2,948,500	29.48
Add: Conversion of 10% ODD (Refer note 18 (ii))	-	-	4,384,520	43.84
Add: Conversion of 0.0001% CCPS into equity shares (Refer note 18 (ii))	-	-	1,198,400	11.97
Less: Buyback of equity shares (Refer note 18 (i))	-	-	(2,882,250)	(28.82)
Balance at the end of the year	30,197,286	301.97	27,278,078	272.78

ii) Reconciliation of preference shares outstanding at the beginning and at the end of the year

0.0001% Series A CCPS				
Balance at the beginning of the year	57,750	577.50	57,750	577.50
Add: Issued during the year	-	-	-	-
Balance at the end of the year	57,750	577.50	57,750	577.50
0.0001% Series A1 CCPS				
Balance at the beginning of the year	32,047	320.47	32,047	320.47
Add: Issued during the year	-	-	-	-
Balance at the end of the year	32,047	320.47	32,047	320.47
0.0001% Series B CCPS				
Balance at the beginning of the year	94,559	945.59	94,559	945.59
Add: Issued during the year	-	-	-	-
Balance at the end of the year	94,559	945.59	94,559	945.59
0.0001% Series C CCPS				
Balance at the beginning of the year	17,889	178.89	17,889	178.89
Add: Issued during the year	-	-	-	-
Balance at the end of the year	17,889	178.89	17,889	178.89
0.0001% Series C1 CCPS				
Balance at the beginning of the year	24,790	247.90	24,790	247.90
Add: Issued during the year	-	-	-	-
Balance at the end of the year	24,790	247.90	24,790	247.90



	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
0.0001% Series C2 CCPS				
Balance at the beginning of the year	55,842	558.42	55,842	558.42
Add: Issued during the year	-	-	-	-
Balance at the end of the year	55,842	558.42	55,842	558.42
0.0001% Series D CCPS				
Balance at the beginning of the year	15,000	150.00	15,000	150.00
Add: Issued during the year	-	-	-	-
Balance at the end of the year	15,000	150.00	15,000	150.00
0.0001% Series E CCPS				
Balance at the beginning of the year	4,000	40.00	4,000	40.00
Add: Issued during the year	-	-	-	-
Balance at the end of the year	4,000	40.00	4,000	40.00
0.0001% Series F CCPS				
Balance at the beginning of the year	88,803	888.03	88,803	888.03
Add: Issued during the year	-	-	-	-
Balance at the end of the year	88,803	888.03	88,803	888.03
0.0001% Series F1 CCPS				
Balance at the beginning of the year	3,395	33.95	3,395	33.95
Add: Issued during the year	-	-	-	-
Balance at the end of the year	3,395	33.95	3,395	33.95
0.0001% Series G CCPS				
Balance at the beginning of the year	1,158,498	11.58	1,158,498	11.58
Add: Issued during the year	-	-	-	-
Less: Conversion to equity shares (Refer note 18 (ii))	(1,158,498)	(11.58)	-	-
Balance at the end of the year	-	-	1,158,498	11.58
0.001% Series H CCPS				
Balance at the beginning of the year	15,000,000	15,000.00	-	-
Add: Issued during the year (Refer note 18 (ii))	-	-	15,000,000	15,000.00
Balance at the end of the year	15,000,000	15,000.00	15,000,000	15,000.00
0.001% Series I CCPS of ₹ 100 each				
Balance at the beginning of the year	-	-	-	-
Add: Issued during the year (Refer note 18 (ii))	11,875,880	11,875.88	-	-
Balance at the end of the year	11,875,880	11,875.88	-	-
0.0001% Series A CCPS				
Balance at the beginning of the year	-	-	4,174	41.74
Add: Call made during the year	-	-	-	-
Less: Conversion to equity shares (Refer note 18 (ii))	-	-	4,174	41.74
Balance at the end of the year	-	-	-	-
0.0001% Series B CCPS				
Balance at the beginning of the year	-	-	5,258	52.58
Add: Call made during the year	-	-	-	-
Less: Conversion to equity shares (Refer note 18 (ii))	-	-	5,258	52.58
Balance at the end of the year	-	-	-	-
0.0001% Series C CCPS				
Balance at the beginning of the year	-	-	5,211	52.11
Add: Call made during the year	-	-	-	-
Less: Conversion to equity shares (Refer note 18 (ii))	-	-	5,211	52.11
Balance at the end of the year	-	-	-	-

(ii) Shareholders holding more than 8% of the equity shares in the Company

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 1 each				
Mr. Suru Mathew (Refer notes 18 (b) and (c))	21,913,159	72.80%	20,757,261	76.16%
Vertical Holdings BPFC Limited (Refer note 18 (ii))	6,515,551	21.99%	6,515,551	23.88%
Orchid Series India Opportunities II (Refer note 18 (ii))	1,750,000	5.80%	-	-

(iii) Shareholders holding more than 8% of the preference shares in the Company

Series A CCPS				
Vertical Holdings BPFC Limited (Refer note 18 (ii))	67,763	100.00%	67,763	100.00%
Series A1 CCPS				
Vertical Holdings BPFC Limited (Refer note 18 (ii))	32,947	100.00%	32,947	100.00%
Series B CCPS				
Vertical Holdings BPFC Limited (Refer note 18 (ii))	94,023	100.00%	94,023	100.00%



	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% of holding	Number of shares	% of holding
Series C CCPS				
Vertical Holdings I PTE Limited (Refer note 18 (b))	17,888	100.00%	17,888	100.00%
Series C1 CCPS				
Vertical Holdings I PTE Limited (Refer note 18 (b))	24,954	89.85%	24,954	91.84%
Series C2 CCPS				
Vertical Holdings I PTE Limited (Refer note 18 (b))	55,842	100.00%	55,842	100.00%
Series D CCPS				
Vertical Holdings I PTE Limited (Refer note 18 (b))	15,898	100.00%	15,898	100.00%
Series E CCPS				
Vertical Holdings I PTE Limited (Refer note 18 (b))	4,895	100.00%	4,895	100.00%
Series F CCPS				
Vertical Holdings I PTE Limited (Refer note 18 (b))	88,803	100.00%	88,803	100.00%
Series F1 CCPS				
Vertical Holdings I PTE Limited (Refer note 18 (b))	3,295	100.00%	3,295	100.00%
Series G CCPS				
Mr. Dinesh Kumar Baid (Refer note 18 (g))	-	-	1,158,498	100.00%
Series H CCPS				
Vertical Holdings I PTE Limited (Refer note 18 (b))	14,950,552	100.00%	14,950,552	100.00%
Series I CCPS (Refer note 18 (b))				
Vertical Holdings I PTE Limited	8,325,000	75.11%	-	-
First Bridge India Growth Fund	1,500,000	12.43%	-	-
Machinima International Private Limited	1,250,000	10.38%	-	-

Note :

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(4) Rights, preference and restrictions attached to each class of shares**(i) Equity shares**

The Company has only one class of equity shares having a par value of ₹ 1 per share (31 March 2024 : ₹ 1 per share). Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) CCPS

In the event of liquidation of the Company, the preference shareholders are entitled to the same economic rights as the equity shares of the Company, however, in priority to the economic rights attached to the equity shares of the company. Each share holder will be entitled to a dividend of 8.0000%, 10.001% in series H and series I in preference of equity shares, with cumulative dividend for all the Series. Dividend will be paid as and when it is declared and paid on equity shares.

(iii) Conversion terms**A Series :**

1) Each preference share of Series A, CCPS will automatically convert into equity shares upon occurrence of each of the following events :

- 10 years and 11 months from first/second/ third/ fourth completion dates,
- Immediately prior to the closing of the Qualified IPO,
- At the option of the holder of the Series A Preference Shares at any time and from time to time.

2) Each Series A CCPS will be convertible, without the payment of any additional consideration by the holder thereof at the option of the holder (proof at any time and from time to time, into the number of fully paid equity shares determined by dividing the stated purchase price by the conversion price in effect at the time of conversion.

A1 Series :

1) Any holder of the Series A1 CCPS will have right to convert the Series A1 CCPS into equity shares at the option of :

- Immediately prior to listing of the Shares of the Company as a stock exchange,
- At the expiry of 10 years and 11 months from the stated date of Series A1 CCPS,
- At any time at the option of the holder of the Series A1 CCPS.

2) Each series A1 CCPS shall convert into such number of equity shares whose valuation shall be derived at the least of 2% per month, on a per day basis (24/365), if the qualified listing of B Series got completed within 12 months from date of first month, provided the conversion price does not exceed the price per share of the Company calculated for a pre money valuation of the Company at ₹ 12,500 lakhs on a fully diluted basis.

In the event the Company does not complete a Qualified Series B listing within 12 months from first (or the closing date, then the Series A1 conversion price shall be calculated based on money valuation of the Company of ₹ 18,000 lakhs as a fully diluted basis.

If required by applicable law at the time of conversion, the series A1 conversion price shall not be lower than fair market value of the Company on the date of issuance of Series A1.



B Series :

1. Each holder of the Series B CCPS shall compulsorily convert the Series B CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - i. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a qualified IPO, whichever is earlier.
 - ii. At the expiry of 10 years and 11 months from the date of issue of Series B CCPS.
 - iii. At any time at the option of the holder of Series B CCPS.
2. Each Series B CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:200 which shall be adjusted for any additional equity shares that each holder of Series B CCPS may require in order to fully derive the benefit of voting rights assigned to such shares.

C Series :

1. Each holder of the Series C CCPS shall compulsorily convert the Series C CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - i. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a qualified IPO, whichever is earlier.
 - ii. At the expiry of 10 years and 11 months from the date of issue of Series C CCPS.
 - iii. At any time at the option of the holder of Series C CCPS.
2. Each Series C CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:221.18 or to provide for any additional equity shares that each holder of Series C CCPS may require in order to fully derive the benefit of voting rights assigned to such shares.

C1 Series :

1. Each holder of the Series C1 CCPS shall compulsorily convert the Series C1 CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - i. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a qualified IPO, whichever is earlier.
 - ii. At the expiry of 10 years and 11 months from the date of issue of Series C1 CCPS.
 - iii. At any time at the option of each Dynamic Series C1 Investor (it being clarified that if the conversion is at the option of a Dynamic Series C1 Investor, it may choose to convert its Series C1 CCPS either in whole or in part).
2. Each Series C1 CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:200 except for those shareholders wherein the conversion ratio is 1:222.21, or to provide for any additional equity shares that each static Series C1 CCPS investor may require in order to fully derive the benefit of voting rights assigned to such shares.

C2 Series :

1. Each holder of the Series C2 CCPS shall compulsorily convert the Series C2 CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - i. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a qualified IPO, whichever is earlier.
 - ii. At the expiry of 10 years and 11 months from the date of issue of Series C2 CCPS.
 - iii. At any time at the option of each Dynamic Series C2 Investor (it being clarified that if the conversion is at the option of a Dynamic Series C2 Investor, it may choose to convert its Series C2 CCPS either in whole or in part).
2. Each Series C2 CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:200 or to provide for any additional equity shares that each static Series C2 CCPS investor may require in order to fully derive the benefit of voting rights assigned to such shares.

D Series :

1. Each holder of the Series D CCPS shall compulsorily convert the Series D CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - i. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a qualified IPO, whichever is earlier.
 - ii. At the expiry of 10 years and 11 months from the date of issue of Series D CCPS.
 - iii. At any time at the option of each Dynamic Series D Investor (it being clarified that if the conversion is at the option of a Dynamic Series D Investor, it may choose to convert its Series D CCPS either in whole or in part).
2. Each Series D CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:201.77 or to provide for any additional equity shares that each static Series D CCPS investor may require in order to fully derive the benefit of voting rights assigned to such shares.

E Series :

1. Each holder of the Series E CCPS shall compulsorily convert the Series E CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - i. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a qualified IPO, whichever is earlier.
 - ii. At the expiry of 10 years and 11 months from the date of issue of Series E CCPS.
 - iii. At any time at the option of each Dynamic Series E Investor (it being clarified that if the conversion is at the option of a Dynamic Series E Investor, it may choose to convert its Series E CCPS either in whole or in part).
2. Each Series E CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:202.03 or to provide for any additional equity shares that each static Series E CCPS investor may require in order to fully derive the benefit of voting rights assigned to such shares.

F Series :

1. Each holder of the Series F CCPS shall compulsorily convert the Series F CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - i. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a qualified IPO, whichever is earlier.
 - ii. At the expiry of 10 years and 11 months from the date of issue of Series F CCPS.
 - iii. At any time at the option of the holder of Series F CCPS (it being clarified that if the conversion is at the option of a holder of Series F CCPS, it may choose to convert its Series F CCPS either in whole or in part).
2. Each Series F CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:220 or to provide for any additional equity shares that each static Series F CCPS investor may require in order to fully derive the benefit of voting rights assigned to such shares.
3. Pursuant to Shareholders agreement entered into between all Investors of Series F CCPS dated 31 December 2020, the agreement shall supersede and entirely replace the Ex-Part Shareholders Agreement (SHA) (as supplemented by the SHA First Addendum, SHA Second Addendum, and shall be the sole agreement including the rights and obligations agreed to between the Parties and other Shareholders in respect of the management and control of the affairs of the Company, transfer restrictions on securities and certain rights and obligations, entered into with effect from the Completion Date, in accordance with the terms and conditions thereof.



- F1 Series :**
- Each holder of the Series F1 CCPS shall compulsorily convert the Series F1 CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a Qualified IPO, whichever is earlier;
 - At the expiry of 19 years and 11 months from the date of issue of Series F1 CCPS;
 - At any time at the option of the holders of Series F1 CCPS (it being clarified that if the conversion is at the option of a holder of Series F1 CCPS, it may choose to convert its Series F1 CCPS either in whole or in part).
 - Each Series F1 CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:250 or to provide for any additional equity shares that each static Series F1 CCPS investor may require in order to fully derive the benefit of voting rights assigned to such shares.
- G Series :**
- Holder of the Series G CCPS shall compulsorily convert the Series G CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Company pursuant to a Qualified IPO, whichever is earlier;
 - At the expiry of 19 years and 11 months from the date of issue of Series G CCPS;
 - At any time at the option of the holders of Series F1 CCPS (it being clarified that if the conversion is at the option of a holder of Series F1 CCPS, it may choose to convert its Series G CCPS either in whole or in part).
 - Each Series G CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:1.
- H Series :**
- Holder of the Series H CCPS shall compulsorily convert the Series H CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - As may be mutually agreed in writing between the Company, Investor 1 and Investor 2 but not later than the maximum time limit permitted under Applicable Laws i.e. 14 September 2043; or
 - Prior to the Conversion Date, at the option of the holder of the Series H CCPS (in which case, each class (the "Conversion Date"), into Equity Shares each with voting and economic rights at par with all other Equity Shares as on the Conversion Date;
 - Each Series H CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:5,000,489 or any lesser number of equity shares that may be required as per the conversion ratio in terms of issue of Series H CCPS.
- I Series :**
- Holder of the Series I CCPS shall compulsorily convert the Series I CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - At the latest time permitted under Applicable Law, when undertaking the listing of the Equity shares of the Company pursuant to an IPO;
 - At the expiry of 19 years and 11 months from the date of issue of Series I CCPS;
 - At the Series I CCPS shall be compulsorily converted, on a date as may be mutually agreed in writing between the Company and the holder of the Series I CCPS;
 - Each Series I CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:1.
- (g) Pursuant to the approval of the Board of Directors at their meeting dated 9 September 2023, the Company had converted 389,129 CCPS of ₹ 1,000,000 each into 4,294,520 equity shares of ₹ 1 each. Accordingly, on conversion the corresponding liability component had been derecognized and transferred to equity.
- (h) Pursuant to the resolution approved by the Board of Directors through circular on 10 December 2024, 1,156,488 Series G CCPS of ₹ 1 each were converted into 1,156,488 equity shares of ₹ 1 each.
- (i) Pursuant to approval of the shareholders at their EGM dated 26 July 2023, the Company had increased its authorised share capital by ₹ 15,000 lakhs to accommodate issue of 15,000,000 Series H CCPS of ₹ 100 each.
- On 15 September 2023, pursuant to the share subscription and purchase agreement dated 2 August 2023 as amended by agreement dated 17 August 2023, the Company had allotted 14,999,962 and 8038 Series H CCPS of ₹ 100 each at par by way of private placement to Vertical Holdings II Pte. Ltd and K&A EST Scheme 3, respectively.
- Further, pursuant to the respective agreements entered with the previous shareholders, Vertical Holdings I Pte. Ltd and K&A EST Scheme 3 have acquired 6,515,551 and 3,264 equity shares of ₹ 1 each from the previous shareholders. Also, pursuant to above agreements, Vertical Holdings II Pte. Ltd has acquired all the CCPS Series A, A-1, B, C, C-1, C-2, D, E, F and F-1 of the Company from the previous shareholders.
- (j) During the previous year, the Company had issued 670,615 equity shares of face value of ₹ 1 each issued at par, pursuant to exercise of Employee Stock Option Schemes by the holders.
- (k) Pursuant to the approval of the Board of Directors at their meeting dated 8 November 2023, the Company converted 4,178,600 Series I CCPS of ₹ 1,000 each into 1,118,800 equity shares of ₹ 1 each.
- (l) Pursuant to the share subscription and purchase agreement dated 2 August 2023 entered with Vertical Holdings II Pte. Ltd, the Board of Directors at its meeting held on 15 September 2023 approved a proposal to buy-back of 10% of the total issued and paid-up equity share having face value of ₹ 1 each at a price of ₹ 198.78 per share from Mr. Suresh Mathew for an aggregate amount not exceeding ₹ 5,188.80 lakhs. The shareholders of the Company at its AGM held on 15 September 2023, had approved the buyback of equity shares and a letter of offer was made to Mr. Suresh Mathew. On 10 September 2023, the Company completed the buyback of 2,662,639 fully paid-up equity shares having face value of ₹ 1 each at price of ₹ 198.78 per share by offering securities premium. In accordance with Section 69 of the Act, the Company had credited "Capital Redemption Reserve" by ₹ 28.55 lakhs, being amount equivalent to the face value of the equity shares bought back as an appropriation from securities premium.
- (m) During the previous year, pursuant to approval of the Board of Directors dated 9 September 2023, the Company converted 4,174 Series A CCPS, 5,208 Series B CCPS and 3,311 Series C CCPS of ₹ 1,000 each into 2,955,930 equity shares of ₹ 1 each.
- (n) Pursuant to the resolution approved by the Board of Directors through circular on 7 January 2025, the Company has issued 2,768,910 Series J 0.001% CCPS Shares of ₹ 100 each at a premium of ₹ 300 each to CPL. Pursuant to the acquisition and scheme of merger between the Company and CPL on 8 January 2025, Series J CCPS and Investment has been eliminated (Refer note 51).
- (o) Pursuant to the approval of the Board of Directors at their meeting dated 18 December 2024, the Company has issued 1,750,029 equity shares of face value of ₹ 1 each issued at a premium of ₹ 280 each.
- (p) Pursuant to the resolution approved by the Board of Directors through circular dated 18 December 2024 and 30 December 2024, the Company has issued 11,875,030 Series L 0.001% CCPS Shares of ₹ 100 each at a premium of ₹ 300 each.
- (q) Pursuant to approval of the shareholders at their EGM dated 11 November 2024, the Company has increased its authorised share capital by ₹ 45,000.00 lakhs to accommodate issue of Series I and Series J CCPS of ₹ 100 each.
- (r) The Company has not issued any bonus shares, issued shares for consideration other than cash nor has been any buy back of shares during the period of five years immediately preceding 31 March 2023 and 31 March 2024 except for as stated in Note 18(c).
- (s) The Company does not have a promoter as on 31 March 2023 and 31 March 2024 accordingly disclosure relating to strengthening of promoters is not applicable. Pursuant to resolution passed at the Board meeting held on 27 June 2025, the Company has identified and recognised Mr. Suresh Mathew (Chairman, Chief Executive Officer and Managing Director) and Vertical Holdings II PTE Ltd (Entity having control) as the promoters of the Company.



19 Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
Equity (components of compound financial instruments)	-	-
Reserves and surpluses		
- Securities premium	89,309.10	45,774.33
- Retained earnings	-	5,778.49
- Amalgamation adjustment deficit account	(26,308.10)	-
- Share based payment reserve	237.84	64.32
- Capital redemption reserve (Rate 18%)	25.23	78.53
Total	63,264.07	51,615.67

Note: For movement in other equity refer standalone statement of changes in equity.

Notes and purposes of other equity and reserves:

- (i) **Equity component of compound financial instruments**
Equity component of compound financial instruments represented by carrying amount of 10% GD.
- (ii) **Securities premium**
Securities premium account is created when shares are issued at premium. The Company may utilize the securities premium account to redeem fully paid-up bonus shares to its members, for buy back of shares, fees to existing shareholders or otherwise, or to meet of share issue expenses.
- (iii) **Retained earnings**
Retained earnings represents the cumulative profit/loss of the Company and effects of various items of deferred benefit/expense arising through other comprehensive income.
- (iv) **Amalgamation adjustment deficit account**
The amalgamation adjustment deficit account represents the deficit arising from a business combination, between the carrying value of assets, liabilities and reserves recognized over the carrying value of the investments in the equity shares of the investee i.e. CIP, appearing in the books of the Company.
- (v) **Share based payment reserve**
Share based payment reserve recognizes cumulative expenses towards equity settled awards or plans to employees, promoters or management. The Company will utilize the share based payment reserve at the time of exercise of such awards.
- (vi) **Capital redemption reserve**
Capital redemption reserve is created when buy back of shares is out of free reserves, the nominal value of the shares so purchased is repaid to be transferred to capital redemption reserve from distributable profit.



19.1 Other equity (Contd.)

Employee stock option plan A-2019 and plan B -2022

The Company has instituted LEAP Employee Stock Option Scheme 2019 ("LEAP ESOP-A 2019") as approved by the Board of Directors for issuance of stock options to the eligible employees of the Company and of its subsidiaries, other than the promoters or person belonging to promoter group. In this scheme, the Company has a pool of 826,400 options.

The Company has instituted LEAP Employee Stock Option Scheme 2022 ("LEAP ESOP-B 2022") as approved by the Board of Directors for issuance of stock options to the eligible employees of the Company and of its subsidiaries, other than the promoters or person belonging to promoter group. In this scheme, the Company has a pool of 3,216,600 options.

During the year ended 31 March 2025, the Company has granted 853,500 options to the eligible employees of the Company under LEAP ESOP-B 2022.

The details of stock options granted by the Company are as follow:

Particulars	Grant date	Number of options
LEAP ESOP-A 2019	6 October 2022	826,400
LEAP ESOP-B 2022	6 October 2022	398,585
LEAP ESOP-B 2022	30 November 2024	853,500
Total		2,078,485

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of options	Weighted average exercise price	No. of options	Weighted average exercise price
Outstanding at the beginning of the year	200,000	1.00	1,224,990	1.00
Granted during the year	853,500	1.00	-	-
Lapsed during the year	(100,000)	1.00	(85,506)	1.00
Exercised during the year	-	-	(370,815)	1.00
Cancellation during the year (Refer note below)	-	-	(68,674)	1.00
Outstanding at the end of the year	866,500	1.00	260,099	1.00
Exercisable at the end of the year	-	-	-	-

During the previous year, the Company had repurchased vested options at fair value, pursuant to which ₹ 137.19 lakhs has been debited to other equity. Pursuant to repurchase, the Company had paid ₹ 137.19 lakhs in the previous year.

Expense arising from share based payment transactions

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Gross expense arising from share based payments	173.32	286.26
Less: Options granted to employees of subsidiaries	(22.23)	-
Employee share based expenses recognised in statement of profit and loss (Refer note 31)	151.09	286.26

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	LEAP ESOP A 2019	LEAP ESOP B 2022	LEAP ESOP B 2022
Grant date	6 October 2022	6 October 2022	30 November 2024
Weighted average remaining contractual life (years)	4.52	4.52	6.97
Fair value (₹)	51.20	51.20	154.33 - 156.89
Risk free interest rate (%)	7.40%	7.40%	6.95% - 6.69%
Expected life (years)	6.5	6.5	4.5 - 5.5
Expected volatility (%)	38.60%	38.90%	50%
Expected dividend yield (%)	0%	0%	0%
Exercise price (₹)	1.00	1.00	1.00
Stock price (₹)	51.20	51.20	202.88

The expected life of the share options are based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.



Particulars	As at 31 March 2025	As at 31 March 2024
20 Borrowings - Non current Secured Loans		
A) Non Convertible Debenture		
i) The Company has issued 20,000 (31 March 2024: Nil) 9.50% Non Convertible Debentures (NCD) (a face value of ₹ 100,000 each) on 15 December 2024 for a tenure of 60 months to a bank. This NCD carries a coupon rate of 9.50% p.a. payable quarterly from January 2027. At the end of 2 years: 25% of the issue size; at the end of 3 years and 15 days: 20% of the issue size; at the end of 4 years: 25% of the issue size; at the end of 5 years: 25% of the issue size. This debenture was secured by - 1) First pari passu charge over all movable and immovable fixed assets of the borrower including brands, trademarks etc. 2) First pari passu charge over all movable and immovable fixed assets of the target [CHEP India Private Limited (CPL) now merged with the borrower (Refer note 31)]. 3) Second pari passu charge over all current assets of the borrower. 4) Second pari passu charge over all current assets of the target [CHEP India Private Limited (CPL) now merged with the borrower (Refer note 31)].	20,365.17	-
B) Term loans from banks		
i) 1) This loan carries an interest rate of 9.20% to 10.50% p.a. and is repayable in 20 equal quarterly instalment commencing from August 2023 and ending on May 2028. 2) This loan is secured by first pari passu charge by way of hypothecation on all present and future movable fixed assets, except DSRs and is secured by lien on fixed deposit of Nil (31 March 2024: ₹ 50,804 lakhs). 3) The loan was secured by second pari passu charge on all borrower's current assets and receivables including bank debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising present and future. 4) Personal guarantees of Mr. Suresh Mathew. However, the same has been withdrawn during the previous year.	1,238.81	4,234.97
ii) 1) The loan is availed in tranches and carries an interest rate of 0.25% - 8.15% p.a. which is repayable in monthly and quarterly structured instalments (including a moratorium of 2 quarters) commencing from September 2021 and ending in June 2031. The borrowings are secured by: 1) Second pari passu charge on all Borrower's current assets and receivables including bank debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, present and future; 2) First pari passu charge by way of hypothecation on all Borrower's computer software, including but not limited to goodwill, uncalled capital, intellectual property rights and undertaking, present and future; 3) First pari passu charge by way of hypothecation on all Borrower's tangible movable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future; 4) Security to be at par with other working capital lenders; 5) First pari-passu security interest by way of hypothecation/assignment or creation of security interest in all the rights, title, interest, benefits, claim and demands whatsoever of the borrower (including any letter of credit, guarantee, performance bond provided by any counterparty to the borrower and the insurance contracts, policies, insurance proceeds, procured by the borrower or procured by any of its contractors favouring the borrower project); 6) First pari-passu on all bank accounts (including Escrow) and reserves of borrower, other reserves and any other bank accounts of the Borrower; 7) First pari passu charge by way of hypothecation on all bank accounts (including finance) and reserves of Borrower including but not limited to DSRs and other reserves and any other bank accounts of Borrower, wherever maintained and account(s) in substitution thereof, and in all non-bank based reserves maintained by way of letters of credit, bank guarantees or otherwise and in all monies lying to credit of such account(s) and all permitted investments made from monies standing to credit of such account(s) excluding DSRs of other lenders; 8) Personal guarantees of Mr. Suresh Mathew. However, the same has been withdrawn during the previous year.	9,401.38	7,735.32
iii) 1) The loan is availed in tranches and carries an interest rate of 5.85% - 9.65% p.a. which is repayable in 20 structured quarterly instalments commencing from September 2023 and ending in October 2031. These loans are secured by: 1) Second pari passu hypothecation charge over all existing and future current assets including bank debts, op. cash flows, receivables, commission, revenues of whatsoever nature; 2) First pari passu hypothecation charge over all existing and future tangible movable fixed assets including movable plant, machinery spares, tools and accessories, furniture, fixtures, vehicles & all other movable assets; 3) First pari passu hypothecation charge over computer software including but not limited to goodwill, uncalled capital, intellectual property rights and undertaking; 4) First pari passu hypothecation charge over the Escrow account (hosted with HGFIC Bank) of the borrower; 5) Personal guarantees of Mr. Suresh Mathew. However, the same has been withdrawn during the previous year.	6,712.47	2,919.80
iv) 1) The loan is availed in tranches and carries an interest rate of 8.47% - 8.99% p.a. and is repayable in 22 equal quarterly instalments commencing from March 2025 and ending in March 2031. 2) Second pari passu charge on all current assets (including bank accounts & including DSRs Account created exclusively for the benefit of other lenders) of the borrower; 3) First pari passu on movable fixed assets and intangibles with a minimum asset cover of 1.50x; 4) Personal guarantees of Mr. Suresh Mathew. However, the same has been withdrawn during the previous year.	9,834.01	6,988.46



	As at 31 March 2023	As at 31 March 2024
v) This loan carries an interest rate of 8.70% - 8.85% p.a. and is repayable in 25 equal quarterly instalment commencing from March 2023 and ending in June 2031. 1) First pari passu charge by way of hypothecation on all movable fixed assets (both present and future) of the borrower. 2) First pari passu charge by way of hypothecation on all computer software including but not limited to goodwill, intangible capital, intellectual property rights (both present and future) of the borrower. 3) Second pari passu charge on all current assets (both present and future) of the borrower. 4) First pari passu charge by way of hypothecation on escrow account of the borrower.	11,984.45	12,482.38
w) This loan carries an interest rate of 8.75% - 8.80% p.a. and is repayable in 25 equal quarterly instalment commencing from December 2023 and ending April 2032. 1) First pari passu charge by way of hypothecation on all fixed assets tangible movable fixed assets including movable plant and machinery, machinery spares, tools & accessories, furniture, fixtures, vehicles & all other movable assets. Minimum Asset cover of 1.2x. 2) First pari passu charge by way of hypothecation on all computer software including but not limited to goodwill, intangible capital, intellectual property rights & undertaking. 3) Second pari passu charge on all current assets (both present and future) of the borrower including bank debts, opt cash flows, receivable, commission, retainership of whatsoever nature. 4) First pari passu charge by way of hypothecation on escrow account of the borrower.	1,999.21	-
C) Term loans from non banking finance company		
i) The loan carries an interest rate of 8.80% - 9.20% p.a. and is repayable in 24 equal quarterly instalments commencing from March 2023 and ending on December 2030. These loans are secured by: 1) First pari passu charge on the entire fixed assets (movable & immovable) of the borrower. 2) First pari passu charge on brand name, intangibles, goodwill, intellectual capital of borrower. 3) First pari passu charge on the escrow account for raising 100% of the cashflows. 4) Second pari passu charge on the current assets of the borrower.	7,229.65	7,536.29
Less: Current maturities of long term borrowings (Refer note 22)	(11,312.65)	(5,709.67)
Total	93,439.69	35,658.17

20.1 Changes in liabilities arising from financing activities

An analysis of net debts and the movement in net debt for each of the reporting period is as follows:

Particulars		
Cash and cash equivalents, bank balances, and deposits including interest accrued thereon	(1,329.05)	(1,657.79)
Non-current borrowings (including current maturities)	72,812.16	41,537.64
Lease liabilities	11,475.60	6,616.57
Current borrowings	256.28	1,516.48
Net debt	83,317.67	46,942.87

Liabilities from financing activities

Particulars	Lease liabilities	Non-current borrowings (including current maturities)	Current borrowings	Cash and cash equivalents, bank balances and deposits including interest accrued thereon	Total
Balance as at 1 April 2023	5,316.52	30,129.47	-	(2,601.88)	32,844.11
Cash flows (net)	-	-	-	1,244.18	1,244.18
New leases	4,510.18	-	-	-	4,510.18
Proceeds from long term borrowings	-	30,243.25	-	-	30,243.25
Repayment of long term borrowings	-	(17,249.80)	-	-	(17,249.80)
Proceeds from short term borrowings	-	-	1,516.48	-	1,516.48
Principal repayment of lease liabilities	(2,344.22)	-	-	-	(2,344.22)
Interest expense	533.69	3,589.51	270.05	-	4,393.25
Termination of leases	(1,860.11)	-	-	-	(1,860.11)
Interest paid	(533.69)	(3,473.11)	(270.05)	-	(4,225.82)
Cancellation of compound financial interest (CCFI)	-	(1,781.49)	-	-	(1,781.49)
Balance as at 31 March 2024	5,516.77	41,567.64	1,516.48	(1,657.79)	46,942.87
Cash flows (net)	-	-	-	328.84	328.84
Additions in account of business combination (Refer note 51)	184.83	-	-	-	184.83
New leases	9,516.50	-	-	-	9,516.50
Proceeds from long term borrowings	-	36,490.04	-	-	36,490.04
Repayment of long term borrowings	-	(5,629.00)	-	-	(5,629.00)
Proceeds from short term borrowings	-	-	(1,258.18)	-	(1,258.18)
Principal repayment of lease liabilities	(3,359.60)	-	-	-	(3,359.60)
Interest expense	642.92	4,685.68	61.85	-	5,370.45
Termination of leases	(281.89)	-	-	-	(281.89)
Interest paid	(642.92)	(4,185.70)	(61.85)	-	(5,190.47)
Balance as at 31 March 2025	11,675.68	72,812.16	256.28	(1,329.06)	83,317.67



	As at 31 March 2025	As at 31 March 2024
21 Provisions (Non-current)		
Provision for employee benefits (Refer note 27)		
- Gratuity	115.98	83.25
Total	115.98	83.25
22 Borrowings (current)		
Secured loans		
Current maturities of long term borrowings		
- Term loans from banks	11,017.27	5,350.10
- Term loans from non banking financial institutions (Refer note 20 for security and repayment details)	1,295.29	359.51
Working capital loans:		
- Working capital demand loan facilities	-	330.00
- Cash credit	253.28	1,216.46
Total	12,570.04	7,256.13

Nature of securities

22.1 Secured

- (i) Working capital demand loan obtained from bank balance outstanding of which a Nil (31 March 2024: ₹ 300.00 lakhs) is secured by:
- Second pari passu charge by way of hypothecation on all borrower's tangible assets including but not limited to goodwill, uncalled capital, intellectual property rights and undertaking, present and future.
 - Second pari passu charge by way of hypothecation on all borrower's tangible movable assets including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets present and future.
 - First pari passu charge on all borrower's current assets and receivables including bank debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising present and future.
- The rate of interest is 8.25% - 9.25% per annum.
- (ii) Cash credit facility obtained from bank balance outstanding of which is Nil (31 March 2024: ₹ 5,46 lakhs) which is repayable on demand and is secured by:
- Second pari passu security interest on the entire assets, both movable (excluding current assets) and immovable of the borrower, present and future;
 - First pari passu security interest on the entire current assets including receivables of the borrower, present and future;
 - First pari passu security interest by way of hypothecation/assignment in relation of security interest in:
 - all the rights, title, interest, benefits, claim and demands whatsoever of the borrower;
 - all the rights, title, interest, benefits, claim and demands whatsoever of the borrower in any letter of credit, guarantee, performance bond provided by any counterparty to the borrower;
 - all bank accounts (including escrow) and reserves of Borrower, other reserves and any other bank accounts of the Borrower (whether maintained and account (s) in substitution thereof; and in all non-fund based reserves maintained by way of letters of credit/bank guarantee or otherwise and in all monies lying to credit of such account(s) and in all investments made from monies lying to credit of such account (s) including DCPA created exclusively for the benefit of other lenders of the borrower;
 - all the rights, title, interest, benefits, claim and demands whatsoever of the borrower in the insurance contracts, policies, insurance proceeds procured by the borrower or procured by any of its contractors favouring the borrower project.
- The rate of interest on cash credit is 8.85% - 10% per annum.
- (iii) Cash credit of ₹ 253.28 lakhs (31 March 2024: ₹ 1,216.00 lakhs) obtained from a bank which is repayable on demand and is secured by:
- First pari passu charge by way of hypothecation of all current assets (both present and future) of the borrower;
 - First pari passu charge by way of hypothecation on all current account of the borrower;
 - Second pari passu charge by way of hypothecation on all movable fixed assets (both present and future) of the borrower;
 - Second pari passu charge by way of hypothecation on all computer software including but not limited to goodwill, uncalled capital, intellectual property rights (both present and future) of the borrower.
- The rate of interest on cash credit is 8.05% per annum.

	As at 31 March 2025	As at 31 March 2024
23 Trade payables		
Total outstanding dues of micro and small enterprises (Refer note 23.1)	295.03	230.50
Total outstanding dues of creditors other than micro and small enterprises	7,136.45	4,139.33
Total	7,431.44	4,369.81

Ageing of trade payables

As at 31 March 2025

Particulars	Outstanding for the following periods from the date of transaction					Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed:						
Dues to micro and small enterprises	1.85	294.11	0.02	-	-	296.98
Dues of creditors other than micro and small enterprises	4,256.61	2,895.00	14.08	7.35	1.51	7,136.45
Disputed:						
Dues to micro and small enterprises	-	-	-	-	-	-
Dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	4,258.47	3,189.01	14.10	7.35	1.51	7,431.44

As at 31 March 2024

Particulars	Outstanding for the following periods from the date of transaction					Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed:						
Dues to micro and small enterprises	2.29	225.24	2.90	8.15	-	230.50
Dues of creditors other than micro and small enterprises	3,018.34	1,088.93	24.30	5.93	1.33	4,139.33
Disputed:						
Dues to micro and small enterprises	-	-	-	-	-	-
Dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	3,020.63	3,214.17	27.20	9.08	1.33	4,369.81



Other current liabilities	
Statutory dues payable	
Contract liabilities	
Advance from customers (Refer note 25.2)	
Billing in excess of revenue (Refer note 25.1)	
Other liabilities	
Total	

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	333.04	-
Add: Revenue received in advance from customer	187.35	333.04
Less: Invoice raised during the year	(333.04)	-
Balance as at end of the year	187.35	333.04

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	427.15	166.34
Less: Invoice raised during the year	(427.15)	(28.42)
Add: Advances given during the year	136.74	269.21
Balance as at end of the year	136.74	427.13

Provision for employee benefits (Refer note 37)

- Gratuity
- Compensated absences

Total

† This species from Coast Salt Marsh is not recorded



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
27 Revenue from operations		
(a) Sale of products	1,190.52	776.81
(b) Sale of services	35,824.90	28,513.12
(c) Other operating revenues	798.42	468.20
	37,813.84	29,758.13
(i) Information of disaggregated revenue as per Ind AS 115		
(A) Based on nature of product or service:		
(a) Sale of products:		
Sale of traded goods		
- Pallets	1,085.22	773.81
- Others	105.30	3.20
	1,190.52	776.81
(b) Sale of services		
Rental income and other incidental services:		
- Pallets	29,445.80	25,048.73
- Foldable large containers (FLC) and crates	5,027.27	2,852.28
- Utility box	1,088.60	544.17
- Belts and wedges	48.80	67.95
- Administrative services	214.43	-
	35,824.90	28,513.12
(c) Other operating revenue		
Sale of scrap	697.10	468.20
Excess provision written back	101.32	-
	798.42	468.20
Total revenue from operations	37,813.84	29,758.13
(B) Based on timing of revenue recognition:		
Products transferred at a point of time	1,190.52	776.81
Services transferred at a point of time	35,824.90	28,513.12

The amounts receivable from customers become due after expiry of credit period which on an average ranges between 30-90 days. There is no significant financing component in any transaction with the customers.

The Company does not have any remaining performance obligation as contracts entered for sale of goods and services are for a shorter duration. Further, the Company's entire business falls under one operational segment of 'Pooling of resources'.

There are no reconciliation items between revenue from contract with customers and revenue recognised with contract price.

The Company's performance obligations are satisfied at a point in time, hence, there are no unsatisfied (or partially satisfied) performance obligations.

- (ii) The following table gives details in respect of contract revenues generated from the top customer and top 5 customers for the year ended March 2025:

Revenue from top customer	5,253.43	5,379.50
Revenue from top five customers	11,761.31	10,619.72

For the year ended 31 March 2025, one (1) [31 March 2024: one (1)] customer individually accounted for more than 10% of the total revenue.



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
28 Other income		
Interest income		
- bank deposits	158.55	100.91
- on financial assets measured at amortised cost (Refer note 40)	814.48	582.19
- income on income tax refund	28.00	21.43
Net gain due to change in fair value of current investments	468.86	180.02
Gain on termination of lease (Refer note 38)	354.04	148.62
Gain on sale of property, plant and equipment (net)	631.73	168.67
Business support services (Refer note 40)	-	935.28
Foreign exchange fluctuation gain (net)	1.99	-
Insurance claim received	75.49	-
Corporate guarantee fees (Refer note 40)	27.15	-
Miscellaneous	-	3.61
	2,560.28	2,141.73
29 Purchase of stock-in-trade		
Pallets	1,178.62	697.12
	1,178.62	697.12
30 Changes in inventories of stock-in-trade		
At the beginning of the year		
Stock-in-trade (Refer note 10)	0.33	2.63
Less : At the end of the year		
Stock-in-trade (Refer note 10)	117.72	0.33
Add : Additions on account of business combination (Refer note 51)	93.00	-
	(24.39)	2.30
31 Employee benefits expense (Refer note 40)		
Salaries, wages and bonus	3,635.91	2,463.78
Share based payment (net) (Refer note 19.1)	151.09	286.26
Contribution to provident fund (Refer note 37)	97.42	68.13
Gratuity (Refer note 37)	58.65	32.39
Staff welfare	88.18	35.60
	4,039.25	2,886.16
32 Finance costs		
Interest expense		
- debentures (Refer note 40)	503.20	101.08
- term loans	4,362.49	3,488.43
- cash credit	61.85	270.05
- lease liabilities (Refer note 38)	842.92	533.66
Other borrowing costs	4.38	-
Bank charges	3.56	-
	5,778.40	4,393.22
33 Depreciation, amortisation and impairment expenses		
Depreciation on property, plant and equipment (Refer note 3)	6,897.12	5,703.27
Amortisation on intangible assets (Refer note 4)	408.74	38.58
Depreciation on right-of-use assets (Refer note 38)	3,653.80	2,620.20
Impairment of property, plant and equipment (Refer note 3)	2,843.02	2,164.68
	14,002.68	10,526.73



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
34 Other expenses		
Contract labour	1,551.67	1,158.61
Repairs and maintenance	2,137.64	2,555.12
Rent (Refer notes 38 and 40)	77.15	73.49
Rates and taxes	48.08	117.70
Insurance	174.68	115.47
Software	261.44	179.13
Marketing	192.72	254.06
Conveyance and travelling	395.05	306.92
Packing, freight and transport	3,720.95	2,601.28
Professional fees	879.64	369.53
Corporate social responsibility (Refer note 47)	55.81	31.36
Auditors' remuneration (Refer note 34.1)	65.00	43.00
Provision for expected credit loss	38.06	115.64
Miscellaneous	236.52	103.61
	9,894.40	8,024.92
Note:		
34.1 Details of auditors' remuneration (excluding GST):		
Audit fees	55.00	38.00
Others (including certification fees)	10.00	5.00
	65.00	43.00
35 Other comprehensive income		
Items that will not be reclassified subsequently to the Statement of Profit or Loss		
Re-measurement (loss) / gain on defined benefit plan (Refer note 37)	(29.55)	9.07
Income tax relating to above	7.44	(2.28)
	(22.11)	6.79



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
36 Earnings per share (EPS)		
Particulars		
Profit computation for both basic and diluted earnings per share		
Net profit attributable to equity share holders for basic and diluted earnings per share	3,950.65	4,090.32
Computation of weighted average number of equity shares for basic earning per share		
Weighted average equity shares outstanding during the year	28,119,988	24,223,439
Add: Effect of conversion of mandatorily convertible instruments:		
Compulsorily convertible preference shares	88,731,467	82,440,779
Compulsorily convertible debentures	-	2,807,460
Number of shares for basic earning per share	116,851,455	109,271,678
Computation of weighted average number of equity shares for diluted earnings per share:		
Number of shares for basic earning per share	116,851,455	109,271,678
Add: Potential dilution on exercise of employee stock options	873,148	198,999
Add: Potential dilution on conversion of optionally convertible redeemable preference shares	-	1,297,062
Weighted average number of equity shares adjusted for the effect of dilution	117,724,603	110,767,739
Earnings/(loss) per share of face value ₹ 1 each		
Basic (in ₹)	3.39	3.74
Diluted (in ₹)	3.36	3.69
Nominal value per share (in ₹)	1.00	1.00



37 Gratuity and other post-employment benefit plans

i) Defined benefit plan (unfunded / funded)

ii) The Company provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees i.e. 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. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary.

The scheme is neither funded with an insurance company in the form of qualifying insurance policy, nor any assets have been created.

iii) The gratuity scheme of CHIEP India Private Limited (CIPL), (Refer note 51) is a defined benefit plan that provides for a lump sum payment to the employees on exit either by way of retirement, death, disability or voluntary withdrawal. Under the scheme, the employees are entitled to a lump sum amount aggregating to 15 days final basic salary for each year of completed service payable at the time of retirement/resignation, provided the employee has completed 5 years of continuous service. The defined benefit plan is administered by a third-party insurer. The third-party insurer is responsible for the investment policy with regards to the assets of the plan.

A) Balance Sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Changes in the present value of obligation		
Present value of obligation as at the beginning of the year	101.98	88.25
Adjustment on account of business combination (Refer note 51)	181.00	
Current service cost	50.96	25.98
Interest cost	14.35	6.41
Benefits paid	(39.03)	(9.59)
Re-measurement (or actuarial) (gain) / loss arising from:		
- return on plan assets (excluding amounts included in net interest expense)		
- change in demographic assumptions	(1.28)	-
- change in financial assumptions	20.48	0.44
- experience variance (i.e. actual experiences vs assumptions)	12.35	(9.51)
Present value of obligation as at the end of the year	340.81	101.98

Bifurcation of present value of obligation at the end of the year as per revised Schedule III to the Companies Act, 2013

Amount recognised in Balance Sheet

Present value of the obligation at the end of the year	340.81	101.98
Fair value of plan assets at the end of the year	215.67	-
Net liability recognised at the end of the year	125.14	101.98

Classification of provisions

Current liability (Short term)	9.98	18.73
Non current liability (Long term)	115.16	83.25
Amounts recognized in the balance sheet	125.14	101.98



B) Statement of profit and loss

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Expenses recognised in the Statement of profit and loss		
Current service cost	50.96	25.98
Interest cost (net off interest income in plan assets amounting to ₹ 6.67 lakhs (31 March 2024 : Nil))	7.69	6.41
Total expenses recognised in the Statement of profit and loss	58.65	32.39
(Gain)/ loss recognised in the other comprehensive income		
Re-measurement (or actuarial) (gain) / loss arising from:		
- Return on plan assets (excluding amounts included in net interest expense)	(2.00)	-
- change in demographic assumptions	(1.26)	-
- change in financial assumptions	20.48	0.44
- experience variance (i.e. actual experiences vs assumptions)	12.35	(9.51)
Components of defined benefit costs / (income) recognised in other comprehensive income	29.55	(9.07)

C) Movements in the fair value of the plan assets are as follows.

Particulars	As at 31 March 2025	As at 31 March 2024
Opening fair value of plan assets	-	-
Adjustment on account of business combination (Refer note 51)	207.99	-
Interest income	6.87	-
Remeasurement gain/(loss):		
Return on plan assets (excluding amounts included in net interest expense)	2.00	-
Contributions from the employer	29.70	-
Benefits paid	(30.89)	-
Closing fair value of plan assets	215.67	-
Category of assets		
Insurer managed funds	215.67	-

D) The principal assumptions used in determining gratuity for the Company's plans are shown below:

	As at 31 March 2025	As at 31 March 2024
Discount rate	6.50%	7.15%
Salary growth rate	10%	10%
Age of retirement	60 years	60 years
Attrition / Withdrawal rates, based on age: (per annum)	25%	25%
Mortality (table)	100% Indian Assured Lives Mortality (2012-14) Ultimate	100% Indian Assured Lives Mortality (2012-14) Ultimate

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.



	As at 31 March 2025	As at 31 March 2024
E) Maturity profile of defined benefit obligation		
Weighted average duration (based on discounted cashflows)	4 years	4 years
Expected cash flows over the next (valued on undiscounted basis):		
1 year	72.65	18.73
2 to 5 years	212.26	65.68
6 to 10 years	114.23	43.03
More than 10 years	66.19	18.62
Expected contribution during the next annual reporting year	50.00	-

F) Sensitivity Analysis:**Description of Risk Exposures**

Valuations are performed on certain basic set of pre-determined assumptions which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit which are as follows.

Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of liability.

Liquidity risk: This is the risk that the Company is not able to meet the short term benefit payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (for example, increase in the maximum liability on gratuity of ₹ 20 lakhs).

Asset-Liability Matching: The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

	As at 31 March 2025		As at 31 March 2024	
	Decrease	Increase	Decrease	Increase
Delta Effect of (+/- 1%) change in discount rate	355.75	326.95	105.63	97.68
(% change compared to base due to sensitivity)	8.60%	-8.43%	4.80%	-4.20%
Delta Effect of (+/- 1%) change in salary growth rate	327.91	354.37	98.24	105.92
(% change compared to base due to sensitivity)	-7.85%	7.82%	-3.70%	3.90%
Delta Effect of (+/- 50% of attrition rate) change in attrition rate	394.89	314.85	122.43	89.74
(% change compared to base due to sensitivity)	33.42%	-16.99%	20.10%	-12.00%
Delta Effect of (+/- 10% of mortality rate) change in mortality rate (*)	340.82	340.78	101.97	101.99
(% change compared to base due to sensitivity)	-0.26%	-0.28%	0.00%	0.00%

(*) The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

II) Compensated absences

The obligation for compensated absences as at year end amounts to ₹ 38.75 lakhs (31 March 2024: ₹ 21.56 lakhs).

III) Defined contribution plan

Amount recognised as an expense and included in the Note as "Contribution to provident fund" under note 31 is ₹ 97.42 lakhs (31 March 2024: ₹ 68.13 lakhs).



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

38 Leases - Ind AS 116

A Company as lessee:

The Company's leased assets primarily consist of leases for office premises and warehouse. Leases of office premises and warehouses generally have lease term between 1 to 5 years. The Company has applied low value exemption for leases laptops, lease lines, furniture and equipment and accordingly are excluded from Ind AS 116. The leases includes non cancellable periods and renewable option at the discretion of lessee which has been taken into consideration for determination of lease term.

i) Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

	Offices	Warehouses	Total
Gross carrying value			
As at 01 April 2023	230.82	6,658.20	6,889.02
Additions*	122.39	4,478.79	4,601.18
Disposal	-	(2,634.41)	(2,634.41)
Modification	-	-	-
As at 31 March 2024	353.21	8,502.58	8,855.79
Adjustment on account of business combination (Refer note 51)	816.00	-	816.00
Additions*	2,108.62	6,973.31	9,081.93
Disposal	(808.13)	(1,446.80)	(2,254.93)
Modification	-	705.81	705.81
As at 31 March 2025	2,469.70	14,734.90	17,204.60
Accumulated depreciation			
As at 01 April 2023	61.40	1,688.89	1,750.29
Depreciation expenses	109.68	2,510.52	2,620.20
Accumulated depreciation on disposals	-	(775.72)	(775.72)
As at 31 March 2024	171.08	3,423.69	3,594.77
Adjustment on account of business combination (Refer note 51)	651.00	-	651.00
Depreciation expenses	342.61	3,511.19	3,853.80
Disposal	(696.96)	(1,519.71)	(2,216.67)
Accumulated depreciation on disposals	-	-	-
As at 31 March 2025	467.73	5,415.17	5,882.90
Net carrying value			
As at 31 March 2024	182.13	5,078.89	5,261.02
As at 31 March 2025	2,001.97	9,319.73	11,321.70

(*) The above addition is post netting off ₹ 169.52 lakhs (31 March 2024: ₹ 48.50 lakhs) pertaining to present value of security deposits given for warehouses taken on lease.



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

ii) Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	Offices	Warehouses	Total
As at 01 April 2023	173.52	5,137.00	5,310.52
Additions	120.53	4,389.65	4,510.18
Termination (**)	-	(1,960.11)	(1,960.11)
Accretion of interest	19.31	514.35	533.66
Modification	-	-	-
Payment of lease obligation	(118.27)	(2,759.61)	(2,877.88)
As at 31 March 2024	195.09	5,321.28	5,516.37
Current			1,995.42
Non-current			3,520.95

Particulars	Offices	Warehouses	Total
As at 01 April 2024	195.09	5,321.28	5,516.37
Adjustment on account of business combination (Refer note 5.1)	184.00	-	184.00
Additions	1,982.31	6,917.85	8,900.26
Termination (**)	(130.38)	(151.60)	(281.98)
Accretion of interest	111.13	731.79	842.92
Modification	-	616.64	616.64
Payment of lease obligation	(382.57)	(3,819.95)	(4,202.52)
As at 31 March 2025	1,959.68	9,616.11	11,575.69
Current			4,164.12
Non-current			7,411.57

(**) The Company has terminated certain lease agreements during the year due to operational reasons, owing to which, the Company has accounted an income of ₹ 354.04 lakhs (31 March 2024 : ₹ 148.62 lakhs) on such terminations.

iii) The table below provides details regarding contractual maturities of lease liabilities as at closing date on an undiscounted basis:

Particulars	31 March 2025	31 March 2024
Less than one year	5,029.76	2,357.04
One to five years	8,296.98	3,501.52
More than five years	-	-

iv) Refer note 34 for expenses relating to short-term leases and low value assets.

The Company does not face a significant liquidity risk with regard to lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they are due.



*(Amount in ₹ lakhs, except for share data, and if otherwise stated)***39 Commitments and contingent liability**

	As at 31 March 2025	As at 31 March 2024
(a) Commitments		
1) Estimated amount of contracts remaining to be executed on capital account and not provided for:		
(i) Capital commitments (Net of capital advances)	1,754.73	704.82
2) Other commitments		
(ii) Guarantees given on behalf of the subsidiary company	2,715.39	1,600.00
(b) Contingent liabilities		
Claims against the Company not acknowledged as debt:		
(i) Income tax matters	714.35	-
(ii) Indirect tax matters	188.66	-
Total	903.01	-

Notes :

(i) It is not practical to estimate the timing of cash outflows, if any, in respect of above matter (b) pending resolution / completion of the appellate proceedings / other proceedings, as applicable.

(ii) The Company does not expect any reimbursement in respect of the above contingent liabilities.

(iii) Capital commitments pertain to the Company's contractual commitment for purchase of property, plant and equipment and intangible assets under development.

(c) Based on the judgement by the Honourable Supreme Court dated 28 February 2019, past provident fund liability, is not determinable at present, in view of uncertainty on the applicability of the judgement to the Company with respect to timing and the components of its compensation structure. In absence of further clarification, the Company has been legally advised to await further developments in this matter to reasonably assess the implications on its financial statements, if any.



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

40 Disclosure in accordance with Ind AS 24 Related Party Disclosures

a) Names of related parties and description of relationship:

Description of relationship	Names of related parties
(i) Entity having control	Vertical Holdings II PTE Limited
(ii) Subsidiary Company	Taron Material Handling Equipments Private Limited (TMHEPL), CHEP India Private Limited (Refer note 51)
(iii) Key managerial personnel #	Mr. Sunu Mathew - Managing Director and CEO Mrs. Bindu Mathew - Director (till 14 September 2023) Mr. Ravi Kuckian - Chief Financial Officer (w.e.f 18 November 2024) Mr. Sujit Cherian - Chief Financial Officer (w.e.f. 21 December 2023; till 18 November 2024) Mr. Chirag Bagadia - Company Secretary (w.e.f 18 November 2024) Mr. Dheeraj Sharma - Company Secretary (till 18 November 2024)
(iv) Close member of key managerial personnel #*	Mrs. Bindu Mathew - Director (till 14 September 2023)
(v) Enterprises over which key Managerial Personnel are able to exercise significant influence #	Packaging Holding LLP

To the extent where transactions have taken place and control exists

* Close members of the family of a person are the persons specified within meaning of 'relative' under the Companies Act, 2013 and that person's domestic partner, children of that person's domestic partner and dependants of that person's domestic partner.

b) Related party transactions :

	Year ended 31 March 2025	Year ended 31 March 2024
Mr. Sunu Mathew		
Remuneration	200.32	148.07
Reimbursement of expenses on behalf of the Company	17.79	2.29
Rent paid	12.02	11.45
Buyback of equity shares [Refer note 18 (k)]	-	5,698.81
Mrs. Bindu Mathew		
Rent paid	12.02	11.45
Mr. Ravi Kuckian		
Remuneration	45.30	-
Mr. Sujit Cherian		
Remuneration	89.46	41.08
Mr. Chirag Bagadia		
Remuneration	21.71	-
Mr. Dheeraj Sharma		
Remuneration	18.30	48.61



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
Taron Material Handling Equipments Private Limited		
Expense incurred on behalf of subsidiary	-	6.60
Rent	89.92	29.96
Rent income	23.48	0.16
Loan given	7,420.00	3,250.00
Loan repaid	2,903.42	1,267.56
Interest on loan	753.38	561.28
Business support service	-	935.28
Corporate guarantee given	2,715.39	-
Corporate guarantee withdrawn	1,600.00	-
Corporate guarantee fees	27.15	-
Share based payment expense (net)	22.23	-
Vertical Holdings II PTE Limited		
Issue of Series H CCPS [Refer note 18 (h)]	-	15,000.00
Issue of Series I CCPS [Refer note 18(i)]	33,300.00	-
Packaging Holding LLP		
Interest on Compulsorily Convertible Debentures (CCD)	-	101.08
c) Balance outstanding as at the year end	As at 31 March 2025	As at 31 March 2024
Payables		
Mr. Sunu Mathew	0.65	-
Receivables		
Mr. Sunu Mathew	-	0.89
Taron Material Handling Equipments Private Limited	404.07	505.53
Other receivables		
Taron Material Handling Equipments Private Limited	40.38	-
Advance to supplier		
Taron Material Handling Equipments Private Limited	-	0.15
Loans given		
Taron Material Handling Equipments Private Limited	13,442.47	8,172.53
Corporate guarantees given		
Taron Material Handling Equipments Private Limited	2,715.39	1,600.00



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Notes:

- a) The remuneration to KMP does not include provision for gratuity and compensated absences as separate figures are not available.
- b) Refer notes 11.2, 20 and 22.1 for guarantees and securities provided by the Company / related parties, in respect of borrowing facilities availed by the subsidiary / Company.
- c) Refer sub-note 2 in the standalone Statement of Cash Flows for non-cash movement in relation to conversion of compulsorily convertible debentures and optionally convertible redeemable preference shares.
- d) Refer note 5 for investment made in subsidiary.
- e) ESOP granted and outstanding to KMP's

Name	Options granted		Options outstanding	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Mr. Ravi Kuckian	40,000	-	40,000	-
Mr. Sujit Cherian*	175,000	-	-	-

* Ceased to be KMP w.e.f. 16 November 2024

- f) The details of remuneration to Key Managerial Personnel (KMP) during the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term employee benefits	375.09	237.76
Share-based payment	5.27	172.77
Total	380.36	410.53

- g) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

- h) Terms and conditions of transactions with related parties

Outstanding balances of related parties at the year-end are unsecured



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

41 Fair value measurements

(i) Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount 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.

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges are valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques that maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the use of discounted cash flow for fair value at amortised cost

(iii) Assets and liabilities which are measured at amortised cost for which fair values are disclosed

Financial assets and liabilities as at 31 March 2025	Carrying value				Fair value			
	Amortised Cost/ Cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Level 1	Level 2	Level 3	Total
Financial assets - non-current								
Investments	749.81	-	-	749.81	-	-	-	-
Loans	13,442.47	-	-	13,442.47	-	-	-	-
Other financial assets	548.43	-	-	548.43	-	-	-	-
Financial assets - current								
Investments	-	10,148.88	-	10,148.88	10,148.88	-	-	10,148.88
- Mutual funds	-	-	-	-	-	-	-	-
Trade receivables	18,006.82	-	-	18,006.82	-	-	-	-
Cash and cash equivalents	1,315.54	-	-	1,315.54	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	-	-	-	-	-	-
Loans	2.18	-	-	2.18	-	-	-	-
Other financial assets	382.58	-	-	382.58	-	-	-	-
Financial liabilities - non-current								
Borrowings (including current maturities)	72,812.16	-	-	72,812.16	-	-	-	-
Lease liabilities	7,411.57	-	-	7,411.57	-	-	-	-
Financial liabilities - current								
Borrowings	258.28	-	-	258.28	-	-	-	-
Lease liabilities	4,164.12	-	-	4,164.12	-	-	-	-
Trade payables	7,431.44	-	-	7,431.44	-	-	-	-
Other financial liabilities	2,985.25	-	-	2,985.25	-	-	-	-

Financial assets and liabilities as at 31 March 2024	Carrying value				Fair value			
	Amortised Cost/ Cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Level 1	Level 2	Level 3	Total
Financial assets - non-current								
Investments	749.81	-	-	749.81	-	-	-	-
Loans	8,172.53	-	-	8,172.53	-	-	-	-
Other financial assets	977.19	-	-	977.19	-	-	-	-
Financial assets - current								
Investments	-	5,180.02	-	5,180.02	5,180.02	-	-	5,180.02
- Mutual funds	-	-	-	-	-	-	-	-
Trade receivables	13,289.28	-	-	13,289.28	-	-	-	-
Cash and cash equivalents	503.58	-	-	503.58	-	-	-	-
Bank balances other than cash and cash equivalents	9.05	-	-	9.05	-	-	-	-
Loans	17.19	-	-	17.19	-	-	-	-
Other financial assets	555.59	-	-	555.59	-	-	-	-
Financial liabilities - non-current								
Borrowings (including current maturities)	41,567.84	-	-	41,567.84	-	-	-	-
Lease liabilities	3,520.95	-	-	3,520.95	-	-	-	-
Financial liabilities - current								
Borrowings	1,516.45	-	-	1,516.45	-	-	-	-
Lease liabilities	1,925.42	-	-	1,925.42	-	-	-	-
Trade payables	4,369.91	-	-	4,369.91	-	-	-	-
Other financial liabilities	3,087.69	-	-	3,087.69	-	-	-	-

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

42 Financial risk management

The Company activities expose it to interest rate risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance, the Company's risk management is carried out by a corporate treasury and corporate finance department under policies approved by the board of directors and top management. The Company's treasury identifies, evaluates and mitigates financial risks in close cooperation with the Company's operating units. The board provides guidance for overall the risk management, as well as policies covering specific areas.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and credit worthiness of the customer on continuous basis to which the credit has been granted after obtaining necessary approvals for credit. The financial instruments that are subject to concentration of credit risk principally consist of trade receivables, loans and cash and bank equivalents.

To manage credit risk, the Company follows a policy of providing 30 to 90 days credit to its customers. The credit limit policy is established considering the current economic trend of the industry in which the Company is operating. Also, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly. Refer note 12.2 for ageing analysis and for information of credit loss allowance.

Loans and other financial assets includes loans granted to related parties, deposits receivable, interest accrued on deposits and other receivables. These receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

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

The Company recognises lifetime expected credit losses on trade receivable using simplified approach by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in provision matrix.

Description of category	Basis for recognition of expected credit loss provision
(i) Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil	Lifetime expected credit loss (simplified approach)
(i) Assets where there is low risk of default and where the counterparty has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past	
(ii) Assets where there is high risk of default and there is no reasonable expectation of recovery, the Company continues in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss	100% provision is considered for doubtful assets, credit impaired

The movement of the allowance for lifetime expected credit loss is as below:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	942.11	870.14
Changes in loss allowances		
Additions	38.05	115.94
On account of business combination (Refer note 51)	1,990.80	-
Bad debts written off	(57.12)	(43.67)
Balance at the end of the year	2,913.84	942.11

B Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement.

The liquidity risk principally arises from obligations on account of financial liabilities viz, borrowings, trade payables and other financial liabilities.

The finance department of the Company is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

(i) Maturities of financial liabilities

The Table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on the contractual undiscounted payments.

As at 31 March 2025	Carrying amount	Contractual maturities on undiscounted basis				
Particulars	Amount	Repayable on demand	Upto 1 year	Between 1 and 5 years	Beyond 5 years	Total
Borrowings (including current maturities)	73,070.44	258.28	12,312.56	53,429.30	7,350.34	73,956.48
Lease liabilities	11,575.89	-	5,029.76	8,296.86	-	13,326.74
Trade payables	7,431.44	-	7,431.44	-	-	7,431.44
Other financial liabilities	2,985.29	-	2,985.29	-	-	2,985.29
Total	95,062.86	258.28	27,759.05	61,726.28	7,350.34	97,093.95

As at 31 March 2024	Carrying amount	Contractual maturities on undiscounted basis				
Particulars	Amount	Repayable on demand	Upto 1 year	Between 1 and 5 years	Beyond 5 years	Total
Borrowings (including current maturities)	43,084.30	1,516.46	5,709.57	21,924.94	14,126.34	43,277.41
Lease liabilities	5,516.37	-	2,357.04	3,501.52	-	5,858.56
Trade payables	4,369.91	-	4,369.91	-	-	4,369.91
Other financial liabilities	3,087.69	-	3,087.69	-	-	3,087.69
Total	56,058.27	1,516.46	15,424.31	25,426.46	14,126.34	56,583.57

C Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and price risk. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk and interest rate risk. Major financial instruments affected by market risk include borrowings.

(i) Price risk

- Exposure

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at "fair value through profit and loss."

- Sensitivity

The table below summarizes the impact of increases/ decreases of the BSE index on the Company's equity and gain/loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Impact of profit before tax

Particulars	Impact on equity		Impact on profit or loss before tax	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
BSE Sensex 30- Increase 5%	379.73	193.82	507.44	259.00
BSE Sensex 30- Decrease 5%	(379.73)	(193.82)	(507.44)	(259.00)

Note:

The above sensitivity analysis reflects the impact on profit before tax. There is no corresponding impact on equity, since the financial instruments subject to interest rate and price risk do not give rise to fair value changes recognised in equity or Other Comprehensive Income (OCI).



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

(ii) Cash flow and fair value interest rate risk

- Interest rate risk management

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

- Interest rate exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Variable rate borrowings	52,701.27	43,084.30
Fixed rate borrowings	20,369.17	-
Total	73,070.44	43,084.30

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Impact on equity		Impact on profit or loss before tax	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
50 bps increase*	(197.19)	(161.20)	(263.51)	(215.42)
50 bps decrease*	197.19	161.20	263.51	215.42

* Sensitivity is calculated based on the assumption that amount outstanding as at reporting dates were utilised during the year.

(iii) Foreign currency risk

The Company does not have any outstanding balances in foreign currency and consequently the Company's exposure to foreign exchange risk is Nil. Although, the exchange rate between the rupee and foreign currencies has changed substantially in recent years, it has not affected the results of the Company. The Company evaluates exchange rate exposure arising from foreign currency transactions entered during the year and follows established risk management policies.

43 Capital management

(a) Risk management

The Company's objectives when managing capital are to:

1. Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
2. Maintain an optimal capital structure to minimize the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, reduce debt or sell assets.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Company monitors its capital using the gearing ratio which is net debt divided by total debt + capital (equity).

The gearing ratios were as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Net debt	83,317.97	48,942.97
Total equity	92,434.40	71,877.38
Capital Gearing Ratio	47.41%	39.51%

Consistent with others in the industry, the Company monitors its capital using the net debt to equity ratio which is total debts divided by total equity and intends to manage optimal ratios. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define the capital structure requirements.

The Company is in compliance with relevant financial covenants for both the reporting periods.



44 Struck off Companies

Name of struck off entity	Nature of transactions with struck-off Company	Balance outstanding as at 31 March 2025	Relationship with the Struck off company
Benchmark Supply Chain Solutions Private Limited	Receivables for sale of goods / services	0.20	Not related

Name of struck off entity	Nature of transactions with struck-off Company	Balance outstanding as at 31 March 2024	Relationship with the Struck off company
Benchmark Supply Chain Solutions Private Limited	Receivables for sale of goods / services	0.20	Not related

45 Key analytical ratios:

Particulars	Numerator	Denominator	Measure (in times/percentage)	As at 31 March 2025	As at 31 March 2024	Variance	Reason for Variance in excess of 25%
Current ratio	Current assets	Current liabilities	Times	1.36	1.61	-9.91%	-
Debt-equity ratio	Total debt from banks and financial institutions	Total equity	Times	3.79	3.69	32.02%	Note 1
Debt-service coverage ratio	\$ Earnings for debt services	\$ Debt service	Times	1.61	0.84	91.43%	Note 1
Return on equity ratio	Net profit after taxes	Average shareholders' equity	Percentage	4.62%	6.36%	-24.20%	-
Inventory turnover ratio	@ Cost of goods sold	Average inventories	Times	0.69	0.46	48.58%	Note 2
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	Times	2.42	2.87	-15.64%	-
Trade payables turnover ratio	Purchases + other expenses	Average trade payables	Times	1.82	1.86	-1.76%	-
Net capital turnover ratio	Revenue from operations	Average Working capital	Times	3.89	15.17	-74.34%	Note 3
Net profit ratio	Net profit after tax	Revenue from operations	Percentage	10.47%	13.75%	-23.80%	-
Return on capital employed	* Earnings before interest and taxes	* Capital employed	Percentage	6.12%	6.40%	-37.12%	Note 3
Return on investment	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

\$ Net profit before interest (from banks, financial institutions and lease liabilities), depreciation and other non-cash adjustments.

\$ Repayment of long term borrowings and lease liabilities + interest.

* Earnings before interest and tax = Profit after tax + Tax expense + Depreciation and amortisation expense + Finance costs (excluding interest on lease liabilities)

* Capital employed = Tangible net worth + total debt + deferred tax liabilities.

@ Cost of goods sold = Purchases + Changes in inventories.

Notes:

- 1 Movement in ratio on account of decrease in borrowings during the year
- 2 Movement in ratio on account of decrease in profit and increase in tax expenses during the year
- 3 Movement in ratio on account of increase in purchase of inventory



46. Segment reporting

The Company's Managing Director (MD), Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108 'Operating Segments'. The CODM regularly monitors and reviews the operating results of the whole Company as one segment since the Company's business operations fall within a single operating segment of pooling (for hire) tracing of pallets and crates and services related thereto. Thus, as defined in Ind AS 108 'Operating Segments', the Company's entire business falls under the one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss. Further, the entire business of the Company is within India, hence there is no geographical segment.

47. Corporate social responsibility expenditure

As per Section 135 of the Companies Act, 2013 (the "Act"), a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR Committee has been formed by the Company as per the Act. Following are the details required as per the Act.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Average net profit of the Company for last three financial years	2,760.55	1,388.11
Prescribed CSR expenditure (2% of the average net profit as computed above)	55.81	27.76
Total amount to be spent for the financial year	55.81	27.76
Amount available for set off from preceding financial year	(3.83)	(0.03)
Amount spent	59.62	31.38
Excess at the end of the year	(7.44)	(3.63)

Nature of CSR activities undertaken by the Company:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
a. Gross amount required to be spent during the period	55.81	27.76
b. Amount available for set off from preceding financial year	(3.83)	(0.03)
c. Amount spent during the year	59.62	31.38
i. Contribution towards rural development	59.62	31.38
Excess at the end of the year	(7.44)	(3.63)

d. During the current and previous year, there are no related party transaction in relation to CSR Expenditure as per relevant accounting standards.

48. Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) During the current year, the Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
- 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 to or on behalf of the Ultimate Beneficiaries.
- (v) The Company has not received any funds 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:
- 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.
- (vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (viii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (ix) The Company has entered into scheme of arrangement which has an accounting impact on the current financial year. Refer note 51.



49. Quarterly stock statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts of the Company except for the following :

Quarter ended	Name of Bank	Working capital limit sanctioned	Particulars	Amount as per books of accounts	Amount reported in the quarterly return statement	Amount of difference	Reason for material variances
31 March 2025	HDFC Bank	500.00	Trade receivables	18,095.82	12,898.75	5,196.07	The differences are on account of: 1) the submissions to the banks were made before financial reporting closure process. 2) Difference on account of merger since the stock statement was submitted before the merger order was received hence the amount only included the details of LEAP India Private Limited and did not include details about CHEP India Private Limited.
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
	HSBC Bank	4,500.00					
	HDFC Bank	500.00	Inventory	1,085.50	1,242.84	746.75	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
	HSBC Bank	4,500.00					
30 June 2023	HDFC Bank	500.00	Trade receivables	8,435.48	8,117.17	318.31	The differences are on account of: 1) the submissions to the banks were made before financial reporting closure process. 2) Unbilled receivables not being considered in Trade receivables, while reporting to the bank.
	Axis Bank	3,000.00					
	HSBC Bank	4,500.00					
	HDFC Bank	500.00	Inventory	1,650.56	1,698.49	(47.83)	
	Axis Bank	3,000.00					
	HSBC Bank	4,500.00					
20 September 2023	HDFC Bank	500.00	Trade receivables	10,186.69	9,836.53	349.16	
	Axis Bank	3,000.00					
	HSBC Bank	4,500.00					
	HDFC Bank	500.00	Inventory	2,102.87	2,052.87	50.00	
	Axis Bank	3,000.00					
	HSBC Bank	4,500.00					
31 December 2023	HDFC Bank	500.00	Trade receivables	11,130.70	10,920.30	210.35	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
	HSBC Bank	4,500.00					
	HDFC Bank	500.00	Inventory	2,081.88	2,026.51	55.37	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
	HSBC Bank	4,500.00					
31 March 2024	HDFC Bank	500.00	Trade receivables	13,269.28	12,885.65	383.63	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
	HSBC Bank	4,500.00					
	HDFC Bank	500.00	Inventory	1,345.91	1,366.42	(20.11)	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
	HSBC Bank	4,500.00					

50. Investments in subsidiary:

Sr No.	Name of the subsidiary	Principal place of business	Proportion of ownership interest		Method of accounting
			As at 31 March 2025	As at 31 March 2024	
1	Taron Material Handling Equipments Private Limited	India	100%	100%	Cost
2	CHEP India Private Limited (CIPIL) (w.e.f. 08 January 2025) (Refer note 48.1.1)	India	-	-	Cost



51 Business combinations - acquisition and merger of CHEP India Private Limited

On 8 January 2025, the Company has completed the acquisition of 100% stake in CHEP India Private Limited (CPL), a company based in Mumbai, a leading provider of reusable pallets and containers to various participants in the supply chain on a 'share and reuse' basis. The acquisition will complement the Company's synergy to make itself a reputed name in the supply chain solutions and asset pooling business.

The Board of Directors of the Company had approved arrangement for amalgamation of wholly owned subsidiary, CHEP India Private Limited ("Transferor Company") with the Company (the "Transferee Company") in its meeting held on 27 January 2025. The Scheme of amalgamation has been approved by the Regional Director, Ministry of Corporate Affairs vide order dated 17 April 2025. The certified copy of the Order has been filed with Registrar of Companies, Mumbai on 2 June 2025, on which the Scheme becomes effective. Accordingly, the Company has accounted for the business combination transaction using the Pooling of Interest method in accordance with the approved scheme as per Appendix C of Ind AS 103, Business Combinations of Entities under Common Control.

The business combination was conducted by entering into a share purchase agreement for a total consideration (in cash) of ₹ 100,412.85 lakhs.

Purchase price allocated to the fair values of assets acquired and liabilities assumed includes value of customer relationships as intangible assets, which have been valued at ₹ 16,103.00 lakhs, to be amortised over the period of 10 years. The excess of purchase consideration over net assets and the identified intangible asset has been adjusted against the retained earnings of the Transferee Company, and unadjusted remaining amount, has been recorded separately as Amalgamation adjustment deficit account, which is not tax-deductible. The fair values of the identifiable assets and liabilities of CPL as at the date of acquisition were:

Particulars	Amount
Assets acquired	
Property, plant and equipment	11,087.02
Right-of-use assets	183.00
Investments	31,033.00
Other non-current financial assets	53.00
Income tax assets	2,077.00
Deferred tax assets (net)	469.00
Inventories	569.00
Trade receivables	4,884.00
Cash and cash equivalents	3,633.00
Other current financial assets	195.00
Other current assets	534.00
Total (A)	55,893.02
Liabilities taken over	
Lease liabilities	183.00
Trade payables	2,479.00
Provisions	16.00
Other financial liabilities	559.92
Other current liabilities	244.00
Total (B)	3,479.92
Total purchase consideration	100,412.85
Less: Total net assets acquired (A-B)	(52,305.10)
Less: Intangibles identified on business combination - Customer relationship	(16,103.00)
Add: Deferred tax on customer relationship	4,054.31
Less: Adjustment against the retained earnings of the Company	(7,711.00)
Amalgamation adjustment deficit account	28,508.14
Acquired receivables	
Particulars	Amount
Fair value of acquired receivables	4,884.00
Gross contractual amount of receivables	5,874.60
Contractual cash flows not expected to be collected	1,990.60



52. The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

The Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility at the application level and the same has been operated throughout the year. Further, the audit trail (edit log) feature was enabled at the database level to log any direct data changes till 14 November 2024. However, the Company disables audit trail at database level for a few days of every month and for billing purposes.

The Company has used another accounting software for maintaining its books of account for the period 8 January 2025 to 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the period at the application level. Further, the audit trail (edit log) feature was not enabled at the database level to log any direct data changes.

The audit trail has been preserved by the Company as per the statutory requirements for record retention where the audit trail feature was enabled.

These are the notes referred to in our report of opinion dated

For Walker Chandrak & Co LLP
Chartered Accountants
Firm Registration No. 301076N NG00013

Rakesh R. Agarwal
Partner
Membership No. 109832



Place: Mumbai
Date: 27 June 2025

For and on behalf of the Board of Directors of
LEAP India Private Limited

Sunil Mathew
Chairman, Managing Director and CEO
DIN: 00988369

Ravi Kulkarni
Chief Financial Officer

Place: Mumbai
Date: 27 June 2025

Chirag Bapat
Company Secretary
Membership No. A21579



Independent Auditor's Report

To the Members of LEAP India Private Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **LEAP India Private Limited** ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group', as listed in Annexure I, which comprise the Consolidated Balance Sheet as at **31 March 2025**, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and Notes to the consolidated financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31 March 2025, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group 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 consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

4. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Directors Report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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

5. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.
6. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
7. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

8. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
9. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;



- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors.
10. 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.

Report on Other Legal and Regulatory Requirements

11. Based on our audit, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act since none of such companies is a public company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.
12. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.
13. 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 purpose of our audit of the aforesaid consolidated financial statements;
 - b) Except for the matters stated in 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 (as amended), in our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books. Further, the back-up of the books of accounts and other books and papers of the Holding Company maintained in electronic mode has not been maintained on servers physically located in India, on a daily basis;
 - c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
 - e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary and taken on record by the Board of Directors of the Holding Company and its subsidiary respectively, covered under the Act, none of the directors of the Holding Company and its subsidiary are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;



- f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 13(b) above on reporting under section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 38(b) to the consolidated financial statements;
 - ii. The Holding Company and its subsidiary did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary covered under the Act, during the year ended 31 March 2025;
- iv.
- a. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us to the best of their knowledge and belief as disclosed in 47(iv) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary to or in any person(s) or entity(ies), including foreign entities ('the 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 Holding Company, or any such subsidiary ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us to the best of their knowledge and belief as disclosed in the Note 47(v) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures performed by us as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The Holding Company and its subsidiary have not declared or paid any dividend during the year ended 31 March 2025.



- vi. As stated in Note 50 to the consolidated financial statements and based on our examination which included test checks of the Holding Company and its subsidiary, which are companies incorporated in India and audited under the Act, except for instances mentioned below, the Holding Company and its subsidiary, in respect of financial year commencing on 1 April 2024, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below. Furthermore, except for instances mentioned below the audit trail, has been preserved by the Holding Company and its subsidiary as per the statutory requirements for record retention where the audit trail feature was enabled.

Nature of exception noted	Details of Exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	1. The audit trail feature was not enabled at the database level for accounting software used for accounting records for the period 1 April 2024 to 14 November 2024 and was subsequently observed to be periodically disabled for a few days each month. Accordingly, we are unable to comment whether the audit trail feature of the said software was operated throughout the year for all relevant transactions. 2. The audit trail feature was not enabled at the database level for another accounting software used for the period 8 January 2025 to 31 March 2025 to log any direct data changes, used for maintenance of accounting records by the Holding Company.

For Walker Chandlok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Rakesh R. Agarwal
Partner
Membership No.: 109632

UDIN: 25109632BMLCUO3297

Place: Mumbai
Date: 27 June 2025

Annexure I

List of subsidiary included in consolidated financial statements (Also, refer Note 49)

Sr no.	Subsidiary Company
1	Taron Material Handling Equipments Private Limited



Annexure II

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of LEAP India Private Limited ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group'), as at and for the year ended **31 March 2025**, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company as aforesaid.



Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion the Holding Company and its subsidiary company which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to consolidated financial statements and such controls were operating effectively as at 31 March 2025, based on internal financial controls with reference to financial statements criteria established by the Holding Company and its subsidiary company considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For Walker Chandlok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Rakesh R. Agarwal
Partner
Membership No.: 109632

UDIN: 25109632BMLCUO3297

Place: Mumbai
Date: 27 June 2025

LEAP India Private Limited
Consolidated Balance Sheet as at 31 March 2025
(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	122,933.98	97,502.01
Capital work-in-progress	3 (a)	18.40	145.03
Right-of-use assets	37	11,567.68	5,587.60
Goodwill	4	4,182.35	4,182.35
Intangible assets	5	19,511.11	1,142.79
Intangible assets under development	6	522.03	-
Financial assets			
Other financial assets	7	553.81	1,017.67
Non-current tax assets (net)	8	2,582.85	514.20
Other non-current assets	9	1,170.31	1,058.95
Total non-current assets (A)		166,542.85	111,150.11
Current assets			
Inventories	10	2,331.32	1,480.63
Financial assets			
Investments	11	10,148.88	5,214.01
Trade receivables	12	19,914.97	14,382.10
Cash and cash equivalents	13	2,639.35	851.41
Bank balances other than cash and cash equivalents above	14	74.71	34.68
Loans	15	2.16	17.19
Other financial assets	7	440.58	555.59
Other current assets	16	7,895.73	5,381.67
		43,456.68	28,877.37
Assets held for sale	17	248.32	-
Total current assets (B)		43,703.00	28,877.37
Total assets (A+B)		204,245.85	140,027.48
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	301.83	272.76
Instruments entirely equity in nature	18	30,824.40	18,960.96
Other equity	19	80,808.67	52,184.08
Total equity (A)		91,734.80	71,417.80
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	20	55,800.88	41,847.96
Loose liabilities	27	7,810.28	3,789.83
Provisions	21	222.58	129.09
Deferred tax liabilities (net)	5	6,461.49	1,536.38
Total non-current liabilities (B)		79,895.24	47,303.26
Current liabilities			
Financial liabilities			
Borrowings	22	14,565.10	9,459.25
Loose liabilities	37	4,228.97	2,053.41
Trade payables	23		
-Total outstanding dues of micro and small enterprises		316.36	248.15
-Total outstanding dues of creditors other than micro and small enterprises		7,447.72	4,485.52
Other financial liabilities	24	3,648.24	3,970.29
Other current liabilities	25	2,295.39	960.29
Provisions	26	126.83	112.73
Total current liabilities (C)		32,615.91	21,369.63
Total liabilities (B+C)		112,510.95	68,672.89
Total equity and liabilities (A+B+C)		204,245.85	140,027.48
Material accounting policy information	2		

The accompanying notes form an integral part of these Consolidated Financial Statements.

This is the Consolidated Balance Sheet referred to in our audit report of even date.

For Walker Chantrick & Co LLP
Chartered Accountants
Firm Registration No. 001076NN500013

Rakesh R. Agarwal
Partner
Membership No. 102632



Place: Mumbai
Date: 27 June 2025

For and on behalf of the Board of Directors of
LEAP India Private Limited

Suresh Mathew
Chairperson, Managing Director and CEO
DIN: 06806369

Ravi Kuckian
Chief Financial Officer

Place: Mumbai
Date: 27 June 2025

Chirag Bagadia
Company Secretary
Membership No. A21678



LEAP India Private Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2025
(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	27	40,647.18	36,497.58
Other income	36	1,855.88	687.29
Total income		42,503.06	37,184.86
Expenses			
Purchase of stock-in-trade	29	1,178.62	963.59
Changes in inventories of stock-in-trade	30	(24.39)	(41.19)
Employee benefits expense	31	8,950.45	6,240.72
Finance costs	32	6,801.14	5,050.23
Depreciation, amortisation and impairment expenses	33	16,372.88	11,200.88
Other expenses	34	11,005.71	8,937.14
Total expenses		43,297.41	32,523.75
Profit before tax		5,205.65	4,670.41
Tax expense	8		
(i) Current tax		93.82	1.80
(ii) Deferred tax		1,255.61	151.44
Total tax expense		1,449.43	153.29
Net Profit for the year (A)		3,756.22	3,717.32
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss, net of tax (re-measurements (loss) / income on defined benefit plans)	35	(70.33)	5.19
Income tax relating to above	35	19.21	(1.30)
Other comprehensive (loss) / income for the year, net of tax (B)		(51.12)	3.89
Total comprehensive income for the year, net of tax (A+B)		3,695.10	3,721.21
Net profit attributable to:			
Owner's of the parent		3,756.22	3,717.32
Non-controlling interest		-	-
Other comprehensive income (loss) attributable to:			
Owner's of the parent		(51.12)	3.89
Non-controlling interest		-	-
Total comprehensive income attributable to:			
Owner's of the parent		3,695.10	3,721.21
Non-controlling interest		-	-
Earnings per equity share of face value of ₹ 1 each	35		
Basic (in ₹)		3.21	3.40
Diluted (in ₹)		3.19	3.36
Material accounting policy information	2		
The accompanying notes form an integral part of these Consolidated Financial Statements.			

This is the Consolidated Statement of Profit and Loss referred to in our audit report of even date.

For Walker Chandorkar & Co LLP
Chartered Accountants
Firm Registration No. 001076/N/500513

Rakesh R. Agarwal
Partner
Membership No. 109822



Place: Mumbai
Date: 27 June 2025

For and on behalf of the Board of Directors of
LEAP India Private Limited

Suresh Mathew
Chairman, Managing Director and CEO
DIN: 00108369

Ravi Kuckian
Chief Financial Officer

Place: Mumbai
Date: 27 June 2025

Chirag Bogadia
Company Secretary
Membership No. A21579



Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flow from operating activities:			
Profit before tax		5,265.65	4,072.01
Adjustments for:			
Depreciation, amortization and impairment expenses	33	15,372.88	11,208.88
Finance cost	32	9,801.54	5,028.23
Interest income on bank deposits	25	(170.91)	(150.00)
Interest income on financial assets measured at amortised cost	28	(83.41)	(21.96)
Net gain due to change in fair value of current investments	28	(489.85)	(183.80)
Gain on sale of investment, debt instrument & bonds	28	(2.41)	(16.97)
Provision for expected credit loss	34	19.24	180.72
Gain on sale of property, plant and equipment (net)	28	(842.20)	(188.69)
Excess provision written back	27	(101.32)	-
Gain on termination of lease	26	(254.04)	(148.62)
Share based payment expense	31	173.32	286.26
Operating profit before working capital changes and other adjustments		28,775.68	20,786.26
Adjustment for changes in working capital:			
Increase in trade receivables		(688.72)	(5,010.31)
Increase in financial and other assets		(887.58)	(915.29)
(Increase) / decrease in inventories		(80.57)	348.60
Increase in trade payables		659.41	168.68
Increase in financial and other liabilities		504.01	673.85
Net cash generated from operations		25,667.62	15,082.00
Dividends paid (net)	8	(185.88)	(151.17)
Net cash generated from operating activities (A)		25,501.74	14,930.83
B. Cash flow from investing activities:			
Purchase of property, plant and equipment (including capital work-in-progress, intangible assets under development, capital advances, payable for capital goods and intangible assets)		(29,348.73)	(32,625.77)
Proceeds from sale of property, plant and equipment and assets held for sale		4,003.95	2,366.40
Purchase consideration paid towards business combination (Refer note 48)	48	(100,412.95)	(208.03)
Receipt from fixed deposits on maturity		589.31	1,316.98
Investments in mutual funds		(4,500.00)	(5,000.00)
Sale proceeds from investments in debt instrument and bonds		30.40	278.41
Interest income	28	170.01	100.00
Net cash used in investing activities (B)		(129,688.11)	(23,871.89)
C. Cash flow from financing activities:			
Proceeds from issue of equity shares on exercise of employee stock option plan		-	5.71
Proceeds from issue of equity shares		7,000.00	-
Proceeds from issue of preference shares		78,533.24	15,000.00
Payment towards cancellation of vested option		-	(137.18)
Buyback of equity shares		-	(5,095.81)
Proceeds from long-term borrowings	20.1	48,941.14	22,077.48
Repayment of long-term borrowings	20.1	(19,843.56)	(18,538.22)
(Repayment) / proceeds of short-term borrowings (net)	20.1	(1,810.57)	2,089.85
Share issue expenses		(2,031.67)	(424.45)
Principal repayment of lease liabilities	37	(3,472.69)	(2,370.98)
Finance cost	32	(5,276.70)	(4,083.83)
Net cash generated from financing activities (C)		102,138.31	18,881.65
Net decrease in cash and cash equivalents (A+B+C)		(1,860.06)	(71.79)
Cash and cash equivalents as at the beginning of the year		661.41	923.12
Add: Acquired through business combination (Refer note 48.1)		3,655.00	-
Cash and cash equivalents as at the end of the year (Refer note 13)		2,625.35	851.41
Component of cash and cash equivalents (Refer note 13):			
Balance with banks		2,625.35	851.41
- Current accounts		-	-
Total		2,625.35	851.41

Notes:

- The Consolidated Statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- Significant non-cash movement during the year ended 31 March 2025 includes conversion of compulsorily convertible debentures and optionally convertible redeemable preference shares amounting to ₹41 (31 March 2024: ₹ 4,316.53 lakhs) and ₹6 (31 March 2024: ₹ 2,075.88 lakhs) respectively.

The accompanying notes form an integral part of these Consolidated Financial Statements.

This is the Consolidated Statement of Cash Flow referred to in our audit report of even date.

For Walker Chandick & Co. LLP
Chartered Accountants
Firm Registration No. 0010784NH00013

Rakesh R. Agarwal
Partner
Membership No. 119632



Place: Mumbai
Date: 27 June 2025

For and on behalf of the Board of Directors of
LEAP India Private Limited

Sunil Motwani
Chairperson, Managing Director and CEO
DIN: 1680689

Ravi Kuckian
Chief Financial Officer

Place: Mumbai
Date: 27 June 2025

Ching Bagadia
Company Secretary
Membership No. A21579



A. Equity share capital (Refer note 18)

Particulars	Number of shares	Amount
As at 01 April 2023	20,797,888	207.94
Movement during the year (Refer notes 18(i), 18(ii), 18(iii) and 18(iv))	6,479,106	64.79
As at 31 March 2024	27,276,994	272.76
Movement during the year (Refer notes 18(i) and 18(ii))	2,805,498	28.07
As at 31 March 2025	30,082,492	301.62

B. Instruments entirely equity in nature (Refer note 18)

0.0001% Series A Participating Cumulative Convertible Preference shares ("CCPS") of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	57,750	577.50
Movement during the year	-	-
As at 31 March 2024	57,750	577.50
Movement during the year	-	-
As at 31 March 2025	57,750	577.50

0.0001% Series A1 CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	32,047	320.47
Movement during the year	-	-
As at 31 March 2024	32,047	320.47
Movement during the year	-	-
As at 31 March 2025	32,047	320.47

0.0001% Series B CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	94,559	945.59
Movement during the year	-	-
As at 31 March 2024	94,559	945.59
Movement during the year	-	-
As at 31 March 2025	94,559	945.59

0.0001% Series C CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	17,889	178.89
Movement during the year	-	-
As at 31 March 2024	17,889	178.89
Movement during the year	-	-
As at 31 March 2025	17,889	178.89

0.0001% Series C1 CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	24,750	247.50
Movement during the year	-	-
As at 31 March 2024	24,750	247.50
Movement during the year	-	-
As at 31 March 2025	24,750	247.50

0.0001% Series C2 CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	55,942	559.42
Movement during the year	-	-
As at 31 March 2024	55,942	559.42
Movement during the year	-	-
As at 31 March 2025	55,942	559.42

0.0001% Series D CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	15,998	159.98
Movement during the year	-	-
As at 31 March 2024	15,998	159.98
Movement during the year	-	-
As at 31 March 2025	15,998	159.98

0.0001% Series E CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	4,885	48.85
Movement during the year	-	-
As at 31 March 2024	4,885	48.85
Movement during the year	-	-
As at 31 March 2025	4,885	48.85

0.0001% Series F CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	88,803	888.03
Movement during the year	-	-
As at 31 March 2024	88,803	888.03
Movement during the year	-	-
As at 31 March 2025	88,803	888.03

0.0001% Series F1 CCPS of ₹ 1,000 each

Particulars	Number of shares	Amount
As at 01 April 2023	3,395	33.95
Movement during the year	-	-
As at 31 March 2024	3,395	33.95
Movement during the year	-	-
As at 31 March 2025	3,395	33.95



3.0001% Series G CCPS of ₹ 1 each		
Particulars	Number of shares	Amount
As at 01 April 2023	1,156,488	11.56
Movement during the year		
As at 31 March 2024	1,156,488	11.56
Movement during the year (Refer note 18(a))	11,350,000	(11.56)
As at 31 March 2025	-	-
3.001% Series H CCPS of ₹ 100 each		
Particulars	Number of shares	Amount
As at 01 April 2023	-	-
Movement during the year (Refer note 18(b))	15,000,000	15,000.00
As at 31 March 2024	15,000,000	15,000.00
Movement during the year	-	-
As at 31 March 2025	15,000,000	15,000.00
3.001% Series L CCPS of ₹ 100 each		
Particulars	Number of shares	Amount
As at 01 April 2023	-	-
Movement during the year	-	-
As at 31 March 2024	-	-
Movement during the year (Refer note 18(c))	11,875,000	11,875.00
As at 31 March 2025	11,875,000	11,875.00
Total 31 March 2024	16,981,438	16,996.56
Total 31 March 2025	27,280,838	30,824.00

C. Other equity (Refer note 18)

Particulars	Equity component of compound financial statements	Reserve and Surplus					Total
		Securities premium	Amalgamation adjustment deficit account	Retained earnings	Share based payment reserve	Capital redemption reserve	
Opening balances as at 01 April 2023	2,095.12	55,436.17	-	(220.19)	271.41	-	52,582.52
Profit for the year	-	-	-	3,717.32	-	-	3,717.32
Other comprehensive income for the year (net of tax)	-	-	-	3.89	-	-	3.89
Total comprehensive income for the year	-	-	-	3,721.21	-	-	3,721.21
Impact on account of conversion of CDD (Refer notes 18 (f) and (g))	(2,095.12)	3,897.82	-	(84.42)	-	-	1,708.27
Buyback of equity shares (Refer note 18 (h))	-	(5,608.81)	-	-	-	20.53	(5,670.28)
Impact on account of conversion of Series A, B and C CCPSs (Refer note 18 (i))	-	117.34	-	-	-	-	117.34
Recognition of share based payment (net) (Refer note 19.1)	-	-	-	-	283.26	-	283.26
Impact on conversion of vested options (Refer note 19.1)	-	-	-	(59.76)	(47.49)	-	(107.25)
Transfer from share based payment reserve on exercise of stock option (Refer notes 19 (1) and 19.1)	-	645.80	-	-	(645.80)	-	-
Share issue expenses	-	(624.45)	-	-	-	-	(624.45)
Closing balance as at 31 March 2024	-	45,774.33	-	3,314.90	84.32	28.53	52,104.08
Profit for the year	-	-	-	3,755.72	-	-	3,755.72
Other comprehensive income for the year (net of tax)	-	-	-	(57.13)	-	-	(57.12)
Total comprehensive income for the year	-	-	-	3,698.59	-	-	3,698.59
Issue of equity shares (Refer note 18 (j))	-	9,982.50	-	-	-	-	9,982.50
Issue of CCPS Series I (Refer note 18 (k))	-	20,825.00	-	-	-	-	20,825.00
Recognition of share based payment (net) (Refer note 19.1)	-	-	-	-	173.32	-	173.32
Impact on account of business combination (Refer note 48.1)	-	-	(28,308.16)	(7,715.00)	-	-	(36,023.16)
Share issue expenses	-	(2,331.67)	-	-	-	-	(2,331.67)
Closing balance as at 31 March 2025	-	69,380.16	(28,308.16)	(886.51)	237.64	28.53	60,605.67

The accompanying notes form an integral part of the Consolidated Financial Statements

This is the Consolidated Statement of Changes in Equity referred to in our audit report of even date.

For Walker Chandick & Co LLP
Chartered Accountants
Firm Registration No. 301079X/6500013

Rakesh R. Agarwal
Partner
Membership No. 109832



Place: Mumbai
Date: 27 June 2025

For and on behalf of the Board of Directors of
LEAP India Private Limited

Suman Mathur
Chairperson, Managing Director and CEO
DIN: 01806309

Ravi Kuchan
Chief Financial Officer

Place: Mumbai
Date: 27 June 2025

Chirag Bapodia
Company Secretary
Membership No. 421579



LEAP India Private Limited

Notes to the consolidated financial statements as at and for the year ended 31 March 2025

(Amount in ₹ lakhs, except for share data, and if otherwise stated)

1. Corporate information

LEAP India Private Limited, ("the Holding Company" or "the Company" or "LIPL") (CIN: U74000MH2013PTC246166) incorporated in India on 3 July 2013 as a Private Limited Company, is primarily engaged in the business of pooling of resources for providing customised and best in class services to automotive sector and Fast-Moving Consumer Goods (FMCG) industry in the supply chain arena. The Holding Company provides pooled services to various customers, which increases the efficiency of the supply chain with reusable packaging solutions.

The registered office of the Holding Company is located at 14th Floor, Commerz, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai, Maharashtra, India, 400063.

The consolidated financial statements ("the financial statements") comprises the financial statements of the Holding Company and its subsidiary (the "Group") for the year ended 31 March 2025, were authorised for issue in accordance with the resolution of the Board of Directors on 27 June 2025.

2. Material accounting policy information :

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules as amended from time to time notified under the Companies (Accounting Standards) Rules, 2015. The Group has uniformly applied the accounting policies for all the periods presented in these financial statements.

The consolidated financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the consolidated financial statements have been prepared on historical cost convention except for certain financial assets and financial liabilities which are measured at fair values and employee benefit plans which are measured using actuarial valuation as explained in relevant accounting policy, on accrual basis of accounting.

The consolidated statement of cash flow has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

2.2 Principles of consolidation

The subsidiary is the entity over which the Group exercises control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. It is deconsolidated from the date that control ceases.

The Consolidated Financial Statements have been prepared on the following basis:

- a) The financial statements of the Holding Company and the subsidiary have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealized profits or unrealized cash losses.
- b) The financial statements of the subsidiary used for the purpose of consolidation is drawn up to the same reporting date as of the Group.
- c) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.

2.3 Operating cycle for current and non-current classification

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Group as per the guidance set out in Schedule II to the Companies Act, 2013. An asset is treated as current when it is:

- Expected to be realised or consumed in normal operating cycle
 - Held primarily for the purpose of trading
 - Expected to be realised within twelve months after the reporting period, or
 - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

Liability is current when:

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

Operating cycle for the business activities of the Group is based on the nature of products and the time between the acquisition of assets for sale and their realisation in cash and cash equivalents. The Group has ascertained its operating cycle as upto twelve months for the purpose of current and non-current classification of assets and liabilities.



2.4 Fair value measurement

The Group measures financial instruments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

2.5 Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and impairment losses, if any. Cost of acquisition comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure relating to Property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other expenses on existing plant, property and equipment including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Expenses relating to major repairs which result in increase of life of the asset are capitalised.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use. Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.6 Capital work-in-progress

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

2.7 Intangible assets

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be reliably measured.

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. The amortisation expense on intangible assets with finite life is recognised in the Statement of Profit and Loss under the head 'Depreciation and amortisation expense'. An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.



LEAP India Private Limited

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(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Expenditure on development eligible for capitalization are carried out as intangible assets under development where such assets are not ready for their intended use.

Intangible assets under development (IUD) comprises of direct cost, related incidental expenses and attributable borrowing cost, if any, on intangible assets which are not ready for their intended use. IUD usually pertain to a product development project which has reached a defined milestone according to an established project management model and its technological and economic feasibility is viable. Expenditure on research activities is recognised in statement of profit and loss as incurred.

2.8 Depreciation and amortization

Depreciation is provided for property, plant and equipment so as to expense the cost less residual value over their estimated useful lives on a straight-line method. Intangible assets are amortised from the date they are available for use, over their estimated useful lives.

The residual values in respect of pallets, foldable large containers & crates and utility boxes based on management estimate and technical evaluation is as follows:

- Pallets: 25%
- Foldable large containers & crates: 15-25%
- Utility boxes: 25%

The estimated useful lives are as mentioned below:

Class of asset	Useful life estimated by Management (years)
Forklifts and attachments	3 to 10
Batteries	5 to 10
Computer and IT equipment	3
Furniture & fixtures	5 to 10
Motor vehicles	5 to 10
Building	20 to 60
Plant and other Equipments	3 to 20
Office equipments	5
Computer software	3 to 5
Trademarks	3
Customer Relationship	10 to 15
Wooden pallets	15
Containers (FLC's and crates)	3 to 7
Other than wooden pallets	3 to 7
Utility boxes	3 to 7
Other pooling assets	3 to 15
Leasehold improvement	3 to 5

Schedule III to the Companies Act, 2013 prescribes useful lives for property, plant and equipment and allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements. The management believes that the depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment.

Depreciation/ amortisation on property plant and equipment has been provided on the straight-line method as per the useful life assessed based on technical advice, taking into account the nature of the asset, the estimated use of the asset on the basis of management's best estimation of getting economic benefits from that class of assets.

The Group uses its external technical expertise along with historical and industry trends for arriving at the economic life of an asset. The estimated useful life and residual values are reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Depreciation on additions is provided on a pro-rata basis, from the date on which asset is ready to use.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are accounted in the Statement of Profit and Loss under other income or other expenses.



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(Amount in ₹ lakhs, except for share data, and if otherwise stated)

2.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

In the case of financial assets, not recorded at fair value through profit or loss (FVTPL), financial assets other than trade receivable, are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

i. Financial assets measured at amortised cost

A financial asset is subsequently measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii. Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. The Group has classified its investments in mutual funds as Investments at FVTPL.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received, and receivable is recognised in the Statement of Profit and Loss.

Impairment of financial assets

The Group applies expected credit loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost.

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

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

As a practical expedient, the Group 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.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expenses in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss.

Equity instruments and financial liabilities

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into 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 the Group after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

Financial liabilitiesInitial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

Subsequent measurement

All financial liabilities except derivatives are subsequently measured at amortised cost using the effective interest rate method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Compound financial instruments

Convertible instruments are separated into liability and equity components based on the terms of the contract. On issuance of the said instruments, the liability component is arrived by discounting the gross sum (including redemption premium, if any) at a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised as equity component of compound financial instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently re-measured.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

Equity investment in subsidiaries

Investment in subsidiaries are carried at cost in the separate financial statements as permitted under Ind AS 27 "Separate Financial Statements".

2.10 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group has generally concluded that it is the principal in its revenue arrangements. Revenue and trade receivables are recorded at their transaction price on initial recognition, which is the consideration, adjusted for discounts and other credits, if any, as specified in the contract with customers. The revenue is recognized as a net of Goods and Service Tax (if any).

Sale of goods

Revenue from the sale of the Group's core products pallets is recognised when delivery has taken place and control of the goods has been transferred to the customer, and when there are no longer any unfulfilled obligations. The customer obtains control of the goods when the significant risks and rewards of products sold are transferred to the customer, and the Group has the present right to payment, all of which occurs at the point the goods are delivered to and accepted by the customer, according to the specific delivery terms that have been agreed with the customer.

Rendering of services

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations. Revenue from property, plant and equipment given on lease to customers is recognised on per day rent, based on the terms of the agreement. Revenue from the sale of goods is recognised when control of the goods or services are transferred to the customer, usually on delivery of the goods.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Other income is recognised as and when due or received, whichever is earlier.



LEAP India Private Limited

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(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Dividend income

Dividend income is recognised at the time when the right to receive is established by the reporting date. When the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

Unbilled revenue

Unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms and is accordingly classified under 'Trade Receivables'. Unearned ("contract liability") is recognised when there are billings in excess of revenues.

2.11 Employee benefits

Short term employee benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

Defined contribution plan

Contributions to defined contribution schemes such as provident fund and employees' state insurance (ESIC) are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees' provident fund contribution is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Group has no further obligations beyond the monthly contributions.

Defined benefit plan

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in the Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the Statement of Profit and Loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Leave entitlement and compensated balances

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on an actuarial valuation, similar to that of gratuity benefit. However, as the Company does not have an unconditional right to defer settlement for these obligations, the above liabilities are presented as current. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the statement of profit and loss in the period in which they occur.

2.12 Borrowing cost

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are charged to the Statement of Profit and Loss in the period in which it is accrued. Any ancillary cost incurred in connection with the arrangement of borrowings are amortised over the period of such borrowings.

2.13 Inventories

Inventory of traded goods, consumables and stores and spares are valued at lower of cost or net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.



2.14 Leases

The Group's lease asset classes primarily consist of leases for buildings (warehouse and office premises) and equipment. The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee:

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Group accounts for each separate lease component of a contract and any associated non-lease components as a single lease component by allocating all of contract consideration to the lease component.

i) Right-of-use assets

At the commencement date, the right of use assets is measured at cost. The cost includes an amount equal to the lease liabilities plus adjusted for the amount of prepaid or accrued lease payments. After the commencement date, the right of use assets is measured in accordance with the accounting policy for property, plant and equipment i.e. right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the period of the lease term. In addition, the carrying amount of Right-of-use assets is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessments to purchase the underlying asset.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessments to purchase the underlying asset.

iii) Lease term

At the commencement date, the Group determines the lease term which represents non-cancellable period of initial lease for which the asset is expected to be used, together with the periods covered by an option to extend or terminate the lease, if the Group is reasonably certain at the commencement date to exercise the extension or termination option.

In event of termination of lease, the remaining lease liability and the unamortised value of the right of use asset are charged to the Statement of Profit and Loss.

iv) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term or another systematic basis which is more representative of the pattern of use of underlying asset.

Group as a lessor:

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the Statement of Profit and Loss on rendering of the service related to the hire of pallets and foldable large containers as per the agreement with customers. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

2.15 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss (excluding OCI) for the year attributable to equity shareholders of the Holding Company by the weighted average number of equity shares and compulsory convertible preference shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, share split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit (loss) for the year as adjusted for dividend, interest and other changes to expense and income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the year, unless they have been issued at a later date.



2.16 Taxes**Current tax**

Current tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the period. Current and deferred taxes are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date.

Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.17 Impairment of non-financial assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

2.18 Provisions

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects 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. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

2.19 Contingent liabilities, contingent assets and capital commitments

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

The Group exercises judgement in determining if a particular matter is possible, probable or remote. The Group exercises judgement in measuring and recognizing provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement.

Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

Capital commitments are future liabilities for contractual expenditure, classified and disclosed as estimated amount of contracts remaining to be executed on capital account and not provided for.



2.20 Share issue expenses

Share issue expenses are charged off against available balance in the securities premium reserve.

2.21 Business combination

Business combinations, other than common control business combinations, are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed and equity instruments issued at the date of exchange by the Group. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expensed as incurred. The cost of an acquisition also includes the fair value of any contingent consideration measured as at the date of acquisition. Any subsequent changes to the fair value of contingent consideration classified as liabilities, other than measurement period adjustments, are recognised in the Statement of Profit and Loss. Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than the carrying amount.

Common Control business combinations, i.e. business combinations involving entities or businesses under common control, are accounted for using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts. The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. The surplus, if any, arising from the business combination, between the carrying value of assets, liabilities and reserves recognized over the carrying value of the investments in the equity shares of the transferor appearing in the books of the transferee, shall be credited to capital reserve in the books of accounts of the transferee and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes. In case of a deficit, as computed above, it shall be adjusted against the existing capital or revenue reserves of the transferee, in that order, and unadjusted remaining amount, if any, shall be recorded separately as 'amalgamation adjustment deficit account' under 'Other Equity'.

2.22 Goodwill impairment

Goodwill on acquisitions of subsidiaries is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

Goodwill is tested for impairment, relying on a number of factors including operating results, business plans and future cash flows. Calculating the future net cash flows expected to be generated to determine if impairment exists and to calculate impairment involves significant assumptions, estimation and judgement. The estimated cash flows are prepared using internal forecasts.

2.23 These consolidated financial statements have been prepared in accordance with amended Schedule III to the Companies Act 2013.

Other accounting policy information

2.24 Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Non-monetary items which are measured in terms of historical cost denominated in a foreign currency are translated using the exchange rate at the date of the transaction, and non-monetary items which are carried at fair value denominated in a foreign currency are translated using the exchange rates that existed when the values were determined.

(iii) Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss except to the extent it treated as an adjustment to borrowing costs.

2.25 Cash and cash equivalents

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value, cheques on hand and balances with banks. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.



2.26 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating results of the whole Group as one segment since the Group's business operations falls within a single operating segment of pooling (for hire), trading of pallets and crates and services related thereto. Accordingly, the Group operation is a single segment in terms of its products. Thus, as defined in Ind AS 108 "Operating Segments", the Group's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

2.27 Assets held for sale

The Group classifies assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Such assets or group of assets / liabilities are presented separately in the Balance Sheet, in the line "Assets held for sale" and "Liabilities held for sale" respectively. Once classified as held for sale, intangible assets and PPE are no longer amortised or depreciated. Such assets or disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

2.28 New Standards, Interpretations and Amendments Adopted by the Group

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 31 March 2025, MCA has notified amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, which is applicable to the Group w.e.f. 1st April, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it is not likely to have any significant impact in its financial statements.

Further, MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI. The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Group's financial statements.

2.29 New Standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Group

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. MCA, via notification dated 7 May 2025, announced amendments to the Companies (Indian Accounting Standards) Rules, 2015. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2025. These changes are made under the Companies Act, 2013, in consultation with the National Financial Reporting Authority. These amendments are not expected to have a material impact on the Group or future reporting periods and on foreseeable future transactions.

Amendment to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates– The key amendments include definition of whether a currency is exchangeable, and the process by which an entity should assess this exchangeability, provide guidance on estimation of spot exchange rate in cases where currency is not exchangeable and additional disclosure requirements.

2.30 Group companies considered for consolidation

Name of the entity	% Holding	Relationship
Taron Material Handling Equipments Private Limited	100%	Subsidiary

2(a) Critical estimates and judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.



- **Revenue recognition** Refer note 2.10

- **Useful life of property, plant and equipment and intangible assets**

Property, plant and equipment and intangible assets represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each reporting date.

- **Deferred tax assets**

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

- **Defined benefit obligations and compensated absences**

The cost and present value of the gratuity obligation and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

- **Leases**

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease required significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group revises the lease term if there is a change in non-cancellable period of a lease.

- **Provisions, contingent liabilities, contingent assets and capital commitments**

Provisions are recognised when the Group has a present (legal or constructive) obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

Capital commitments are future liabilities for contractual expenditure, classified and disclosed as estimated amount of contracts remaining to be executed on capital account and not provided for.

- **Impairment of non-financial assets:**

Impairment exists when the carrying value of an asset or class of assets exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. There is significant estimation uncertainty in determining recoverable value. Recoverable value is taken as higher of value in use and fair value less costs to sell.

- **Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- **Employees stock option plan:**

The Group recognizes expense relating to share-based payment in net profit using fair value in accordance with Ind AS 102-Share Based Payment. The grant date fair value of options granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. Equity settled share-based compensation benefits are provided to employees under the employee stock option schemes/plans. The fair value of options granted under such schemes/plans is recognised as an employee benefits expense with a corresponding increase in equity as "Share options outstanding account". The total amount to be recognised is determined by reference to the fair value of the options granted - including any market performance conditions (e.g., the entity's share price)

- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and an employee of the entity continuing over a specified time period) and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to hold shares for a specific period of time).



LEAP India Private Limited

Notes to the consolidated financial statements as at and for the year ended 31 March 2025

(Amount in ₹ lakhs, except for share data, and if otherwise stated)

The total expenses are amortised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service and non-market performance vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated Statement of Profit and Loss, with a corresponding adjustment to equity. In case vested options are forfeited / expires unexercised, the related balance standing to the credit of the "Share options outstanding account" is transferred to "Retained earnings".

• **Business combination and intangible assets:**

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by valuation experts.

• **Goodwill impairment**

The Group estimates the value in use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and anticipated future economic and regulatory conditions. Goodwill is tested for impairment, relying on a number of factors including operating results, business plans and future cash flows. Calculating the future net cash flows expected to be generated to determine if impairment exists and to calculate impairment involves significant assumptions, estimation and judgement. The estimated cash flows are prepared using internal forecasts.



LEAP India Private Limited
Notes to the consolidated financial statements as at and for the year ended 31 March 2025
(Amount in ₹ lakhs, except where stated, and if otherwise stated)

2. (a) Property, plant and equipment

Particulars	Buildings	Refits	Furniture	Computer and IT equipment	Other pooling assets	Furniture and fixtures	Plant and other equipment	Leasehold improvement	Motor vehicles	Office equipment	Total
Gross Block											
Balance as at 1 April 2023	327.93	86,676.22	6,326.22	186.46	6,338.75	290.83	353.15	244.57	34.03	2.42	94,632.40
Additions	31.00	16,692.21	3,021.39	58.66	4,018.78	61.88	110.26	6.06	-	18.67	27,887.57
Disposals / deletions	-	(2,136.67)	(138.97)	-	(1,340.67)	(5.21)	(17.71)	-	-	(0.17)	(3,754.07)
Impairment of assets (Refer note 4 below)	-	(2,770.60)	-	-	(582.73)	-	-	-	-	-	(3,353.41)
Balance as at 31 March 2024	358.93	94,460.00	9,188.64	245.12	8,415.89	347.51	445.47	250.63	34.03	15.92	115,052.38
Additions	-	31,159.99	3,450.27	136.66	2,032.84	72.36	274.85	516.71	16.96	20.67	37,865.73
Disposals / deletions	-	(5,712.60)	-	(75.02)	(1,591.22)	(43.96)	(78.64)	(244.18)	(4.27)	-	(6,694.26)
Transferred to assets held for sale (Refer note 5 below)	(157.00)	-	-	-	-	-	-	-	-	-	(157.00)
Impairment of assets (Refer note 4 below)	-	(3,527.70)	-	-	-	-	-	-	-	-	(3,527.70)
Balance as at 31 March 2025	-	111,239.12	11,667.59	502.92	10,466.31	345.17	515.09	680.76	36.71	41.59	127,959.55
Accumulated depreciation											
Balance as at 1 April 2023	1.93	10,040.56	248.43	104.70	2,940.71	66.60	186.37	160.26	13.65	8.27	13,833.83
Depreciation charge for the year	4.85	4,054.78	400.10	66.23	757.51	14.36	80.60	98.35	1.03	2.00	9,331.84
Reversal on disposal of assets	-	(880.08)	(121.70)	(4.42)	(707.26)	(2.65)	(15.50)	-	-	(0.16)	(1,545.66)
Reversal on impairment of assets (Refer note 4 below)	-	(764.50)	-	-	(262.23)	-	-	-	-	-	(1,026.73)
Balance as at 31 March 2024	6.78	13,210.76	526.83	166.51	2,633.83	80.30	250.44	217.71	14.69	2.13	17,549.68
Depreciation charge for the year	4.77	5,263.40	541.54	79.00	1,220.07	55.80	102.61	55.34	1.00	2.23	9,102.35
Reversal on disposal of assets	-	(961.66)	(762.77)	(74.83)	(1,155.48)	(43.00)	(77.90)	(204.61)	(3.58)	-	(3,294.79)
Transferred to assets held for sale (Refer note 5 below)	(11.67)	-	-	-	-	-	-	-	-	-	(11.67)
Reversal on impairment of assets (Refer note 4 below)	-	(884.74)	-	-	-	-	-	-	-	-	(884.74)
Balance as at 31 March 2025	-	16,428.50	1,305.60	170.68	2,708.42	93.10	275.15	268.44	12.11	4.36	20,829.61
Net Book											
Balance as at 31 March 2024	356.93	81,411.22	8,661.81	94.70	5,782.06	267.21	195.03	232.92	19.34	13.79	97,002.70
Balance as at 31 March 2025	-	94,810.62	10,361.99	166.24	7,857.89	251.87	239.94	412.32	24.60	37.23	105,955.96

Note (i) : Refer notes 22 and 22.1 for information on property, plant and equipment pledged as security against borrowings of the Group.

Note (ii) : Refer note 28(a) for disclosure of contractual commitment for acquisition of property, plant and equipment.

Note (iii) : During the year, the Group has impaired certain pooling assets and other pooling assets are expected from its use or disposal.

Note (iv) : The assets of immovable properties

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether this deed holder is a promoter, director or relative of promoter/director or employee of the Group	Reason for not being held in the name of the Group
Buildings	357.93	LEAP India Private Limited	No	Transferred as result of merger order dated 28 May 2024 by The Honorable National Company Law Tribunal (NCLT), wherein the title deeds are in the name of the transferee.

Note (v) : During the current year, the building amounting to ₹ 246.32 lakhs (net of depreciation ₹ 21.34 lakhs) has been classified as Assets held for sale as its carrying amount will be recovered principally through a sale transaction rather than through continuing use.



LEAP India Private Limited

Notes to the consolidated financial statements as at and for the year ended 31 March 2025
(Amount in ₹ lakhs, except for share data, and if otherwise stated)

3 (b) Capital work-in-progress

	As at 31 March 2025	As at 31 March 2024
Opening balance	146.03	4.93
Add: Additions during the year	18.49	146.03
Less: Capitalisations during the year	(146.03)	(4.93)
Closing balance	18.49	146.03

Ageing of capital work-in-progress

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Balance as at 1 April 2023	4.93	-	-	-	4.93
Project in progress	146.03	-	-	-	146.03
Projects temporarily suspended	-	-	-	-	-
Balance as at 31 March 2024	146.03	-	-	-	146.03
Project in progress	18.49	-	-	-	18.49
Projects temporarily suspended	-	-	-	-	-
Balance as at 31 March 2025	18.49	-	-	-	18.49

As at 31 March 2025 and 31 March 2024, there were no projects, the completion of which was overdue or exceeded cost compared to original plan.

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4 Goodwill

Particulars	As at 31 March 2025	As at 31 March 2024
Carrying value at the beginning of the year	4,182.36	4,182.36
Carrying value at the end of the year	4,182.36	4,182.36
Goodwill has been allocated in the following CGUs:		
Renting of Forklift business	4,182.36	4,182.36

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Cash Generating Units (CGU), which benefit from the synergies of the acquisition. The chief operating decision maker reviews the goodwill for any impairment at the CGU's level.

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use, both of which are calculated by the Group using a discounted cash flow analysis. These calculations use pre tax cash flow projections over a period of ten years, based on financial budgets approved by the management, considering various factors such as growth trends, growth and margin projections, terminal growth rates and useful life of forklifts. For calculation of the recoverable amount, the Group has used the following rates.

Particulars	As at 31 March 2025	As at 31 March 2024
Renting of forklift business		
- Growth rate	5% - 15%	8.40%
- Discount rate	12.80%	18.80%

The above discount rate is based on the weighted average cost of capital of the subsidiary of the Group. These estimates are likely to differ from future actual results of operations and cash flows.

An analysis of sensitivity of the computation to a change in key parameters (operating margins and discount rate) based on reasonably probable assumptions, did not identify any probable scenario in which recoverable amount of the CGU would decrease below its carrying amount.

As at 31 March 2025 and 31 March 2024, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered.



5 Intangible assets

Particulars	Computer software	Registered trademarks	Customer relationship	Total
Gross block				
Balance as at 1 April 2023	185.83	1.43	1,137.80	1,319.06
Additions	47.36	1.19	-	48.55
Disposals	-	-	-	-
Balance as at 31 March 2024	227.89	2.62	1,137.80	1,367.61
Additions	52.59	-	-	52.59
Disposals	(1.07)	-	-	(1.07)
Additions on account of business combination (Refer note 49.1)	2.00	-	16,109.00	16,111.00
Balance as at 31 March 2025	281.51	2.62	17,246.80	17,530.13
Accumulated amortisation				
Balance as at 1 April 2023	101.73	0.07	7.88	109.68
Amortisation charge	38.97	0.36	75.80	115.13
Reversal on disposals	-	-	-	-
Balance as at 31 March 2024	140.70	0.43	83.68	224.81
Amortisation charge	50.83	0.33	442.11	493.27
Reversal on disposals	(1.07)	-	-	(1.07)
Additions on account of business combination (Refer note 49.1)	2.00	-	-	2.00
Balance as at 31 March 2025	192.46	0.76	525.79	719.01
Net block				
Balance as at 31 March 2024	87.29	2.19	1,054.12	1,142.79
Balance as at 31 March 2025	89.05	1.86	16,721.01	16,811.11

Note (i): Refer note 20 for information on computer software pledged as security against borrowings of the Group.



8. Intangible assets under development

Opening balance
Add: Additions during the year
Less: Capitalisation during the year
Closing balance

	As at 31 March 2025	As at 31 March 2024
	-	6.83
	522.83	-
	-	(6.83)
	522.83	-

Ageing of intangible assets under development

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Balance as at 1 April 2023	6.83	-	-	-	6.83
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
Balance as at 31 March 2024	-	-	-	-	-
Project in progress	522.83	-	-	-	522.83
Project temporarily suspended	-	-	-	-	-
Balance as at 31 March 2025	522.83	-	-	-	522.83

As at 31 March 2025 and 31 March 2024, there were no projects, the completion of which was overdue or exceeded cost compared to original plan.



Particulars	As at 31 March 2025	As at 31 March 2024
7. Other financial assets		
Non-current		
Deposits with banks having maturity period of more than twelve months	90.25	671.10
Margin money deposits*	47.62	-
Security deposits	222.95	268.57
Total	360.82	939.67
Current		
Security deposits	232.89	42.30
Deposits with banks	115.47	492.37
Insurance claims receivable	67.34	34.43
Other receivable	22.86	-
Total	438.56	569.10

* Held as per agreement to ₹ 94.77 lakhs (including interest) (31 March 2024 - ₹ 285.05 lakhs) against credit facilities including bank guarantees.

* Held with banks as deposits in line with bank authorities.

† Held as per agreement to ₹ 13.31 lakhs (including interest) (31 March 2024 - ₹ 448.38 lakhs) against credit facilities including bank guarantees.

8. Non-current tax assets (net)	2,682.58	514.20
Advance income tax (net)	2,682.58	514.20
Total	2,682.58	514.20

9. The following table provides the details of income tax assets and liabilities:

a) Income tax assets	2,682.58	514.20
b) Income tax liabilities	-	(1.85)
Net income tax assets	2,682.58	514.20
Classified as:		
Income tax assets	2,682.58	514.20

10. The gross movement in the income tax assets (net):

Net income tax assets at the beginning	514.20	261.88
Provisions on account of income tax computation errors (note 43.1)	2,016.72	-
Provision for income tax due in the year	(8.34)	(1.25)
Tax adjustment for earlier years	(83.89)	-
Income tax paid	514.29	201.44
Refund received	(528.41)	(608.27)
Net income tax assets at the end	2,682.58	514.20

11. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit / (loss) before income taxes is as follows:

	Year ended 31 March 2025	Year ended 31 March 2024
Current tax		
- Changes in estimates related to prior years	35.32	1.35
Total current tax expense	35.32	1.35
Deferred tax		
- Deferred tax charge	1,250.01	351.44
Net deferred tax expense	1,250.01	351.44
Total income tax expense	1,440.33	352.79
Profit before income tax	5,295.58	4,479.81
Basic income tax rate (as per Income Tax Act, 1961)	22.17%	12.49%
Surcharge	18.17%	18.69%
Health and education cess	4.21%	4.69%
Effective income tax rate	25.17%	15.17%
Computed expected tax expense/(credit)	1,325.36	1,175.80
Effect of expenses allowed for the purpose	(15.24)	(83.89)
Effect of expenses not allowed for the purpose	14.40	13.12
Reversal of income tax provision	37.26	-
Effect of provision of tax in earlier years	85.43	-
Losses on which deferred tax was not created	-	(182.58)
Items subject to tax at special rate	(2.11)	(2.22)
Others	18.37	2.52
Income tax expense charged to the Consolidated Statement of Profit and Loss	1,440.33	352.79

12. Movement in deferred tax assets/(Liabilities)

Particulars	As at 01 April 2023	(Change)/ credited to profit and loss	(Change)/ credited to other comprehensive income	As at 31 March 2024
Unabsorbed depreciation and brought forward losses	4,458.31	(121.55)	-	4,336.76
Provision for employee benefits	157.44	(12.51)	(1.33)	143.60
Provision for expected credit loss	232.33	82.84	-	315.17
Provision for expected credit loss	-	(41.67)	-	(41.67)
Temporary differences between right-of-use assets and lease liabilities	43.25	40.15	-	83.40
Temporary differences on intangible and intangible assets, depreciation and amortization	(8,128.33)	(874.83)	-	(9,003.16)
Temporary differences on intangible and intangible assets, depreciation and amortization	(20.80)	(25.79)	-	(46.59)
Provision for employee benefits	(285.18)	21.08	-	(264.10)
Others	(88.44)	(851.44)	(1.22)	(1,740.10)
Total	(8,064.68)	(851.44)	(1.22)	(8,917.34)

Particulars	As at 31 March 2024	(Change)/ credited to profit and loss	(Change)/ credited to other comprehensive income	Additional on account of tax loss carryforward (Rate rate 45%)	As at 31 March 2025
Unabsorbed depreciation and brought forward losses	4,336.76	(122.05)	-	-	4,214.71
Provision for employee benefits	143.60	(10.39)	(0.21)	(5.88)	127.12
Provision for expected credit loss	315.17	(13.31)	-	832.00	1,134.06
Provision for expected credit loss	(41.67)	10.89	-	-	(30.78)
Temporary differences between right-of-use assets and lease liabilities	83.40	(12.53)	-	(194.08)	(123.21)
Temporary differences on intangible and intangible assets, depreciation and amortization	(9,003.16)	(1,105.83)	-	5.88	(10,103.11)
Temporary differences on intangible and intangible assets, depreciation and amortization	(46.59)	(112.83)	-	-	(159.42)
Temporary differences between intangible assets and lease liabilities	-	12.90	-	172.08	184.98
Provision for employee benefits	(264.10)	25.33	-	142.08	(100.69)
Provision for employee benefits	(264.10)	111.27	-	(1,254.31)	(1,407.14)
Total	(4,214.71)	(1,254.31)	59.88	(1,254.31)	(5,663.45)



	As at 31 March 2025	As at 31 March 2024
8 Other non-current assets		
Unsecured, considered good		
Cap-M Advances	1,170.31	915.08
Prepaid expenses	-	18.05
Receivables from government authorities	-	10.95
Total	1,170.31	1,024.08
10 Inventories		
Stock-in-trade (trading goods) - At cost or net realisable value, whichever is lower	117.72	0.35
Patents and intangibles		
Consumables, stores and spares		
Lumbers	1,267.88	1,135.89
Consumables - others	1,468.65	240.41
Less: Provisioned consumables, stores and spares (Refer note 10.1 below)	(862.58)	-
Total	2,323.72	1,476.65

10.1 The movement of the provisioned consumables, stores and spares is as below:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	-	-
Changes in loss allowances		
Additions		
Reversals (Refer note 27(c))	(101.32)	-
On account of business combination (Refer note 43.1)	364.00	-
Balance at the end of the year	462.68	-

11 Investments (Current)

Investments in mutual funds measured at fair value through profit and loss	18,143.81	5,180.02
Investments in debt securities and bonds measured at fair value through profit and loss	-	33.89
Total	18,143.81	5,213.91
Other disclosures for current investments:		
- Aggregate amount of quoted investments	-	-
- Aggregate market value of quoted investments	-	-
- Aggregate amount of unquoted investments	18,143.81	5,213.91
- Aggregate amount of long-term investments	-	-

11.1 Refer note 42 for price risk.

11.2 During the year, the Group has pledged its investments in debt securities as a part of the financing agreement for facilities amounting to INR (31 March 2024: ₹ 5,180.02 Lakhs).

12 Trade receivables:

Trade receivables	22,821.41	18,415.35
Less: Allowance for expected credit loss	(3,895.44)	(1,852.82)
Total	18,925.97	16,562.53
12.1 Break-up of security details		
Trade receivables considered good - unsecured	22,821.41	18,415.35
Trade receivables - credit impaired - unsecured	912.04	725.73
Total	22,821.41	19,141.08
Less: Allowance for expected credit loss	(3,895.44)	(1,852.82)
Total	18,925.97	17,288.26

12.2 Aging of Trade receivables

Outstanding for the following periods from the due date of payment								
As at 31 March 2025	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Unbilled trade receivables - considered good	673.44	9,578.27	7,825.89	1,813.81	1,833.99	275.31	171.54	22,093.35
Unbilled trade receivables - credit impaired	-	-	-	-	-	-	-	-
Unbilled trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	14.38	14.47	30.43	118.53	118.57	514.71	912.04
Gross balance	673.44	9,592.65	7,840.36	1,844.24	1,952.52	393.88	686.25	22,983.31
Expected loss rate	-	-0.33%	-0.75%	-0.49%	-0.71%	-100.00%	-100.00%	-13.12%
Less: Allowance for expected credit loss	-	(31.80)	(58.83)	(125.77)	(1,384.33)	(398.35)	(514.71)	(3,069.41)
Net balance	673.44	9,560.85	7,781.53	1,718.47	568.19	-	-	19,913.90

Outstanding for the following periods from the due date of payment								
As at 31 March 2024	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Unbilled trade receivables - considered good	1,040.29	5,435.18	4,721.54	1,204.77	11.18	58.33	10.29	14,181.58
Unbilled trade receivables - credit impaired	-	-	-	-	-	-	-	-
Unbilled trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	2.38	71.43	13.46	85.40	362.67	722.67	729.78
Gross balance	1,040.29	5,437.56	4,792.97	1,218.23	96.58	420.93	732.96	14,915.53
Expected loss rate	-	-0.24%	-1.83%	-1.83%	-100.00%	-100.00%	-100.00%	-6.89%
Less: Allowance for expected credit loss	-	(12.59)	(114.29)	(200.30)	(95.52)	(420.93)	(732.96)	(1,576.69)
Net balance	1,040.29	5,424.97	4,678.68	1,017.93	-	-	-	13,338.84

12.3 Movement in unbilled receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	1,040.29	993.93
Less: Billed during the year	(1,040.29)	(350.16)
Add: Increase recognised during the year	573.44	993.93
Balance as at end of the year	573.44	637.70



	As at 31 March 2023	As at 31 March 2024
13. Cash and cash equivalents		
Balances with banks		
- Current accounts	424.13	851.41
- Deposits with original maturity of less than three months*	2,625.22	-
Total	3,049.35	851.41
Note: There are no restriction/covenants with regard to cash and cash equivalents as at the end of the reporting period and prior periods.		
* Held as per amounting to ₹ 1,202.08 lakhs (including interest) (31 March 2023: Nil) against credit facilities		
14. Bank balances, other than cash and cash equivalents, above		
Deposits with original maturity of more than three months but less than twelve months*	28.71	34.66
Total	28.71	34.66
* Held as per amounting to ₹ 72.87 lakhs (including interest) (31 March 2024: ₹ 9.31 lakhs against credit facilities)		
15. Loans (interest)		
(Unsecured, considered good, unless otherwise stated)		
Loans		
- employees	2.15	17.19
Total	2.15	17.19
15.4 Break-up of security details		
Loans considered good - unsecured	-	-
Loans considered good - secured	2.15	17.19
Loans which have significant increase in credit risk	-	-
Loans - credit impaired - unsecured	-	-
Total	2.15	17.19
16. Other current assets		
Unsecured, considered good		
Advances to suppliers	102.04	137.07
Prepaid expenses	30.30	61.39
Advances to employees	192.20	24.88
Balance with government authorities	2,359.61	8,118.33
Total	2,684.15	8,341.67
17. Assets held for sale		
Building*	246.32	-
Total	246.32	-
* The disposable assets were stated at lower of fair value less costs to sell or carrying value		
Statement of assets held for sale		
Opening balance	-	-
Add: Additions	246.32	-
Less: Disposal	-	-
Closing balance	246.32	-

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18 Equity share capital

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised share capital				
Equity shares of ₹ 1 each	6,201,440,000	62,014.40	131,440,000	1,314.40
0.0001% Preference Shares of ₹ 1,000 each	423,091	4,230.91	423,091	4,230.91
0.0001% Preference Shares of ₹ 1 each	1,157,171	11.57	1,157,171	11.57
0.001% Preference Shares of ₹ 100 each (Refer notes 18 (b) and (c))	18,000,000	1,800.00	18,000,000	1,800.00
Total	6,411,020,332	69,056.82	149,020,272	28,556.87

8 The authorised equity share capital of the Holding Company has been increased by the authorised equity share capital of CHOP India Private Limited (CHPI), i.e. 6,200,000,000 shares of ₹ 1 each amounting to ₹ 62,000.00 lakhs, in accordance with the Scheme of Merger which has been approved by the Regional Director vide order dated 17 April 2025 (Refer note 48.1).

(b) Issued, subscribed and fully paid up

Equity share capital				
Equity Shares of ₹ 1 each	39,183,574	391.83	27,278,016	272.78
	39,183,574	391.83	27,278,016	272.78

Investments, ordinary equity in nature

Preference share capital				
0.0001% Series A CCPS of ₹ 1,000 each	37,750	377.50	37,750	377.50
0.0001% Series A1 CCPS of ₹ 1,000 each	32,047	320.47	32,047	320.47
0.0001% Series B CCPS of ₹ 1,000 each	94,639	946.39	94,639	946.39
0.0001% Series C CCPS of ₹ 1,000 each	17,889	178.89	17,889	178.89
0.0001% Series C1 CCPS of ₹ 1,000 each	24,790	247.90	24,790	247.90
0.0001% Series C2 CCPS of ₹ 1,000 each	15,342	153.42	15,342	153.42
0.0001% Series D CCPS of ₹ 1,000 each	15,090	150.90	15,090	150.90
0.0001% Series E CCPS of ₹ 1,000 each	4,605	46.05	4,605	46.05
0.0001% Series F CCPS of ₹ 1,000 each	88,603	886.03	88,603	886.03
0.0001% Series F1 CCPS of ₹ 1,000 each	3,355	33.55	3,355	33.55
0.0001% Series G CCPS of ₹ 1 each	-	-	1,196,488	11.96
0.001% Series H CCPS of ₹ 100 each	15,800,000	1,580.00	15,800,000	1,580.00
0.001% Series I CCPS of ₹ 100 each	11,875,000	1,187.50	-	-
	37,919,543	3,802.40	16,561,438	1,656.96

(c) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2025		As at 31 March 2024	
	For other	Amount	Number	Amount
Equity shares				
Balance as at the beginning of the year	27,278,016	272.78	20,737,880	207.38
Add: Conversion of Series G CCPS (Refer note 18 (g))	1,153,498	11.53	-	-
Add: Issue of newly fully paid up equity shares (Refer note 18 (h))	1,750,000	17.50	-	-
Add: Equity shares issued in exercise of Employee stock option plan (Refer note 18 (i))	-	-	870,815	8.71
Add: Conversion of Series A, A1 and C CCPS (Refer note 18 (j))	-	-	2,943,600	29.44
Add: Conversion of 13% Compulsorily Convertible Debentures (Refer note 18 (k))	-	-	4,284,500	42.84
Add: Conversion of 0.0001% Compulsorily Convertible Debentures into equity shares (Refer note 18 (l))	-	-	1,115,000	11.15
Less: Buyback of equity shares (Refer note 18 (m))	-	-	(3,857,508)	(38.58)
Balance at the end of the year	39,183,574	391.83	27,278,016	272.78

(d) Reconciliation of preference shares outstanding at the beginning and at the end of the year

0.0001% Series A CCPS				
Balance at the beginning of the year	37,750	377.50	37,750	377.50
Add: Issued during the year	-	-	-	-
Balance at the end of the year	37,750	377.50	37,750	377.50
0.0001% Series A1 CCPS				
Balance at the beginning of the year	32,047	320.47	32,047	320.47
Add: Issued during the year	-	-	-	-
Balance at the end of the year	32,047	320.47	32,047	320.47
0.0001% Series B CCPS				
Balance at the beginning of the year	94,639	946.39	94,639	946.39
Add: Issued during the year	-	-	-	-
Balance at the end of the year	94,639	946.39	94,639	946.39
0.0001% Series C CCPS				
Balance at the beginning of the year	17,889	178.89	17,889	178.89
Add: Issued during the year	-	-	-	-
Balance at the end of the year	17,889	178.89	17,889	178.89
0.0001% Series C1 CCPS				
Balance at the beginning of the year	24,790	247.90	24,790	247.90
Add: Issued during the year	-	-	-	-
Balance at the end of the year	24,790	247.90	24,790	247.90



0.0001% Series C3 CCPS

Balance at the beginning of the year

Add: Issued during the year

Balance at the end of the year

0.0001% Series D CCPS

Balance at the beginning of the year

Add: Issued during the year

Balance at the end of the year

0.0001% Series E CCPS

Balance at the beginning of the year

Add: Issued during the year

Balance at the end of the year

0.0001% Series F CCPS

Balance at the beginning of the year

Add: Issued during the year

Balance at the end of the year

0.0001% Series F1 CCPS

Balance at the beginning of the year

Add: Issued during the year

Balance at the end of the year

0.0001% Series G CCPS

Balance at the beginning of the year

Add: Issued during the year

Less: Conversion to equity shares (Refer note 18 (g))

Balance at the end of the year

0.0001% Series H CCPS

Balance at the beginning of the year

Add: Issued during the year (Refer note 18 (h))

Balance at the end of the year

0.0001% Series I CCPS of ₹ 100 each

Balance at the beginning of the year

Add: Issued during the year (Refer note 18 (i))

0.0001% Series A CCPS

Balance at the beginning of the year

Add: Call made during the year

Less: Conversion to equity shares (Refer note 18 (j))

Balance at the end of the year

0.0001% Series B CCPS

Balance at the beginning of the year

Add: Call made during the year

Less: Conversion to equity shares (Refer note 18 (k))

Balance at the end of the year

0.0001% Series C CCPS

Balance at the beginning of the year

Add: Call made during the year

Less: Conversion to equity shares (Refer note 18 (l))

Balance at the end of the year

(c) Shareholders holding more than 5% of the equity shares in the Holding Company

Equity shares of ₹ 1 each

Mr. Suresh Mathew

Vertical Holdings II PTE Limited (Refer note 18 (m))

Sath Seneer India Opportunities II

(d) Shareholders holding more than 5% of the preference shares in the Holding Company

Series A CCPS

Vertical Holdings II PTE Limited (Refer note 18 (n))

Series A1 CCPS

Vertical Holdings II PTE Limited (Refer note 18 (n))

Series B CCPS

Vertical Holdings II PTE Limited (Refer note 18 (n))

	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
0.0001% Series C3 CCPS	95,942	558.42	95,942	558.42
0.0001% Series D CCPS	15,098	199.89	15,098	199.89
0.0001% Series E CCPS	4,695	45.95	4,695	45.95
0.0001% Series F CCPS	88,803	888.03	88,803	888.03
0.0001% Series F1 CCPS	3,395	33.95	3,395	33.95
0.0001% Series G CCPS	1,195,498	11.55	1,195,498	11.55
0.0001% Series H CCPS	15,093,000	15,093.00	15,093,000	15,093.00
0.0001% Series I CCPS of ₹ 100 each	11,875,000	11,875.00	-	-
0.0001% Series A CCPS	-	-	4,174	41.74
0.0001% Series B CCPS	-	-	5,258	52.58
0.0001% Series C CCPS	-	-	5,311	53.11

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% of holding	Number of shares	% of holding
Mr. Suresh Mathew	21,913,790	72.80%	20,757,261	76.16%
Vertical Holdings II PTE Limited (Refer note 18 (m))	6,515,551	21.59%	6,515,551	23.85%
Sath Seneer India Opportunities II	1,790,000	5.80%	-	-



	As at 31 March 2023		As at 31 March 2024	
	Number of shares	% of holders	Number of shares	% of holders
Series G CCPS Vertical Holdings II PTE Limited (Refer note 18 (ii))	17,892	100.00%	17,899	100.00%
Series G1 CCPS Vertical Holdings II PTE Limited (Refer note 18 (ii))	24,554	99.06%	24,554	99.06%
Series G2 CCPS Vertical Holdings II PTE Limited (Refer note 18 (ii))	55,847	100.00%	55,847	100.00%
Series G CCPS Vertical Holdings II PTE Limited (Refer note 18 (ii))	15,483	100.00%	15,483	100.00%
Series E CCPS Vertical Holdings II PTE Limited (Refer note 18 (ii))	4,695	100.00%	4,695	100.00%
Series F CCPS Vertical Holdings II PTE Limited (Refer note 18 (ii))	88,803	100.00%	88,803	100.00%
Series F1 CCPS Vertical Holdings II PTE Limited (Refer note 18 (ii))	3,365	100.00%	3,365	100.00%
Series G CCPS Mr. Sanjay Kumar Sood (Refer note 18 (ii))	-	-	1,195,458	100.00%
Series H CCPS Vertical Holdings II PTE Limited (Refer note 18 (ii))	14,990,962	100.00%	14,990,962	100.00%
Series I CCPS (Refer note 18 (ii)) Vertical Holdings II PTE Limited	8,325,000	70.11%	-	-
First Bridge India Growth Fund	1,500,000	12.03%	-	-
Machzone International Private Limited	1,250,000	10.53%	-	-

Notes:

As per records of the Holding Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(a) Rights, preference and restrictions attached to each class of shares:

(i) Equity shares

The Holding Company has only one class of equity shares having a par value of ₹ 1 per share (31 March 2024: ₹ 1 per share). Each holder of equity shares is entitled to one vote per share, in the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) CCPS

In the event of liquidation of the Holding Company, the preference shareholders are entitled to the same economic rights as the equity shares of the Holding Company, however, in priority to the economic rights attached to the equity shares of the Holding Company. Each shareholder will be entitled to a dividend of 0.0001% (0.0001% in series H and series I) in preference of equity shares, with cumulative dividend for all the Series. Dividend will be paid as and when it is declared and paid on equity shares.

(iii) Conversion terms

A Series:

(1) Each preference share of Series A CCPS will automatically convert into equity shares upon occurrence of earlier of the following events:

(a) 10 years and 11 months from first/second/third/fourth completion dates;

(b) Immediately prior to the closing of the Qualified IPO;

(c) At the option of the holder of the Series A Preference Share at any time and from time to time;

(2) Each Series A CCPS will be convertible, without the payment of any additional consideration by the holder thereof at the option of the holder thereof at any time and from time to time, into the number of fully paid equity shares determined by dividing the initial purchase price by the conversion price in effect at that time of conversion.

A1 Series:

(1) Any holder of the Series A1 CCPS will have right to convert the Series A1 CCPS into equity shares at the earlier of:

(a) Immediately prior to listing of the Shares of the Holding Company on a stock exchange;

(b) At the expiry of 10 years and 11 months from the date of issue of Series A1 CCPS;

(c) At any time at the option of the holder of the Series A1 CCPS;

(2) Each Series A1 CCPS shall convert into such number of equity shares whose valuation shall be derived at discount of 2% per month, on a pro-rata pro-rata basis, if the qualified funding of B Series get completed within 12 months from date of first tranche, provided the conversion price does not exceed the price per share of the Holding Company calculated based on pro-rata valuation of the Group of ₹ 12,500 lakhs on a fully diluted basis.

In the event the Holding Company does not complete a Qualified Series B funding within 12 months from first tranche closing date, then the Series A1 conversion price shall be calculated based on pro-rata valuation of the Group of ₹ 10,000 lakhs on a fully diluted basis.

If required by applicable law at the time of conversion, the Series A1 conversion price shall not be lower than fair market value of the Group on the date of issuance of Series A1.

B Series:

(1) Each holder of the Series B CCPS shall compulsorily convert the Series B CCPS held by it in whole or part into equity shares upon occurrence of the following events:

(a) Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a qualified IPO, whichever is earlier;

(b) At the expiry of 10 years and 11 months from the date of issue of Series B CCPS;

(c) At any time at the option of the holder of Series B CCPS;

(2) Each Series B CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:200 which shall be adjusted for anti-dilution, if any or to provide for any additional equity shares that each holder of Series B CCPS may require in order to fully derive the benefit as required for liquidity preference mutually agreed between all investors.

C Series:

(1) Each holder of the Series C CCPS shall compulsorily convert the Series C CCPS held by it in whole or part into equity shares upon occurrence of the following events:

(a) Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a qualified IPO, whichever is earlier;

(b) At the expiry of 10 years and 11 months from the date of issue of Series C CCPS;

(c) At any time at the option of the holder of Series C CCPS;

(2) Each Series C CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:201.18 (except for 1 shareholder wherein the conversion ratio is 1:200, which shall be adjusted for anti-dilution, if any or to provide for any additional equity shares that each holder of Series C CCPS may require in order to fully derive the benefit as required for liquidity preference mutually agreed between all investors).



C1 Series:

- 1) Each holder of the Series C1 CCPS shall compulsorily convert the Series C1 CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a Qualified IPO, whichever is earlier;
 - b. At the expiry of 10 years and 11 months from the date of issue of Series C1 CCPS;
 - c. At any time at the option of each Dynamic Series C1 Investor (it being clarified that if the conversion is at the option of a Dynamic Series C1 Investor, it may choose to convert its Series C1 CCPS either in whole or in part).
- 2) Each Series C1 CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:200 except for those shareholders wherein the conversion ratio is 1:222.21, or to provide for any additional equity shares that each static Series C1 CCPS Investor may require in order to fully derive the benefit of voting rights assigned to such shares.

C2 Series:

- 1) Each holder of the Series C2 CCPS shall compulsorily convert the Series C2 CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a Qualified IPO, whichever is earlier;
 - b. At the expiry of 10 years and 11 months from the date of issue of Series C2 CCPS;
 - c. At any time at the option of each Dynamic Series C2 Investor (it being clarified that if the conversion is at the option of a Dynamic Series C2 Investor, it may choose to convert its Series C2 CCPS either in whole or in part).
- 2) Each Series C2 CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:200 or to provide for any additional equity shares that each static Series C2 CCPS Investor may require in order to fully derive the benefit of voting rights assigned to such shares.

D Series:

- 1) Each holder of the Series D CCPS shall compulsorily convert the Series D CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a Qualified IPO, whichever is earlier;
 - b. At the expiry of 10 years and 11 months from the date of issue of Series D CCPS;
 - c. At any time at the option of each Dynamic Series D Investor (it being clarified that if the conversion is at the option of a Dynamic Series D Investor, it may choose to convert its Series D CCPS either in whole or in part).
- 2) Each Series D CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:201.77 or to provide for any additional equity shares that each static Series D CCPS Investor may require in order to fully derive the benefit of voting rights assigned to such shares.

E Series:

- 1) Each holder of the Series E CCPS shall compulsorily convert the Series E CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a Qualified IPO, whichever is earlier;
 - b. At the expiry of 10 years and 11 months from the date of issue of Series E CCPS;
 - c. At any time at the option of each Dynamic Series E Investor (it being clarified that if the conversion is at the option of a Dynamic Series E Investor, it may choose to convert its Series E CCPS either in whole or in part).
- 2) Each Series E CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:367.48 or to provide for any additional equity shares that each static Series E CCPS Investor may require in order to fully derive the benefit of voting rights assigned to such shares.

F Series:

- 1) Each holder of the Series F CCPS shall compulsorily convert the Series F CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a Qualified IPO, whichever is earlier;
 - b. At the expiry of 10 years and 11 months from the date of issue of Series F CCPS;
 - c. At any time at the option of the holders of Series F CCPS (it being clarified that if the conversion is at the option of a holder of Series F CCPS, it may choose to convert its Series F CCPS either in whole or in part).
- 2) Each Series F CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:200 or to provide for any additional equity shares that each static Series F CCPS Investor may require in order to fully derive the benefit of voting rights assigned to such shares.

Pursuant to Shareholders' agreement entered into with reference to issuance of Series F CCPS dated 21 December 2020, the agreement shall supersede and entirely replace the Earlier Share Holders' Agreement (SHA) (as supplemented by the SHA First Addendum, SHA Second Addendum) and shall be the sole agreement recording the rights and obligations agreed to between the Parties and other Shareholders in respect of the management and control of the affairs of the Holding Company, transfer restriction on securities and certain rights and obligations, interests, with effect from its Completion Date, in accordance with the terms and conditions set out herein.

F1 Series:

- 1) Each holder of the Series F1 CCPS shall compulsorily convert the Series F1 CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a Qualified IPO, whichever is earlier;
 - b. At the expiry of 10 years and 11 months from the date of issue of Series F1 CCPS;
 - c. At any time at the option of the holders of Series F1 CCPS (it being clarified that if the conversion is at the option of a holder of Series F1 CCPS, it may choose to convert its Series F1 CCPS either in whole or in part).
- 2) Each Series F1 CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:200 or to provide for any additional equity shares that each static Series F1 CCPS Investor may require in order to fully derive the benefit of voting rights assigned to such shares.

G Series:

- 1) Holder of the Series G CCPS shall compulsorily convert the Series G CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. Within the latest time permitted under applicable law or prior to undertaking the listing of equity shares of the Holding Company pursuant to a Qualified IPO, whichever is earlier;
 - b. At the expiry of 10 years and 11 months from the date of issue of Series G CCPS;
 - c. At any time at the option of the holders of Series G CCPS (it being clarified that if the conversion is at the option of a holder of Series G CCPS, it may choose to convert its Series G CCPS either in whole or in part).
- 2) Each Series G CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:1.

H Series:

- 1) Holder of the Series H CCPS shall compulsorily convert the Series H CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. As may be mutually agreed in writing between the Holding Company, Investor 1 and Investor 2 but not later than the maximum time limit permitted under applicable laws (i.e. 14 September 2043), or
 - b. Prior to the Conversion Date, at the option of the holder of the Series H CCPS (in each case, such date (the "Conversion Date"), into equity shares each with voting and economic rights in par with all other Equity Shares as on the Conversion Date.
- 2) Each Series H CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:0.9005168 or any lesser number of equity shares that may be required as per the conversion ratio in terms of issue of Series H CCPS.

I Series:

- 1) Holder of the Series I CCPS shall compulsorily convert the Series I CCPS held by it in whole or part into equity shares upon occurrence of the following events:
 - a. At the latest time permitted under Applicable Law, when undertaking the listing of its Equity Shares of the Group pursuant to an IPO;
 - b. At the expiry of 10 years and 11 months from the date of issue of such Series I CCPS;
 - c. The Series I CCPS shall be compulsorily converted, on a date as may be mutually agreed in writing between the Group and the holder of the Series I CCPS.
- 2) Each Series I CCPS shall convert into such number of equity shares which shall be initially in the ratio of 1:1.



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Notes to the consolidated financial statements as at and for the year ended 31 March 2025

(Amount in ₹ lakhs, except for share data, and if otherwise stated)

- (f) Pursuant to the approval of the Board of Directors at their meeting dated 3 September 2023, the Holding Company had converted 300,135 OCS of ₹ 1,000 each into 4,234,828 equity shares of ₹ 1 each. Accordingly, an equivalent of the corresponding liability component had been derecognized and transferred to equity.
- (g) Pursuant to the resolution approved by the Board of Directors through circular on 10 September 2024, 5,155,498 Series G OCS of ₹ 1 each were converted into 5,156,498 equity shares of ₹ 1 each.
- (h) Pursuant to approval of the shareholders at their EGM dated 26 July 2023, the Holding Company had increased its authorized share capital by 10,000,000 shares to accommodate issue of 10,000,000 Series H OCS of ₹ 100 each.
- On 15 September 2023, pursuant to the share subscription and purchase agreement dated 2 August 2023 as amended by agreement dated 12 August 2024, the Holding Company has allotted 14,093,062 out of 10,000 Series H OCS of ₹ 100 each in part by way of private placement to Vertical Holdings I Pte. Ltd and KA EBT Scheme 3, respectively.
- Further, pursuant to the respective agreements entered with the previous shareholders, Vertical Holdings I Pte. Ltd and KA EBT Scheme 3 have acquired 4,515,551 and 3,254 equity shares of ₹ 1 each from the previous shareholders. Also, pursuant to share agreements, Vertical Holdings I Pte. Ltd has acquired all the OCS Series A, A-1, B, C, D-1, D-2, D-3, D-4, D-5, D-6, D-7, D-8, D-9, D-10, D-11, D-12, D-13, D-14, D-15, D-16, D-17, D-18, D-19, D-20, D-21, D-22, D-23, D-24, D-25, D-26, D-27, D-28, D-29, D-30, D-31, D-32, D-33, D-34, D-35, D-36, D-37, D-38, D-39, D-40, D-41, D-42, D-43, D-44, D-45, D-46, D-47, D-48, D-49, D-50, D-51, D-52, D-53, D-54, D-55, D-56, D-57, D-58, D-59, D-60, D-61, D-62, D-63, D-64, D-65, D-66, D-67, D-68, D-69, D-70, D-71, D-72, D-73, D-74, D-75, D-76, D-77, D-78, D-79, D-80, D-81, D-82, D-83, D-84, D-85, D-86, D-87, D-88, D-89, D-90, D-91, D-92, D-93, D-94, D-95, D-96, D-97, D-98, D-99, D-100, D-101, D-102, D-103, D-104, D-105, D-106, D-107, D-108, D-109, D-110, D-111, D-112, D-113, D-114, D-115, D-116, D-117, D-118, D-119, D-120, D-121, D-122, D-123, D-124, D-125, D-126, D-127, D-128, D-129, D-130, D-131, D-132, D-133, D-134, D-135, D-136, D-137, D-138, D-139, D-140, D-141, D-142, D-143, D-144, D-145, D-146, D-147, D-148, D-149, D-150, D-151, 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D-1508, D-1509, D-1510, D-1511, D-1512, D-1513, D-1514, D-1515, D-1516, D-1517, D-1518, D-1519, D-1520, D-1521, D-1522, D-1523, D-1524, D-1525, D-1526, D-1527, D-1528, D-1529, D-1530, D-1531, D-1532, D-1533, D-1534, D-1535, D-1536, D-1537, D-1538, D-1539, D-1540, D-1541, D-1542, D-1543, D-1544, D-1545, D-1546, D-1547, D-1548, D-1549, D-1550, D-1551, D-1552, D-1553, D-1554, D-1555, D-1556, D-1557, D-1558, D-1559, D-1560, D-1561, D-1562, D-1563, D-1564, D-1565, D-1566, D-1567, D-1568, D-1569, D-1570, D-1571, D-1572, D-1573, D-1574, D-1575, D-1576, D-1577, D-1578, D-1579, D-1580, D-1581, D-1582, D-1583, D-1584, D-1585, D-1586, D-1587, D-1588, D-1589, D-1590, D-1591, D-1592, D-1593, D-1594, D-1595, D-1596, D-1597, D-1598, D-1599, D-1600, D-1601, D-1602, D-1603, D-1604, D-1605, D-1606, D-1607, D-1608, D-1609, D-1610, D-1611, D-1612, D-1613, D-1614, D-1615, D-1616, D-1617, D-1618, D-1619, D-1620, D-1621, D-1622, D-1623, D-1624, D-1625, D-1626, D-1627, D-1628, D-1629, D-1630, D-1631, D-1632, 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D-1758, D-1759, D-1760, D-1761, D-1762, D-1763, D-1764, D-1765, D-1766, D-1767, D-1768, D-1769, D-1770, D-1771, D-1772, D-1773, D-1774, D-1775, D-1776, D-1777, D-1778, D-1779, D-1780, D-1781, D-1782, D-1783, D-1784, D-1785, D-1786, D-1787, D-1788, D-1789, D-1790, D-1791, D-1792, D-1793, D-1794, D-1795, D-1796, D-1797, D-1798, D-1799, D-1800, D-1801, D-1802, D-1803, D-1804, D-1805, D-1806, D-1807, D-1808, D-1809, D-1810, D-1811, D-1812, D-1813, D-1814, D-1815, D-1816, D-1817, D-1818, D-1819, D-1820, D-1821, D-1822, D-1823, D-1824, D-1825, D-1826, D-1827, D-1828, D-1829, D-1830, D-1831, D-1832, D-1833, D-1834, D-1835, D-1836, D-1837, D-1838, D-18

(Amount in ₹ lakhs, except for share data, and if otherwise stated)

18.1 Other equity (Contd.)

Employee stock option plan A-2019 and plan B -2022

The Holding Company has instituted LEAP Employee Stock Option Scheme 2019 ('LEAP ESOP-A 2019') as approved by the Board of Directors for issuance of stock options to the eligible employees of the Group, other than the promoters or person belonging to promoter group. In this scheme, the Group has a pool of 825,400 options.

The Holding Company has instituted LEAP Employee Stock Option Scheme 2022 ('LEAP ESOP-B 2022') as approved by the Board of Directors for issuance of stock options to the eligible employees of the Group, other than the promoters or person belonging to promoter group. In this scheme, the Group has a pool of 3,210,600 options.

During the year ended 31 March 2025, the Holding Company has granted 853,500 options to the eligible employees of the Group under LEAP ESOP-B 2022.

The details of stock options granted by the Holding Company are as follows:

Particulars	Grant date	Number of options
LEAP ESOP-A 2019	6 October 2022	825,400
LEAP ESOP-B 2022	6 October 2022	598,595
LEAP ESOP-B 2022	30 November 2024	853,500
Total		3,078,495

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of options	Weighted average exercise price	No. of options	Weighted average exercise price
Outstanding at the beginning of the year	250,000	1.00	1,274,995	1.00
Granted during the year	853,500	1.00	-	-
Lapsed during the year	(193,000)	1.00	(85,500)	1.00
Exercised during the year	-	-	(870,915)	1.00
Cancellation during the year (Refer note below)	-	-	(58,674)	1.00
Outstanding at the end of the year	809,500	1.00	200,810	1.00
Exercisable at the end of the year	-	-	-	-

During the previous year, the Holding Company had repurchased vested options at fair value, pursuant to which ₹ 137.15 lakhs has been debited to other equity. Pursuant to repurchase, the Holding Company had paid ₹ 137.15 lakhs in the previous year.

Expense arising from share based payment transactions

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Expense arising from share based payment transactions (net)	173.32	285.26
Total share based payment expense (net)	173.32	285.26

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	LEAP ESOP A 2019	LEAP ESOP B 2022	LEAP ESOP B 2022
Grant date	6 October 2022	6 October 2022	30 November 2024
Weighted average remaining contractual life (years)	4.62	4.62	6.67
Fair value (₹)	51.20	51.20	154.30 - 155.90
Risk free interest rate (%)	7.49%	7.40%	8.65% - 8.89%
Expected life (years)	6.5	6.5	4.5 - 5.5
Expected volatility (%)	38.90%	38.90%	50.00%
Expected dividend yield (%)	0%	0%	0%
Exercise price (₹)	1.00	1.00	1.00
Stock price (₹)	51.20	51.20	202.88

The expected life of the share options are based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.



Particulars	As at 31 March 2025	As at 31 March 2024
20 Borrowings - non current		
Secured loans		
A) Non Convertible Debenture		
a) The borrower has issued 20,000 0.97% Non Convertible Debentures (NCDs) (at face value of ₹ 100,000 each) on 16 December 2023 for a tenure of 60 months to maturity. The NCD carries a coupon rate of 0.95% p.a. payable quarterly from January 2027 to the end of 2 years; 25% of the face value at the end of 3 years and 15 days; 25% of the face value at the end of 4 years; 25% of the face value at the end of 5 years; 25% of the face value.	29,358.17	-
This debenture was secured by:- 1) First pari passu charge over all movable and immovable fixed assets of the borrower including bank assets, bank deposits etc. 2) First pari passu charge over all movable and immovable fixed assets of the target (CHLP India Private Limited (CPL)) now merged with the borrower (Refer note 48.1). 3) Second pari passu charge over all current assets of the borrower. 4) Second pari passu charge over all current assets of the target (CHLP India Private Limited (CPL)) now merged with the borrower (Refer note 48.1).		
B) Term loans from banks		
b) 1) This loan carries an interest rate of 9.00% to 10.35% p.a. and is repayable in 20 equal quarterly instalments commencing from August 2023 and ending on May 2028. 2) This loan is secured by first pari passu charge by way of hypothecation on all present and future movable fixed assets, except OSRA and is secured by letter of credit dated 10/11/2024 of ₹ 500.00 lakhs. 3) The loan was secured by second pari passu charge on all borrower's current assets and receivables, including bank assets, operating cash flows, receivables, commissions, revenues of subsidiaries, patents and other intangible assets present and future. 4) Personal guarantee of Mr. Suresh Mahesh. However, the same has been withdrawn during the previous year.	3,235.01	4,234.97
c) The loan is availed in tranches and carries an interest rate of 8.15% - 9.25% p.a. which is repayable in monthly and quarterly structured instalments (including a moratorium of 2 quarters) commencing from September 2021 and ending in June 2023.	8,481.29	7,720.32
The above loans are secured by: 1) Second pari passu charge on all Borrower's current assets and receivables including bank debts, operating cash flows, receivables, commissions, revenues of subsidiaries, patents and other intangible assets, present and future. 2) First pari passu charge by way of hypothecation on all borrower's movable assets, including but not limited to goodwill, intangible assets, intellectual property rights and undivided, present and future. 3) First pari passu charge by way of hypothecation on all borrower's tangible movable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future. 4) Owing to be in pari with other working capital loans. 5) First pari passu security interest by way of hypothecation/ assignment or creation of security interest in all the rights, title, interest, benefits, claim and demands whatsoever of the borrower including any letter of credit, guarantee, performance bond provided by any counterparty to the borrower and the insurance contracts, policies, insurance proceeds, procured by the borrower or procured by any of its contractors for carrying out its business projects. 6) First pari passu on all bank accounts including Escrow and reserves of borrower, other reserves and any other bank accounts of the borrower. 7) First pari passu charge by way of hypothecation on all bank accounts (including Cash and) and reserves of Borrower including but not limited to OSRA and other reserves and any other bank accounts of Borrower, wherever maintained and accounts in substitution thereof, and in all non-bank based reserves maintained by way of letters of credit/ bank guarantees or otherwise and in all monies lying to credit of such account(s) and all permitted investments made from monies standing to credit of such account(s) excluding OSRA of other funds. 8) Personal guarantee of Mr. Suresh Mahesh. However, the same has been withdrawn during the previous year.		
d) The loan is availed in tranches and carries an interest rate of 8.85% - 9.85% p.a. which is repayable in 20 structured quarterly instalments commencing from September 2023 and ending in October 2027.	6,762.47	2,999.50
These loans are secured by: 1) Second pari passu hypothecation charge over all existing and future current assets including bank debts, operating cash flows, receivables, commissions, revenues of subsidiaries etc. 2) First pari passu hypothecation charge over all existing and future tangible movable fixed assets including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets. 3) First pari passu hypothecation charge over intangible assets including but not limited to goodwill, intangible assets, intellectual property rights and undivided. 4) First pari passu hypothecation charge over the Escrow account created with HOPC Bank of the borrower. 5) Personal guarantee of Mr. Suresh Mahesh. However, the same has been withdrawn during the previous year.		
e) The loan is availed in tranches and carries an interest rate of 8.47% - 8.96% p.a. and is repayable in 32 equal quarterly instalments commencing from March 2025 and ending in March 2031.	9,014.01	4,983.46
1) Second pari passu charge on all current assets including bank accounts & excluding OSRA Account created exclusively for the benefit of other lenders of the borrower. 2) First pari passu on movable fixed assets and intangibles with a minimum asset cover of 1.58x. 3) Personal guarantee of Mr. Suresh Mahesh. However, the same has been withdrawn during the previous year.		
f) This loan carries an interest rate of 8.33% - 8.80% p.a. and is repayable in 26 equal quarterly instalment commencing from March 2025 and ending in June 2027.	11,094.46	12,482.38
1) First pari passu charge by way of hypothecation on all movable fixed assets both present and future of the borrower. 2) First pari passu charge by way of hypothecation on all intangible assets including but not limited to goodwill, intangible assets, intellectual property rights (both present and future) of the borrower. 3) Second pari passu charge on all current assets (both present and future) of the borrower. 4) First pari passu charge by way of hypothecation on escrow account of the borrower.		
g) This is an equipment finance loan availed in tranches for financing the equipment purchase by the borrower. This loan carries an interest rate of 8.33% - 9.85% p.a. and is repayable in 50 monthly structured instalments, on the basis of disbursement of the tranche commencing from August 2022 and ending in June 2029.	2,358.28	686.88
The loan is secured against the equipment purchased (Refer 8) and is also guaranteed by the Holding Company by means of a corporate guarantee.		



	As at 31 March 2023	As at 31 March 2022
iii) This is an equipment finance term loan availed in tranches for financing the equipment purchase by the borrower. This loan carries an interest rate of 9.00% - 9.75% p.a. which is repayable in 36 monthly structured instalments on the basis of disbursement of the tranche with ten months moratorium period commencing from August 2022 and ending in September 2023. The loan is secured against the equipment purchased (₹600).	393.46	158.94
iv) This is an equipment finance term loan availed for financing the equipment purchase by the borrower. This loan carries an interest rate of 9.00% p.a. which is repayable in 36 monthly instalments with one months moratorium period commencing from March 2024 and ending in January 2025. The loan is secured against the equipment purchased (₹400).	817.88	980.73
v) This is an equipment finance term loan availed in tranches for financing the equipment purchase by the borrower. This loan carries an interest rate of 9.00% p.a. which is repayable in 48 monthly instalments on the basis of disbursement of the tranche with one month moratorium period commencing from September 2022 and ending in August 2023. The loan is secured against the equipment purchased (₹600).	952.56	416.63
vi) The loan carries an interest rate of 10.00% p.a. and is repayable in 24 quarterly structured instalments commencing from February 2023 and ending in February 2025. This loan got repaid in current year. 10.00% p.a. payable monthly for the period to And Bank NCDLR Rate of Interest + (Premium for Bank 5 Year MCLR at the time of disbursement + Spread 0.50%) (MCLR + 1 Year as on 17 December 2022 - 9.75%. The loan is secured by: 1) First ranking pari-passu charge on Mortgage of immovable property; 2) First exclusive charge on Mortgage of immovable property; 3) First exclusive charge Hypothecation on all the present and future movable Fixed Assets of the Borrower; 4) First ranking pari-passu Hypothecation on all current assets both present and future including but not limited to stock debts, receivables, insurance proceeds and cash flow generated from the Borrower's undertakings, commissions, reimbursements, and turnover of miscellaneous nature both present and future; 5) Personal guarantee of Mr. Gauri Mahesh. However, the same has been withdrawn during the previous year.	-	3,300.00
vii) This is a term loan facility under construction equipment finance scheme which carries an interest rate of 7.50% p.a. and is repayable in 48 monthly structured instalments commencing from April 2021 and ending in March 2025. The loan is secured by: 1) The whole of the current assets of the borrower's stock of raw material, semi-finished and finished goods, stores and spares including stock-in-trade and machinery (consumable stores and spares), bills receivable and bank debts and all other receivables and movable, both present and future; 2) The whole of the movable fixed assets of the borrower's including plant and machinery of the borrower; 3) All the bank debts and receivables (both present and future) of the borrower including outstanding money receivable, claims and bills which are due due.	-	26.70
viii) The loan carries an interest rate of 9.25% p.a. It is repayable in 48 monthly structured instalments commencing from October 2023 and ending in September 2024. The loan is secured against the equipment purchased.	-	12.87
ix) The loan carries an interest rate of 7.45% p.a. and is repayable in 37 monthly structured instalments commencing from June 2023 and ending in June 2024. The loan is secured against the equipment purchased.	-	8.83
x) The loan carries an interest rate of 7.15% - 9.25% p.a. and is repayable in 35 to 36 monthly structured instalments. The loan is secured against the equipment purchased.	1,539.59	1,694.49
xi) The loan carries an interest rate of 9.25% p.a. and is repayable in 36 monthly structured instalments commencing from August 2023 and ending in July 2027. The loan is secured against the equipment purchased.	271.54	371.35
xii) The loan carries an interest rate of 9.25% p.a. and is repayable in 33 monthly structured instalments with ten months moratorium period commencing from June 2024 and ending March 2028. The loan is secured against the equipment purchased.	1,702.32	-
xiii) This loan carries an interest rate of 9.25% - 9.80% p.a. and is repayable in 36 equal quarterly instalments commencing from December 2023 and ending April 2025. 1) First pari-passu charge by way of hypothecation on all fixed assets (tangible, intangible, fixed assets including movable plant and machinery, machinery spares, tools & accessories, furniture, fixtures, vehicles & all other movable assets. Movable Assets cover of 50%; 2) First pari-passu charge by way of hypothecation on all intangible assets including but not limited to goodwill, unexpired contract, intellectual property rights & underwriting; 3) Second pari-passu charge on all current assets (both present and future) of the borrower including bank debts, bill cash flows, receivables, commission/revenues of whatsoever nature; 4) First pari-passu charge by way of hypothecation on above account of the borrower.	3,940.21	-
C) Loans from non-banking financial companies		
i) The loan carries an interest rate 9.00% - 9.25% and is repayable in 36 equal quarterly instalments commencing from March 2023 and ending on December 2023. The loan is secured by: 1) First pari-passu charge on the entire fixed assets (movable & immovable) of the borrower; 2) First pari-passu charge on bank deposits, mortgages, goodwill, fixed capital of borrower; 3) First pari-passu charge on the entire stock for holding 100% of the capital; 4) Second pari-passu charge on the current assets of the borrower.	7,329.26	7,338.29
Less: Current liabilities of long-term borrowings (Refer note 22)	(14,300.52)	(7,300.40)
	65,686.60	61,847.33



20.5 Changes in liabilities arising from financing activities

An analysis of net debt and the movement in net debt for each of the reporting period is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents, bank balances and deposits (including interest) (netted borrowings)	(2,855.75)	(2,811.35)
Non-current borrowings (including current maturities)	79,907.50	46,239.30
Lease liabilities	11,604.35	5,843.00
Current borrowings	250.25	2,069.85
Net debt	88,106.25	55,139.80

Particulars	Liabilities from financing activities				Total
	Lease liabilities	Non-current borrowings (including current maturities)	Current borrowings	Cash and cash equivalents, bank balances and deposits including interest accrued (less)	
Balance as at 1 April 2023	9,119.58	35,495.18	-	(3,285.17)	37,454.97
Cash flows (net)	-	-	-	1,288.61	1,288.61
New borrowings	(1,853.01)	-	-	-	(1,853.01)
Proceeds from long term borrowings	-	31,677.48	-	-	31,677.48
Repayment of long term borrowings	-	(10,536.32)	-	-	(10,536.32)
Proceeds from short term borrowings	-	-	2,069.85	-	2,069.85
Principal repayment of lease liabilities	(6,170.59)	-	-	-	(6,170.59)
Interest expense	550.00	(4,225.00)	270.05	-	(3,405.00)
Termination of leases	(7,800.11)	-	-	-	(7,800.11)
Interest paid	(350.59)	(1,008.29)	(270.05)	-	(1,629.03)
Conversion of compound financial instrument (CFOI)	-	(1,721.42)	-	-	(1,721.42)
Balance as at 31 March 2024	3,943.83	46,239.36	2,069.85	(2,811.35)	89,149.99
Cash flows (net)	-	-	-	(884.80)	(884.80)
Additions on account of business combination (Refer note 43.1)	194.10	-	-	-	194.10
New borrowings	8,900.26	-	-	-	8,900.26
Modification of leases	310.28	-	-	-	310.28
Proceeds from long term borrowings	-	42,031.14	-	-	42,031.14
Proceeds from short term borrowings	-	-	(1,910.57)	-	(1,910.57)
Repayment of long term borrowings	-	(10,043.06)	-	-	(10,043.06)
Principal repayment of lease liabilities	(3,422.89)	-	-	-	(3,422.89)
Interest expense	832.23	(5,624.95)	38.57	-	(4,754.15)
Termination of leases	(281.89)	-	-	-	(281.89)
Interest paid	(362.29)	(3,253.03)	(31.51)	-	(3,647.83)
Balance as at 31 March 2025	11,839.35	79,907.50	250.25	(2,855.75)	89,189.29

	As at 31 March 2025	As at 31 March 2024
21 Provisions (Non-current)		
Provision for employee benefits (Refer note 30)		
- Gratuity	222.58	129.00
Total	222.58	129.00
22 Borrowings (current)		
Secured loans		
Current maturities of long term borrowings		
- Term loans from banks	13,811.08	7,000.00
- Term loans from non banking financial institutions	1,215.20	360.51
(Refer note 30 for security and repayment details)		
Working capital loans (Refer note 22.1)		
- Working capital demand loan facilities	-	300.00
- Cash credit	210.28	1,788.55
Total	14,525.10	9,189.05

22.1 Nature of securities

Secured

- Working capital demand loan obtained from bank balance outstanding at which is 14 (31 March 2024: ₹ 300.00 term) is secured by:
 - Second pari passu charge by way of hypothecation of all borrower's tangible assets including but not limited to goodwill, unsecured capital, intellectual property rights and undertaking, present and future;
 - Second pari passu charge by way of hypothecation on all borrower's tangible movable assets including movable plant and machinery, machinery, spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets present and future;
 - First pari passu charge on all borrower's current assets and receivables, including bank debts, operating cash flows, receivables, commissions, interest of shareholder notes and turnover arising present and future.
 The rate of interest is 8.25% + 0.25% per annum.
- Cash credit facility obtained from bank balance outstanding at which is 14 (31 March 2024: ₹ 0.00 term) which is repayable on demand and is secured by:
 - Second pari passu security interest on the entire assets, both movable (including current assets and immovables) of the borrower, present and future;
 - First pari passu security interest on the entire current assets including receivables of the borrower, present and future;
 - First pari passu security interest by way of hypothecation assigned or creation of security interest in:
 - all the rights, title, interest, benefits, claim and demands whatsoever of the borrower;
 - all the rights, title, interest, benefits, claim and demands whatsoever of the borrower in any form of equity, preference, performance bond provided by any counterparty to the borrower;
 - all bank accounts (including interest) and reserves of the borrower other than the bank accounts of the borrower held for maintenance and account (such as subscription, dividend) and in all non bank fixed deposits maintained by way of letters of credit/bank guarantees or otherwise and in all monies lying to credit of such accounts and in all investments made from monies lying to credit of such accounts (excluding GDRs created and issued for the benefit of other lenders of the borrower);
 - all the rights, title, interest, benefits, claim and demands whatsoever of the borrower in the insurance contracts, policies, insurance proceeds, proceeds of the borrower or produced by any of its contractors, including the borrower's project;
 The rate of interest on cash credit is 8.25% + 0.25% per annum.
- Cash credit of ₹ 250.28 (31 March 2024: ₹ 1,210.00 term) obtained from a bank which is repayable on demand and is secured by:
 - First pari passu charge by way of hypothecation of all current assets (both present and future) of the borrower;
 - First pari passu charge by way of hypothecation on income account of the borrower;
 - Second pari passu charge by way of hypothecation on all movable fixed assets (both present and future) of the borrower;
 - Second pari passu charge by way of hypothecation on all intangible assets including but not limited to goodwill, unsecured capital, intellectual property rights (both present and future) of the borrower;
 The rate of interest on cash credit is 8.25% per annum.



- (v) Cash credit obtained from ICICI bank which is repayable on demand before realisation of which is ₹ (31 March 2024: ₹ 1,50,00,000) (iv) issued by:
a. Pledge of open ended debt mutual funds held by the Holding Company amounting to ₹ (31 March 2024: ₹ 2,10,00,000) (viii)
The facility carries an interest rate of 9% p.a. to be linked to MCLR and updated.
(vi) Cash credit obtained from Axis bank which is repayable on demand before realisation of which is ₹ (31 March 2024: ₹ -), but facility is existing, is obtained by:
a. First lien pledge security interest on the entire current assets of the borrower present and future.
b. Second lien pledge charge by way of mortgage/hypothecation on entire fixed assets including inventory (excluding those specifically charged to equipment financial lenders of the borrower both present and future).
c. Second lien pledge security interest on the fixed assets, including, goodwill, intellectual property and other capital present and future belonging to the borrower.
The facility carries an interest rate of 9.25% p.a. which is pegged to monthly interest.

	As at 31 March 2025	As at 31 March 2024
23 Trade payables		
Total outstanding dues of micro and small enterprises	310.30	246.15
Total outstanding dues of creditors other than micro and small enterprises	7,447.72	6,496.52
Total	7,758.02	6,742.67

Analysis of trade payables

As at 31 March 2025

Particulars	Outstanding from the date of transaction					Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Unsettled:						
Dues to micro and small enterprises	2.15	314.19	0.02	-	-	316.36
Dues of creditors other than micro and small enterprises	4,025.72	2,070.76	421.15	9.03	7.46	7,447.72
Disputed:						
Dues to micro and small enterprises	-	-	-	-	-	-
Dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	4,031.57	1,895.96	421.17	9.03	7.46	1,764.68

As at 31 March 2024

Particulars	Outstanding from the date of transaction					Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Unsettled:						
Dues to micro and small enterprises	2.20	237.72	4.31	0.17	5.08	249.48
Dues of creditors other than micro and small enterprises	3,244.52	1,595.74	67.29	11.45	3.50	6,496.52
Disputed:						
Dues to micro and small enterprises	-	-	-	-	-	-
Dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	3,246.72	1,437.46	71.60	11.62	7.58	6,742.67

	As at 31 March 2025	As at 31 March 2024
24 Other financial liabilities (current)		
Payable for capital goods	2,517.34	3,670.74
Security deposits*	1.20	90.21
Employee related payables	270.87	355.33
Total	2,805.21	3,976.28

* Security deposits collected from customers are to be adjusted against the outstanding receivables at the end of contract period.

	As at 31 March 2025	As at 31 March 2024
25 Other current liabilities		
Debtors dues payable	1,890.32	195.54
Contract liabilities		
Advance from customers (Refer note 25.2)	291.74	429.71
Billing in excess of revenue (Refer note 25.1)	197.34	333.64
Advance towards assets held for sale	52.20	-
Other liabilities	197.78	2.80
Total	2,289.68	961.69

25.1 Movement in billing in excess of revenue

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	353.04	-
Add: Revenue received in advance from	187.36	333.64
Less: Revenue noted during the year	(353.04)	-
Balance as at end of the year	187.36	333.64

25.2 Movement in advance from customers

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	429.71	291.74
Less: Revenue noted during the year	(429.71)	(65.42)
Add: Advance given during the year	291.74	291.79
Balance as at end of the year	291.74	429.71

	As at 31 March 2025	As at 31 March 2024
26 Provisions (current)		
Provision for employee benefits (Refer note 26)		
- Gratuity	73.04	57.51
- Compensation on termination	52.60	25.22
Total	125.64	82.73



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
27 Revenue from operations		
(a) Sale of products	1,190.52	1,089.38
(b) Sale of services	44,655.04	34,914.24
(c) Other operating revenues	801.62	493.46
	46,647.18	36,497.08
(i) Information of disaggregated revenue as per Ind AS 115		
(A) Based on nature of product or service:		
(a) Sale of products:		
Sale of traded goods		
- Pallets	1,085.22	773.61
- Forklift	-	312.57
- Others	105.30	3.20
	1,190.52	1,089.38
(b) Sale of services		
Rental income and other incidental services:		
- Pallets	28,422.32	25,648.73
- Foldable large containers (FLC) and crates	5,027.27	2,852.26
- Utility box	1,088.90	544.17
- Belts and wedges	48.80	67.99
- Material handling equipments	8,853.92	6,401.12
- Administrative services	214.43	-
	44,655.04	34,914.24
(c) Other operating revenue		
Sale of scrap	700.30	493.46
Excess provision written back	101.32	-
	801.62	493.46
Total revenue from operations	46,647.18	36,497.08

(B) Based on timing of revenue recognition:

Products transferred at a point of time	1,190.52	1,089.38
Services transferred at a point of time	44,655.04	34,914.24

The amounts receivable from customers become due after expiry of credit period which on an average ranges between 7-90 days. There is no significant financing component in any transaction with the customers.

The Group does not have any remaining performance obligation as contracts entered for sale of goods and services are for a shorter duration. Further, the Group's entire business falls under one operational segment of 'Pooling of resources'.

There are no reconciliation items between revenue from contract with customers and revenue recognised with contract price.

The Group's performance obligations are satisfied at a point in time, hence, there are no unsatisfied (or partially satisfied) performance obligations.

(ii) The following table gives details in respect of contract revenues generated from the top customer and top 5 customers for the year ended March 2025.

Revenue from top customer	5,253.43	5,362.68
Revenue from top five customers	11,821.48	11,172.44

For the year ended 31 March 2025 one (1) (31 March 2024: one (1)) customer individually accounted for more than 10% of the total revenue.

28 Other income

Interest income		
-on bank deposits	170.01	102.00
-on financial assets measured at amortised cost	83.41	21.96
-on income tax refund	28.78	21.56
Net gain due to change in fair value of current investments	465.86	103.00
Gain on termination of lease (Refer note 37)	354.04	148.62
Gain on sale of property, plant and equipment (net)	842.20	188.09
Gain on sale of investment, debenture and bonds	2.41	16.97
Foreign exchange gain (net)	1.62	6.48
Insurance claim received	124.55	-
Miscellaneous*	0.00	6.80
	1,355.08	697.28

*amount is less than ₹ 500.

29 Purchase of stock-in-trade

Pallets	1,178.62	697.12
Forklift	-	266.47
	1,178.62	963.59



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
30 Changes in inventories of stock-in-trade		
At the beginning of the year		
Stock-in-trade (Refer note 10)	0.33	41.52
Less : At the end of the year		
Stock-in-trade (Refer note 10)	117.72	0.33
Add : Additions on account of business combination (Refer note 48.1)	93.00	-
	(24.39)	41.19
31 Employee benefits expense		
Salaries, wages and bonus	8,218.79	5,578.14
Share based payment (net) (Refer note 19.1)	173.32	280.26
Contribution to provident fund (Refer note 38)	476.99	315.75
Staff welfare	90.35	60.57
	8,960.45	6,240.72
32 Finance costs		
Interest expense		
- debentures (Refer note 40)	503.20	101.08
- term loans	5,321.36	4,134.91
- cash credit	99.37	270.05
- lease liabilities (Refer note 37)	862.29	150.59
- others	0.64	3.80
Other borrowing costs	4.38	-
Bank charges	8.90	-
	6,801.14	5,660.23
33 Depreciation, amortisation and impairment expenses		
Depreciation on property, plant and equipment (Refer note 3 (a))	8,102.39	6,321.04
Amortisation on intangible assets (Refer note 5)	493.27	115.13
Depreciation on right-of-use assets (Refer note 37)	3,934.20	2,660.03
Impairment of property, plant and equipment (Refer note 3 (a))	2,843.02	2,164.88
	15,372.88	11,260.88
34 Other expenses		
Contract labour	1,551.67	1,158.61
Repairs and maintenance	2,671.14	2,860.16
Rent (Refer notes 37 and 40)	186.24	140.22
Rates and taxes	53.50	138.55
Insurance	214.88	138.25
Software	281.44	182.69
Marketing	218.54	254.12
Conveyance and travelling	487.08	387.42
Packing, freight and transport (net of recoveries)	3,855.14	2,731.07
Legal and professional fees	965.26	417.35
Printing and stationery	3.48	-
Corporate social responsibility	55.81	52.65
Auditors' remuneration	67.00	68.00
Office and site	9.43	17.91
Power and fuel	0.46	5.01
Forklift inspection	-	3.30
Provision for expected credit loss	16.94	180.72
Information technology	17.15	-
Miscellaneous	332.53	151.05
	11,808.71	8,957.14



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
35 Other comprehensive income / (loss)		
Items that will not be reclassified subsequently to the Consolidated Statement of Profit or Loss		
Re-measurement (loss) / gain on defined benefit plan (Refer note 39)	(76.33)	5.19
Income tax relating to above	19.21	(11.30)
	(57.12)	3.89
36 Earnings per share (EPS)		
Profit computation for both basic and diluted earnings per share		
Net profit attributable to equity share holders for basic and diluted earnings per share	3,755.72	3,717.32
Computation of weighted average number of equity shares for basic earning per share :		
Weighted average equity shares outstanding during the year	28,113,988	24,223,439
Add : Effect of conversion of mandatorily convertible instruments :		
Compulsorily convertible preference shares	88,731,467	82,440,779
Compulsorily convertible debentures	-	2,607,460
Number of shares for basic earning per share	116,851,455	109,271,678
Computation of weighted average number of equity shares for diluted earnings per share :		
Number of shares for basic earning per share	116,851,455	109,271,678
Add: Potential dilution on exercise of employee stock options	873,148	198,969
Add: Potential dilution on conversion of optionally convertible redeemable preference shares	-	1,297,062
Weighted average number of equity shares adjusted for the effect of dilution	117,724,603	110,767,709
Earnings/(loss) per share of face value ₹ 1 each		
Basic (in ₹)	3.21	3.40
Diluted (in ₹)	3.10	3.36
Nominal value per share (in ₹)	1.00	1.00



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

37. Leases - Ind AS 116

A. Group as lessee:

The Group's leased assets primarily consist of leases for office premises and warehouses. Leases of office premises and warehouses generally have lease term between 1 to 5 years. The Group has applied low value exemption for leases laptops, lease lines, furniture and equipment and accordingly are excluded from Ind AS 116. The leases includes non cancellable periods and renewable option at the discretion of lessee which has been taken into consideration for determination of lease term.

i) Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

	Offices	Warehouses	Total
Gross carrying value			
As at 01 April 2023	290.82	6,558.29	6,849.11
Additions*	122.39	4,845.23	4,967.62
Disposal	-	(2,034.41)	(2,034.41)
As at 31 March 2024	413.21	9,369.11	9,782.32
Additions on account of business combination (Refer note 49.1)	616.00	-	616.00
Additions*	2,136.62	6,073.31	8,210.93
Disposal	(805.13)	(1,446.80)	(2,251.93)
Modification	-	795.81	795.81
As at 31 March 2025	2,444.70	15,191.31	17,636.01
Accumulated depreciation			
As at 01 April 2023	61.40	1,618.88	1,680.28
Depreciation expenses	109.68	2,590.30	2,699.98
Accumulated depreciation on disposals	-	(775.72)	(775.72)
As at 31 March 2024	171.08	3,433.46	3,604.54
Additions on account of business combination (Refer note 49.1)	651.00	-	651.00
Depreciation expenses	342.61	3,591.59	3,934.20
Disposal	(886.86)	(1,519.71)	(2,406.57)
As at 31 March 2025	467.73	5,505.34	5,973.07
Net carrying value			
As at 31 March 2024	242.13	5,935.65	6,177.78
As at 31 March 2025	1,976.97	9,685.97	11,662.94

(*) The above addition is post netting off ₹ 169.52 lakhs (31 March 2024 : ₹ 51.54 lakhs) pertaining to present value of security deposits given for warehouses taken on lease.

ii) Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	Offices	Warehouses	Total
As at 01 April 2023	173.52	5,137.00	5,310.52
Additions	120.53	4,743.06	4,863.59
Termination(**)	-	(1,900.11)	(1,900.11)
Accretion of interest	19.31	531.28	550.59
Payment of lease obligation	(118.27)	(2,803.31)	(2,921.58)
As at 31 March 2024	195.09	5,647.94	5,843.03
Current	-	-	2,050.41
Non-current	-	-	3,792.62
Particulars	Offices	Warehouses	Total
As at 31 March 2024	195.09	5,647.94	5,843.03
Additions on account of business combination (Refer note 49.1)	184.00	-	184.00
Additions	1,802.31	6,917.95	8,720.26
Termination(**)	(130.39)	(151.60)	(281.99)
Accretion of interest	111.13	751.16	862.29
Modification	-	616.54	616.54
Payment of lease obligation	(382.57)	(3,302.41)	(3,684.98)
As at 31 March 2025	1,959.58	9,879.68	11,839.26
Current	-	-	4,229.97
Non-current	-	-	7,609.29

(**) The Group has terminated certain lease agreements during the year due to operational reasons, owing to which, the Group has accounted an income of ₹ 354.04 lakhs (31 March 2024 : ₹ 148.02 lakhs) on such terminations.

iii) The table below provides details regarding contractual maturities of lease liabilities as at closing date on an undiscounted basis:

Particulars	31 March 2025	31 March 2024
Less than one year	5,115.34	2,439.50
One to five years	6,510.68	3,801.98
More than five years	-	-

iv) Refer note 34 for expenses relating to short-term leases and low value assets.

The Group does not face a significant liquidity risk with regard to lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they are due.



38 Commitments and contingent liabilities

	As at 31 March 2025	As at 31 March 2024
(a) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for:		
Capital commitments (Net of capital advances)	2,840.33	1,406.33
(b) Contingent liabilities		
Claims against the Group not acknowledged as debt:		
(i) Income tax matters	714.35	-
(ii) Indirect tax matters	188.66	10.92
Total	903.01	10.92

Note :

(i) It is not practical to estimate the timing of cash outflows, if any, in respect of above matter (b) pending resolution / completion of the appellate proceedings / other proceedings, as applicable.

(ii) The Group does not expect any reimbursement in respect of the above contingent liabilities.

(iii) Capital commitments pertain to the Group's contractual commitment for purchase of property, plant and equipment and intangible assets under development.

- (c) Based on the judgement by the Honourable Supreme Court dated 28 February 2019, past provident fund liability, is not determinable at present, in view of uncertainty on the applicability of the judgement to the Group with respect to timing and the components of its compensation structure. In absence of further clarification, the Group has been legally advised to await further developments in this matter to reasonably assess the implications on its financial statements, if any.



39 Gratuity and other post-employment benefit plans**i) Defined benefit plan (unfunded / funded)**

- i) The Group provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees i.e. 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. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary.

The scheme is neither funded with an insurance company in the form of qualifying insurance policy, nor any assets have been created.

- ii) The gratuity scheme of CHEP India Private Limited (CIPL), (Refer note 49.1) is a defined benefit plan that provides for a lump sum payment to the employees on exit either by way of retirement, death, disability or voluntary withdrawal. Under the scheme, the employees are entitled to a lump sum amount aggregating to 15 days final basic salary for each year of completed service payable at the time of retirement/resignation, provided the employee has completed 5 years of continuous service. The defined benefit plan is administered by a third-party insurer. The third-party insurer is responsible for the investment policy with regards to the assets of the plan.

A) Balance Sheet

Particulars	As at	As at
	31 March 2025	31 March 2024
Changes in the present value of obligation		
Present value of obligation at the beginning of the year	216.60	163.78
Adjustment on account of business combination (Refer note 49.1)	181.00	-
Current service cost	82.71	55.64
Interest cost	22.54	11.95
Benefits paid	(68.99)	(9.59)
Re-measurement (or actuarial) (gain) / loss arising from:		
- change in demographic assumptions	11.01	(5.90)
- change in financial assumptions	33.69	1.25
- experience variance (i.e. Actual experiences assumptions)	33.83	(0.54)
Present value of obligation at the end of the year	512.19	216.60

Bifurcation of present value of obligation at the end of the year as per revised Schedule III of the Companies Act, 2013

Amount recognised in Consolidated Balance Sheet

Present value of the obligation at the end of the year	512.19	216.60
Fair value of plan assets at the end of the year	215.67	-
Net liability recognised at the end of the year	296.52	216.60

Classification of provisions

Current liability (Short term)	73.94	87.51
Non-current liability (Long term)	222.58	129.09
Amounts recognized in the Consolidated Balance Sheet	296.52	216.60



B) Statement of Profit and Loss

Particulars	As at 31 March 2025	As at 31 March 2024
Expenses recognised in the Consolidated Statement of Profit and Loss		
Current service cost	82.71	55.64
Interest cost (net off interest income in plan assets amounting to ₹ 5.67 lakhs (31 March 2024 : Nil))	15.67	11.96
Total expenses recognised in the Consolidated Statement of Profit and Loss	98.68	67.60
(Gain)/ loss recognised in the other comprehensive income		
Re-measurement (or actuarial) (gain) / loss arising from:		
- Return on plan assets (excluding amounts included in net interest expense)	(2.00)	-
- change in demographic assumptions	11.01	(5.90)
- change in financial assumptions	33.69	1.25
- experience variance (i.e. actual experiences assumptions)	33.63	(0.54)
Components of defined benefit costs / (income) recognised in other comprehensive income	76.33	(5.19)

C) Movements in the fair value of the plan assets are as follows.

Particulars	As at 31 March 2025	As at 31 March 2024
Opening fair value of plan assets	-	-
Adjustment on account of business combination (Refer note 49.1)	207.99	-
Interest income	6.67	-
Remeasurement gain/(loss):		
Return on plan assets (excluding amounts included in net interest expense)	2.00	-
Contributions from the employer	29.70	-
Benefits paid	(30.68)	-
Closing fair value of plan assets	215.67	-
Category of assets		
Insurer managed funds	215.67	-

D) The principal assumptions used in determining gratuity for the Group's plans are shown below:

	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	6.45% - 6.60%	7.15%
Salary growth rate	10.00%	5.5% - 10%
Age of retirement	58 - 60 years	58 - 60 years
Attrition / Withdrawal rates: (per annum) :		
White collar	5% - 25%	5% - 68%
Blue collar	47%	47% - 68%
Mortality (table)	100% Indian Assured Lives Mortality (2012-14) Ultimate	100% Indian Assured Lives Mortality (2012-14) Ultimate

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.



	31 March 2025	31 March 2024
E) Maturity profile of defined benefit obligation		
Weighted average duration (based on discounted cashflows)	3 - 4 years	1 - 12 years
Expected cash flows over the next (valued on undiscounted basis):		
1 year	136.61	18.73
2 to 5 years	318.22	85.68
6 to 10 years	138.44	43.03
More than 10 years	97.11	18.92
Expected contribution during the next annual reporting year	50.00	-

F) Sensitivity Analysis:**Description of Risk Exposures**

Valuations are performed on certain basic set of pre-determined assumptions which may vary over time. Thus, the Group is exposed to various risks in providing the above benefit which are as follows:

Interest rate risk: The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of liability.

Liquidity risk: This is the risk that the Group is not able to meet the short term benefit payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (for example, increase in the maximum liability on gratuity of ₹ 20 lakhs).

Asset-Liability Matching: The Group has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Group, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Group is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

	31 March 2025		31 March 2024	
	Decrease	Increase	Decrease	Increase
Delta Effect of (+/- 1%) change in discount rate (% change compared to base due to sensitivity)	533.07	492.97	223.74	209.99
	12.10%	-11.63%	6.80%	-6.20%
Delta Effect of (+/- 1%) change in salary growth rate (% change compared to base due to sensitivity)	494.01	531.44	210.52	223.01
	-10.95%	10.92%	-5.70%	6.00%
Delta Effect of (+/- 50% of attrition rate) change in attrition rate (% change compared to base due to sensitivity)	619.14	461.88	281.04	190.55
	64.22%	-31.19%	41.00%	-24.00%
Delta Effect of (+/- 10% of mortality rate) change in mortality rate (*) (% change compared to base due to sensitivity)	512.21	512.18	216.59	216.62
	-0.26%	-0.28%	0.00%	0.00%

(*) The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

II) Compensated absences

The obligations for compensated absences as at year end amounts to ₹ 52.89 lakhs (31 March 2024: 25.22 lakhs).

III) Defined contribution plan

Amount recognised as an expense and included in the Note as "Contribution to provident fund" under note 31 is ₹ 476.99 lakhs. (31 March 2024: ₹ 315.75 lakhs).



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

32. Disclosures in accordance with the AS 24 Related Party Disclosures

a) Names of related parties and description of relationship:

Description of relationship	Names of related parties
(i) Entity having control	Vertical Holdings IPTE Limited
(ii) Key managerial personnel (KMPs) #	Mr. Suresh Mathew - Managing Director and CEO Mrs. Bindu Mathew - Director (till 14 September 2024) Mr. Ravi Kulkarni - Chief Financial Officer (w.e.f. 19 November 2024) Mr. Saji Cheriyan - Chief Financial Officer (w.e.f. 21 December 2023, till 18 November 2024) Mr. Chirag Dugadia - Company Secretary (w.e.f. 19 November 2024) Mr. Dharmaj Sharma - Company Secretary (till 19 November 2024)
(iii) Close member of key management personnel #	Mrs. Bindu Mathew - Director (till 14 September 2024)
(iv) Enterprises in which key managerial personnel are able to exercise significant influence	Packaging Holding LLP

To the extent where transactions have taken place and control exists.

* Close members of the family of a person are the persons specified within meaning of 'related' under the Companies Act, 2013 and that person's domestic partner, children of that person's domestic partner and dependants of that person's domestic partner.

b) Related party transactions:

	Year ended 31 March 2025	Year ended 31 March 2024
Mr. Suresh Mathew		
Remuneration	289.32	148.07
Reimbursement of expenses on behalf of the Group	17.78	2.39
Rent paid	18.02	11.49
Buyback of equity shares (Refer note 18 (v))	-	5,896.87
Mrs. Bindu Mathew		
Rent paid	12.00	11.45
Mr. Ravi Kulkarni		
Remuneration	48.30	-
Mr. Saji Cheriyan		
Remuneration	88.40	41.88
Mr. Chirag Dugadia		
Remuneration	31.71	-
Mr. Dharmaj Sharma		
Remuneration	18.38	48.41
Vertical Holdings IPTE Limited		
Issue of Series H CCPS (Refer note 18 (ii))	-	55,090.00
Issue of Series I CCPS (Refer note 18 (vi))	33,890.88	-
Packaging Holding LLP		
Interest on Convertible Preference Debentures (CCPD)	-	131.08

c) Balance outstanding as at the year end

	As at 31 March 2025	As at 31 March 2024
Payables		
Mr. Suresh Mathew	0.82	-
Receivables		
Mr. Suresh Mathew	-	0.58

Notes:

a) The remuneration to KMP does not include provision for gratuity and compensated absence as separate figures are not available.

b) Refer notes 20 and 22.1 for guarantees and securities provided by the related parties, in respect of borrowing facilities availed by the Group.

c) Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

d) Refer sub-note 2 in the consolidated statement of cash flows for non-cash assignment in relation to conversion of convertible preference debentures and subsequently issued convertible preference shares.

e) ESOP granted and outstanding to KMPs

Name	Options granted		Options outstanding	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Mr. Ravi Kulkarni	40,000	-	40,000	-
Mr. Saji Cheriyan*	176,000	-	-	-

* Ceased to be KMP w.e.f. 18 November 2024

f) The details of remuneration to Key Managerial Personnel (KMP) during the year is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term employee benefits	375.00	308.58
Share-based payment	5.37	173.77
Total	380.37	482.35

g) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

h) Terms and conditions of transactions with related parties

Outstanding balances of related parties at the year-end are unsecured



41 Fair value measurements

(a) Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount 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.

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted prices. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges are valued using the closing prices at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(b) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the use of discounted cash flow for fair value of amortised cost

(c) Assets and liabilities which are measured at amortised cost for which fair values are disclosed

Financial assets and liabilities as at 31 March 2025	Carrying value				Fair value			
	Amortised cost/ Cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Level 1	Level 2	Level 3	Total
Financial assets - non-current								
Other financial assets	653.81	-	-	653.81	-	-	-	-
Financial assets - current								
Investments	-	10,148.88	-	10,148.88	10,148.88	-	-	10,148.88
- Mutual funds	-	10,148.88	-	10,148.88	-	-	-	-
Trade receivables	19,914.97	-	-	19,914.97	-	-	-	-
Cash and cash equivalents	2,639.35	-	-	2,639.35	-	-	-	-
Bank balances other than cash and cash equivalents	74.71	-	-	74.71	-	-	-	-
Loans	2.95	-	-	2.95	-	-	-	-
Other financial assets	449.50	-	-	449.50	-	-	-	-
Financial liabilities - non-current								
Borrowings (including current maturities)	79,907.00	-	-	79,907.00	-	-	-	-
Lease liabilities	7,610.29	-	-	7,610.29	-	-	-	-
Financial liabilities - current								
Borrowings	258.28	-	-	258.28	-	-	-	-
Lease liabilities	4,328.97	-	-	4,328.97	-	-	-	-
Trade payables	7,764.08	-	-	7,764.08	-	-	-	-
Other financial liabilities	3,645.24	-	-	3,645.24	-	-	-	-

Financial assets and liabilities as at 31 March 2024	Carrying value				Fair value			
	Amortised cost/ Cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Level 1	Level 2	Level 3	Total
Financial assets - non-current								
Other financial assets	1,017.67	-	-	1,017.67	-	-	-	-
Financial assets - current								
Investments	-	5,180.02	-	5,180.02	5,180.02	-	-	5,180.02
- Debt fund	-	33.99	-	33.99	-	33.99	-	33.99
Trade receivables	14,362.19	-	-	14,362.19	-	-	-	-
Cash and cash equivalents	851.41	-	-	851.41	-	-	-	-
Bank balances other than cash and cash equivalents	34.68	-	-	34.68	-	-	-	-
Loans	17.18	-	-	17.18	-	-	-	-
Other financial assets	555.59	-	-	555.59	-	-	-	-
Financial liabilities - non-current								
Borrowings (including current maturities)	46,238.36	-	-	46,238.36	-	-	-	-
Lease liabilities	3,780.62	-	-	3,780.62	-	-	-	-
Financial liabilities - current								
Borrowings	2,968.85	-	-	2,968.85	-	-	-	-
Lease liabilities	2,053.41	-	-	2,053.41	-	-	-	-
Trade payables	4,744.67	-	-	4,744.67	-	-	-	-
Other financial liabilities	3,976.28	-	-	3,976.28	-	-	-	-

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

42 Financial risk management

The Group's activities expose it to interest rate risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance, the Group's risk management is carried out by a corporate treasury and corporate finance department under policies approved by the board of directors and top management. The Group's treasury identifies, evaluates and mitigates financial risks in close cooperation with the Group's operating units. The board provides guidance for overall risk management, as well as policies covering specific areas.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A. Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and credit worthiness of the customer on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The financial instruments that are subject to concentration of credit risk principally consist of trade receivables, loans and cash and bank equivalents.

To manage credit risk, the Group follows a policy of providing 7 to 90 days credit to its customers. The credit limit policy is established considering the current economic trend of the industry in which the Group is operating. Also, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly. Bad debt 12.2 for ageing analysis and for information of credit loss allowance.

Loans and other financial assets includes loans granted to employees, investments in mutual funds, deposits receivable, interest accrued on deposits and other receivables. These receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

The Group recognises lifetime expected credit losses on trade receivable using simplified approach by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in provision matrix.

Description of category	Basis for recognition of expected credit loss provision
(i) Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil.	Lifetime expected credit loss (simplified approach).
(ii) Assets where there is low risk of default and where the counterparty has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past.	
(iii) Assets where there is high risk of default and there is no reasonable expectation of recovery, the Group continues in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.	100% provision is considered for doubtful assets credit impaired.

The movement of the allowance for lifetime expected credit loss is as below:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	1,052.82	918.11
Changes in loss allowances		
Additions	19.94	180.72
On account of business combination (Refer note 49.1)	1,320.80	-
Less debt written off	(57.12)	(44.01)
Balance at the end of the year	3,036.44	1,054.82

B. Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement.

The liquidity risk principally arises from obligations on account of financial liabilities viz., borrowings, trade payables and other financial liabilities.

The finance department of the Group is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

(i) Maturities of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on the contractual undiscounted payments.

As at 31 March 2025	Carrying amount	Contractual maturities on undiscounted basis				
Particulars	Amount	Repayable on demand	Upto 1 year	Between 1 and 5 years	Beyond 5 years	Total
Borrowings (including current maturities)	80,165.78	258.28	14,308.82	59,559.99	7,398.34	80,481.42
Lease liabilities	11,839.26	-	5,119.34	8,519.96	-	13,527.20
Trade payables	7,764.08	-	7,764.08	-	-	7,764.08
Other financial liabilities	3,648.24	-	3,648.24	-	-	3,648.24
Total	103,417.36	258.28	30,832.49	67,079.84	7,398.34	105,511.94

As at 31 March 2024	Carrying amount	Contractual maturities on undiscounted basis				
Particulars	Amount	Repayable on demand	Upto 1 year	Between 1 and 5 years	Beyond 5 years	Total
Borrowings (including current maturities)	51,307.21	2,038.63	7,390.40	27,014.05	14,126.34	61,469.94
Lease liabilities	5,893.03	-	2,439.50	3,901.98	-	6,241.48
Trade payables	4,744.67	-	4,744.67	-	-	4,744.67
Other financial liabilities	3,076.24	-	3,076.24	-	-	3,076.24
Total	65,021.15	2,038.63	18,550.35	31,716.03	14,126.34	66,462.07



(Amount in ₹ lakhs, except for share data, and if otherwise stated)

C Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk, price risk and interest rate risk. Major financial instruments affected by market risk include borrowings, debt securities and bonds.

(i) Price risk

- Exposure

The Group's exposure to equity securities price risk arises from investments held by the Group and classified in the balance sheet at "Fair value through profit and loss."

- Sensitivity

The table below summarizes the impact of increase/decrease of the BSE index on the Group's equity and gains/loss for the period. The analysis is based on the assumption that the index has increased by 5% or decreased by 5% with all other variables held constant, and that all the Group's equity instruments moved in line with the index.

Impact on profit before tax

Particulars	Impact on equity		Impact on profit or loss before tax	
	As at	As at	As at	As at
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
BSE Senses 30- Increase 5%	873.74	496.48	806.31	652.46
BSE Senses 30- Decrease 5%	(873.74)	(496.48)	(806.31)	(652.46)

(ii) Cash flow and fair value interest rate risk

- Interest rate risk management

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rate risks. The Group's exposure to risk of changes in market interest rates primarily to the Group's long-term debt obligations.

- Interest rate exposure

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Variable rate borrowings	39,256.89	45,939.70
Fixed rate borrowings	43,925.28	4,370.52
Total	83,182.17	50,310.22

- Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Impact on equity		Impact on profit or loss before tax	
	As at	As at	As at	As at
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
50 bps increase*	(146.88)	(173.82)	(195.29)	(234.68)
50 bps decrease*	146.88	173.82	195.29	234.68

* Sensitivity is calculated based on the assumption that amount outstanding as at reporting dates were utilised during the year.

(iii) Foreign currency risk

The Group does not have any outstanding balances in foreign currency and consequently the Group's exposure to foreign exchange risk is Nil. Although, the exchange rate between the rupee and foreign currencies has changed substantially in recent years, it has not affected the results of the Group. The Group evaluates exchange rate exposure arising from foreign currency transactions entered during the year and follows established risk management policies.

43 Capital management

(a) Risk management

The Group's objectives when managing capital are to:

1. Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
2. Maintain an optimal capital structure to minimize the cost of capital

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, reduce debt or sell assets.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Group monitors its capital using the gearing ratio which is net debt divided by total debt + capital (equity).

The gearing ratios were as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Net debt	69,109.26	65,130.05
Total equity	91,734.80	71,417.80
Capital Gearing Ratio	49.27%	45.87%

Consistent with others in the industry, the Group monitors its capital using the net debt to equity ratio which is total debts divided by total equity and intends to manage optimal ratios. In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define the capital structure requirements.

The Group is in compliance with relevant financial covenants for both the reporting periods.



44. Interest in other entities

44.1 Investments in subsidiaries:

Sr. No.	Name of the subsidiary	Principal place of business	Proportion of ownership interest		Method of accounting	Principal activities
			As at 31 March 2023	As at 31 March 2024		
1	Taron Material Handling Equipments Private Limited (TMHEPL)	India	93%	90%	Cost	Handling of material handling equipments and providing supply chain services & solutions.
2	BKSN Machine Services Private Limited (BMSPL) incorporated in India in accordance with the Scheme of Merger vide Board resolution dated 25 July 2023, which has been approved by the Regional Director vide order dated 25 May 2024. (Refer note 43.2)	India	-	-	Cost	Handling of material handling equipments and providing supply chain services & solutions.
3	CHEP India Private Limited (CPL) (inc. 08 January 2023) (Refer note 40.1)	India	-	-	Cost	Handling of pallets and providing supply chain services & solutions.

44.2 Disclosure mandated by Schedule III by way of additional information

Year ended 31 March 2023

Name of Entity in the Group	Net assets (total assets - total liabilities)		Share in profit or loss		Share in other comprehensive income / (loss)		Share in total comprehensive income	
	Amount	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other comprehensive income	Amount	As % of Consolidated total comprehensive income
Parent Company LEAP India Private Limited	92,424.48	100.70%	3,088.65	105.96%	(22.11)	33.71%	3,066.54	106.40%
Indian subsidiary company Taron Material Handling Equipments	50.31	0.05%	(201.93)	-3.90%	(25.01)	81.20%	(206.94)	-6.48%
Less: Elimination	(748.81)	-0.82%	-	0.00%	-	0.00%	-	0.00%
Consolidated	91,725.98		3,786.72		(47.12)		3,039.40	

Year ended 31 March 2022

Name of Entity in the Group	Net assets (total assets - total liabilities)		Share in profit or loss		Share in other comprehensive income / (loss)		Share in total comprehensive income	
	Amount	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other comprehensive income	Amount	As % of Consolidated total comprehensive income
Parent Company LEAP India Private Limited	71,877.43	100.64%	4,080.32	110.03%	8.78	176.52%	4,089.11	110.17%
Indian subsidiary company Taron Material Handling Equipments Private Limited	288.18	0.41%	(275.08)	-10.03%	(2.93)	-74.55%	(278.01)	-13.18%
Less: Elimination	(748.81)	-1.05%	-	0.00%	-	0.00%	-	0.00%
Consolidated	71,417.80		3,717.22		5.85		3,723.07	



46 Struck-off Companies

Name of struck-off entity	Nature of transactions with struck-off Company	Balance outstanding as at 31 March 2025	Relationship with the struck-off
Benchmark Supply Chain Solutions Private Limited	Receivable for sale of goods / services	0.28	Not related
35 Consulting Private Limited	Payable for sale of goods / services	0.02	Not related
Jacore Agro-Industrial Consultants and Suppliers Limited	Receivable for sale of goods / services	0.14	Not related

Name of struck-off entity	Nature of transactions with struck-off Company	Balance outstanding as at 31 March 2024	Relationship with the struck-off
Benchmark Supply Chain Solutions Private Limited	Receivable for sale of goods / services	0.30	Not related
35 Consulting Private Limited	Payable for sale of goods / services	0.02	Not related
Dr. Sri. Sathish	Payable for sale of goods / services	1.19	Not related
V-Venture	Payable for sale of goods / services	0.084	Not related

46 Segment reporting

The Group's Managing Director (MD), Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108 Operating Segments. The CODM regularly monitors and reviews the operating results of the whole Group as one segment since the Group's business operations falls within a single operating segment of pooling (for hire, trading of petrol and other services related items). Thus, as defined by Ind AS 108 'Operating Segments', the Group's entire business falls within this one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss. Further, the entire business of the Group is within India, hence there is no geographical segment.

47 Other Statutory Information

- (a) The Group does not have any litigation/proceeding, where any proceeding has been initiated or pending against the Group for holding any financial property.
- (b) The Group does not have any change or relation which is yet to be registered with Registrar of Companies beyond the statutory period.
- (c) The Group has not traded or involved in Cryptocurrency or Virtual Currency during the financial year.
- (d) The Group has not authorized or issued or received funds to any other persons or entities, including foreign entities (intermediaries) with the understanding that the intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
 - provide any guarantee, security or financial or other support to any other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
- (e) The Group has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
 - provide any guarantee, security or financial or other support to any other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
- (f) The Group does not have any such liabilities which is not recorded in the books of accounts that has been transferred or disposed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, income or surcharge or any other relevant provisions of the Income Tax Act, 1961).
- (g) None of the entities in the Group has not been declared as defaulter by any bank or financial institution or government or any government authority.
- (h) The Group has complied with the number of layers prescribed under the Companies Act, 2013.
- (i) The Group has entered into scheme of arrangement which has an accounting impact on the current financial year and the previous financial year. Refer note 49.1.

48 Quarterly audit statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts of the Group except for the following:

Holding Company

Rating Company							
Quarter ended	Name of bank	Working capital limit sanctioned	Particulars	Amount as per books of accounts	Amount reported in the quarterly return statement	Amount of difference	Reason for material variations
31 March 2025	HDFC Bank	500.00	Trade receivables	18,035.82	12,826.75	5,109.07	The differences are on account of: 1) the submissions to the banks were made before financial reporting closure process. 2) Difference on account of merger since the stock statement was submitted before the merger letter was received hence the amount only included the details of LEAP India Private Limited and did not include details about CHEP India Private Limited.
	Axis Bank	3,000.00					
	ICICI Bank	3,500.00					
	HSBC Bank	4,500.00					
	HDFC Bank	500.00	Inventory	1,988.58	1,242.84	745.75	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
HSBC Bank	4,500.00						
30 June 2025	HDFC Bank	500.00	Trade receivables	9,435.48	6,117.17	3,318.31	The differences are on account of: 1) the submissions to the banks were made before financial reporting closure process. 2) Unbilled receivables not being considered in Trade receivables, while reporting to the bank.
	Axis Bank	3,000.00					
	HSBC Bank	4,500.00	Inventory	1,558.56	1,005.40	553.16	
	HDFC Bank	500.00					
	Axis Bank	3,000.00					
HSBC Bank	4,500.00						
30 September 2025	HDFC Bank	500.00	Trade receivables	13,185.60	8,339.63	4,845.97	
	Axis Bank	3,000.00					
	HSBC Bank	4,500.00	Inventory	2,102.87	2,892.87	790.00	
	HDFC Bank	500.00					
	Axis Bank	3,000.00					
HSBC Bank	4,500.00						
31 December 2025	HDFC Bank	500.00	Trade receivables	11,148.70	10,535.35	613.35	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
	HSBC Bank	4,500.00					
	HDFC Bank	500.00	Inventory	2,081.88	2,525.51	443.63	
Axis Bank	3,000.00						
ICICI Bank	2,500.00						
HSBC Bank	4,500.00						
31 March 2024	HDFC Bank	500.00	Trade receivables	13,268.28	12,885.83	382.45	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
	HSBC Bank	4,500.00					
	HDFC Bank	500.00	Inventory	1,345.31	1,385.42	40.11	
	Axis Bank	3,000.00					
	ICICI Bank	2,500.00					
HSBC Bank	4,500.00						



Subsidiary Company

Quarter ended	Name of bank	Working capital limit sanctioned	Particulars	Amount as per books of accounts	Amount reported in the quarterly return statement	Amount of difference	Reason for material variances
30 June 2024	ICICI Bank	300.00	Trade receivables	1,597.20	1,599.30	(2.10)	The differences are on account of:- 1. Balance sheet to the bank were made before financial reporting closure process. 2. Unsettled receivables have not been considered in trade receivables, while reporting to the bank.
			Inventory	188.49	188.49	-	
30 September 2024	ICICI Bank	300.00	Trade receivables	2,128.91	1,936.72	192.19	
			Inventory	296.91	296.91	-	
31 December 2024	Aux Bank	1,500.00	Trade receivables	2,498.74	2,247.00	251.74	
			Inventory	353.11	353.11	-	
31 March 2025	Aux Bank	1,500.00	Trade receivables	2,312.22	1,896.49	415.73	
			Inventory	341.73	341.73	-	
31 March 2024	ICICI Bank	300.00	Trade receivables	1,548.48	1,477.00	71.48	The differences are on account of:- 1. Balance sheet to the bank were made before financial reporting closure process. 2. Unsettled receivables have not been considered in trade receivables, while reporting to the bank.
			Inventory	135.32	130.89	4.43	

29 Business combinations

29.1 Acquisition and merger of GHEP India Private Limited

On 8 January 2025, the Holding Company has completed the acquisition of 100% stake in GHEP India Private Limited, a company based in Mumbai, a leading provider of reusable pallets and containers to various participants in the supply chain on a 'share and reuse' basis. The acquisition will complement the Group's synergy to move itself a reputed name in the supply chain solutions and asset pooling business.

The Board of Directors of the Holding Company had approved arrangement for amalgamation of erstwhile wholly owned subsidiary, GHEP India Private Limited ('Transferor Company') with the Holding Company (the 'Transferee Company') in its meeting held on 27 January 2025. The Scheme of amalgamation has been approved by the Regional Director, Ministry of Corporate Affairs vide order dated 17 April 2025. The certified copy of the Order has been filed with Registrar of Companies, Mumbai on 2 June 2025, on which the Scheme became effective. Accordingly, the Holding Company has accounted for the business combination transaction using the Pooling of interest method in accordance with the approved scheme as per Appendix C of Ind AS 103, Business Combinations of Entities under Common Control. The merger had no impact on the consolidated financial statements of the Group.

The business combination was effected by entering into a share purchase agreement for a total consideration (in cash) of ₹ 100,412.95 lakhs.

Purchase price allocated to the fair values of assets acquired and liabilities assumed includes value of customer relationships as intangible assets, which have been valued at ₹ 16,109.00 lakhs, to be amortised over the period of 10 years. The excess of purchase consideration over net assets and the identified intangible asset has been adjusted against the retained earnings of the Transferee Company, and unadjusted remaining amount, has been recorded separately as Amalgamation adjustment deficit account, which is not tax-deductible. The fair values of the identifiable assets and liabilities of GPEI, as at the date of acquisition were:

Particulars	Amount
Assets acquired	
Property, plant and equipment	12,057.03
Right-of-use assets	966.00
Investments	31,039.00
Other non-current financial assets	28.00
Income tax assets	2,017.06
Deferred tax assets (net)	406.00
Intangibles	16,109.00
Trade receivables	4,884.00
Cash and cash equivalents	3,035.00
Other current financial assets	195.00
Other current assets	224.00
Total (A)	55,896.09
Liabilities taken over	
Lease liabilities	884.00
Trade payables	2,476.00
Short term provisions	16.00
Other financial liabilities	550.00
Other current liabilities	214.00
Total (B)	3,976.00
Total purchase consideration	100,412.95
Less: Total net assets acquired (A-B)	(55,320.16)
Less: Intangible identified on business combination - Customer relationship	(16,109.00)
Add: Deferred tax on customer relationship	4,924.21
Less: Adjustment against the retained earnings of the transferee company	(7,715.00)
Amalgamation adjustment deficit account	(25,299.95)
Acquired intangibles	
Particulars	Amount
Fair value of acquired receivables	4,884.00
Gross contractual amount of receivables	6,874.00
Contractual cash flow not expected to be collected	1,990.00

29.2 The Board of Directors of Tabor Material Handling Equipment Private Limited (TM-HEPL) had approved arrangement for amalgamation of erstwhile wholly owned subsidiary, EKAM Marine Services Private Limited (EM-SPPL) in its meeting held on 25 July 2023. The Scheme of amalgamation was approved by the Regional Director, Ministry of Corporate Affairs vide order dated 29 May 2024. The certified copy of the Order was filed with Registrar of Companies, Mumbai on 21 June 2024, on which the Scheme became effective. Accordingly, TM-HEPL had accounted for the business combination transaction using the Pooling of interest method in accordance with the approved scheme as per Appendix C of Ind AS 103, Business Combinations of Entities under Common Control. Pursuant to above, the financial statements of TM-HEPL, in respect of the prior periods were restated in the previous financial year from the date of obtaining control in the Transferor Company, being 21 February 2023. The merger had no impact on the consolidated financial statements of the Group.



- 56 The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Amendment Rules, 2025 requiring companies, which were accounting officers for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an editing of each change made in the books of account along with the date when such changes were made and ensure that the audit trail cannot be disabled and the audit trail has been prepared by the Group as per the statutory requirements for record retention.

The Holding Company and its Subsidiary have used accounting software for maintaining their books of account which have a feature of recording audit trail and its capability at the application level and the same have been created throughout the year. Further, the audit trail (edit log) feature was enabled at the database level to log any direct data changes in it from 14 November 2024. However, the Holding Company and its Subsidiary did not audit trail at database level for a few days at every month and for billing purposes.

The Holding Company has used and has accounting software for maintaining its books of account for the period 5 January 2025 to 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has been enabled throughout the period at the application level. Further, the audit trail (edit log) feature was not enabled at the database level to log any direct data changes.

The audit trail has been prepared by the Group as per the statutory requirements for record retention where the audit trail feature was enabled.

These are the notes referred to in our report of even date

For Walker Chambers & Co LLP
Chartered Accountants
Firm Registration No. 001066/MUM/2013

Robish R. Agarwal
Partner
Membership No. 56962



Place: Mumbai
Date: 27 June 2025

For and on behalf of the Board of Directors of
LEAP India Private Limited

Sandeep Kumar
Chairman, Managing Director and CEO
CIN: L27206MH2019PTC000004

Ravi Kulkarni
Chief Financial Officer

Chirag Gargola
Company Secretary
Membership No. 421070

Place: Mumbai
Date: 27 June 2025

