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annual report **FY23**

tanla



Tanla at a glance

Tanla is leading the way in shaping the world of trusted digital experiences to Empower Consumers and Enable Companies. Through technology-led greenfield innovations, we continue to secure the digital economy for over a billion consumers. Tanla is headquartered in Hyderabad and is listed on two national exchanges, the NSE and BSE, and included in prestigious indices such as the Nifty 500 and BSE 500, Nifty Digital Index, FTSE Russell and MSCI.

BEST- IN- CLASS EXECUTION

wisely

Platform of Platforms addressing multiple C-suite buying centers

4

patents awarded

TRUBLOQ

World's first blockchain enabled compliance platform to prevent spam

3

out of 4 Indian top telcos served

100%

UAE traffic

VALUE CREATION

20%

Revenue growth

Growth for last three financial years

47%

EBITDA growth

Growth for last three financial years

941%

Wealth creation

for shareholders from April 2020 to March 2023


₹596 Cr

Cash returned

to shareholders over last three financial years


CUSTOMER CENTERCITY

Choice of leaders across industry




9/10

Banking



8/10


Financial services



7/10


Healthcare, FMCG, Digital Natives

Enterprise segment market leader




35%

CPaaS market share in India



50

of our top 100 customers, retained for more than 5 years



223

Customers contributing to > ₹1Cr+ annual revenue

Listed in Indices:



Won in the Enterprise Communication category



Global HR Excellence Award 2022



Recognized in the 2021 Gartner CPaaS Competitive Landscape



Featured in Next top 100 companies in India

This indicative data on market size has been arrived at basis our internal analysis. This is our assessment and merely indicative in nature and should not be relied upon.

We lead with a purpose!

T = EC²

“Shaping the world of trusted digital experiences to empower consumers and enable companies”

All our focus is **securing the digital citizens of India** and beyond:

**No Scam, No Spam,
Yes Security, Yes Privacy**

C+-WIN

Winning Over Covid-19

Delivered OTP messages to **enable 100Cr + vaccinations**

ESG at the core of all our operations



Steps towards creating a greener & cleaner tomorrow

- Achieve **Net Carbon Neutrality** by 2025
- **LEED gold certification** for our new office in progress
- Single use plastic free offices globally
- Announced support for TCFD – Task Force on Climate Related Financial Disclosures



We empower our customers, partners, employees & society

- **Upskilled 50%** of platform workforce in last 1 year
- Positively impacted 1,542 lives through various CSR initiatives
- Supplier Code of Conduct with vendors including adherence to United Nations Universal Declaration of Human Rights



Better Governance through transparency

- **Developed Trubloq - World's largest blockchain platform** to prevent spam, trusted by 50K+ enterprises
- Wisely ATP- AI/ML led solution to identify SMS phishing in real time, prevent delivery of messages, eliminate the root cause
- Improved voluntary disclosures. Released first Tax Transparency Report and Sustainability Report

Highlights of FY23



Revenue

₹3,355 Cr

↑ 5%



EBITDA Margin

17.5%



PAT

₹448 Cr



Cash

₹712 Cr



Digital platforms Revenue

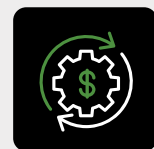
₹303 Cr

↑ 20%

₹3,052 Cr

Enterprise communications Revenue

↑ 3%



Cash returned to Shareholders

₹321 Cr



Free Cash flow

₹91 Cr



₹291 Cr

Digital platforms Gross Profit

↑ 23%

₹190 Cr

Capital investments towards Innovation



2.17

Product penetration

223

Customers with ₹ >1 Cr Revenue pa



₹4 Cr

CSR spends¹

1,542

Positively impacted lives



615

Employees

15,089

Training hours

↑ YoY growth

¹Includes unspent amount



Empowering consumers and Enabling companies

Karix Office, Mumbai

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About this Report

Our Annual Report combines financial and business performance. It shows how we as a Company create value for our shareholders.

At a glance

- Financial reporting in accordance with The Indian Accounting Standards (Ind AS)
- Sustainability reporting in accordance with Global Reporting Initiative (GRI) Standards 2021 effective from 2023
- Tax Transparency Reporting in accordance with Global Reporting Initiatives
- Statutory audit by M S K A and Associates

Content and Structure

The Annual Report, published in English every year, integrates essential financial, business and product related information, providing a comprehensive assessment of our performance. We adhere to the principles of materiality, completeness, and stakeholder inclusion when selecting the report's topics. Additionally, we make further information available online, with relevant links provided at the end of each chapter.

The financial position and performance information comply with the requirements of The Indian Accounting Standards (Ind AS). We ensure the reliability of the presented information through robust internal control mechanisms. The Board of Executive Directors confirms the effectiveness of these internal controls and compliance with financial reporting regulations.

We have reported on our sustainability performance and tax transparency in accordance with Global Reporting Initiative (GRI) Standards.

Data

All information and basis for calculation in this report is as per standards for financial reporting. Due to rounding off, individual figures may not add up exactly to the total shown and percentages may not correspond exactly to figures shown.

The reporting period covered in this report is from April 2022 to March 2023, with all relevant information included up to the editorial deadline of August 08, 2023.

For financial reporting purposes, the scope of consolidation for the group includes Tanla Platforms Limited and its subsidiaries.

For more information on companies accounted for in the Consolidated Financial Statements, see the Notes from page 209 onwards.

Statutory audit

Our reporting is externally and independently audited by third parties. M S K A and Associates has audited Tanla Group Consolidated Financial statements and has issued an unqualified report.

The independent Auditor's Report can be found on Page 201 onwards

Forward-looking statements

This report might contain statements that are forward looking in nature. All statements other than statements of historical fact could be deemed as forward-looking in nature. Such statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. By receiving this report, you acknowledge that you will be solely responsible for your own assessment of the market and our market position and that you will conduct your own analysis and be solely responsible for forming your own view of the potential future performance of our business.

Our reporting ecosystem: We pay special attention on transparency and making content easy to find. This report is part of a broader reporting ecosystem which covers other topics relevant to Tanla Group. The publications include among others:

[Sustainability Report FY'23](#)

[Tax Transparency Report FY'23](#)

 tanla

MWC
GSMA

wisely^{ATP}

Securing the Digital Future against Phishing



 tanla

To Our
Shareholders

Uday Reddy, Founder Chairman & CEO at MWC 2023, Barcelona

Message from Founder Chairman & CEO

Dear Shareholders,

"Tanla is a company with a strong purpose – empowering consumers and enabling companies.

Our platforms enable accessibility, provide data security and data privacy, curb spam & scam for consumers, to secure the digital economy. We execute our purpose on the pillars of greenfield innovation, tremendous financial discipline, and the highest standards of ESG.

We entered FY23, on the back of market disruptions in the enterprise communication business. It gives us great satisfaction that we stayed committed to our purpose – we accelerated our innovation, maintained our financial discipline, returned cash to shareholders, and set benchmarks on ESG. As industry leaders with ~35% CPaaS market share in India, we set the direction for the industry – the biggest positive for me is the structural changes we have been able to do, which augurs well for the future.

Let me start with the Enterprise communications business. We saw consolidation in the market – we have been consistently maintaining that one needs deep domain knowledge and ability to work with the entire ecosystem to succeed in India. Acquisition of ValueFirst from Twilio is a validation of this long-standing belief. We have worked with the ecosystem including mobile carriers to stabilize the pricing environment. We are driving responsible industry conduct and expect pricing to improve in FY24. We stayed resilient in the Enterprise communications business in FY23 – after a weak Q1, we exited the year with 20% gross margins in Q4FY23. We are entered FY24 with stronger momentum, both in growth and profitability.

Our Digital platforms business is demonstrating all the SaaS metrics – predictable growth (20%+YoY growth in gross margins every quarter), SaaS business model (100% of the platform business is per transaction/user), IP led (4 patents) and high profitability (running at EBIT% levels of ~70%). We are addressing all the buying centers of the enterprise and our innovation engine is accelerating.

All the platforms are built on Wisely – our single platform of platforms on which every other platform is built. This provides us with tremendous speed and agility to develop new platforms. For example, we took 12 months to build Wisely Communicate but took only 4 months build and launch Wisely ATP – our anti-phishing platform to curb phishing and scam, the biggest menace threatening the digital economy. What is most exciting to us is that we have multiple new platforms in the ideation phase. We are not opportunity constrained – as the digital economy grows, we will accelerate our growth.

We are making the right investments to capitalize on the opportunity. Our investments are around areas of innovation, customer success, brand, and talent. Our total investments for FY23 would ₹ 190 Cr in these areas. We are also investing in global expansion. We will gain access to Saudi Arabia and Indonesian markets with acquisition of ValueFirst, while further strengthening our presence in the UAE.

Our investments are positioning us well for the future. We are also making investments in ESG, to build a sustainable organization beyond just business objectives. We released our Tax Transparency report and

Sustainability report for FY23 and we are setting the benchmark on governance.

As we look forward, we see tremendous opportunities ahead of us. We are working towards creating a safer, more secure environment for millions of users. I want to thank every one of our stakeholders for their contribution in our incredible journey. My team and I have rolled our sleeves and we are working towards a better tomorrow. Thank you all."

With respect and appreciation,



Uday Reddy



Board of Directors



Uday Kumar Reddy
 Founder Chairman and CEO
Member
 Audit, CSR/ESG Committee [in](#)



Sanjay Kapoor
 Non-Executive Director and Chairperson
 of Stakeholder Relationship Committee
Member
 Risk Management, Nomination &
 Remuneration, CSR/ESG Committee [in](#)



Amrita Gangotra
 Independent Director and
 Chairperson of Risk Management
 Committee
Member
 Nomination & Remuneration, Stakeholder
 Relationship, Audit Committee [in](#)



Rohit Bhasin
 Lead Independent Director and
 Chairperson of Nomination &
 Remuneration Committee
Member
 Audit, Risk Management, Stakeholder
 Relationship and CSR/ESG Committee [in](#)



Deepak Satyaprakash Goyal
 Executive Director
Member
 Risk Management Committee [in](#)



Rahul Khanna
 Independent Director and Chairperson of
 Audit and CSR/ESG Committee
Member
 Nomination & Remuneration, Stakeholder
 Relationship Committee [in](#)

Tanla on the capital market

We continue to be focused on consistent financial performance, disciplined capital allocation and highest standards of ESG. In FY23, we announced our Dividend Payout policy, committing 30% of our annual consolidated profits after tax for dividend payout.

At a glance

- During the year, we returned ₹ 321 crore to shareholders through a combination of buyback and interim dividend
- Proposed ₹ 4 per equity share as final dividend, subject to approval of the shareholders in the AGM

Share performance

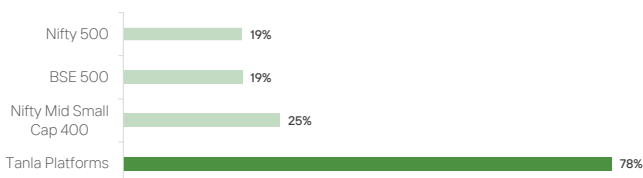
The closing share price was ₹ 523 as on March 31, 2023, a decrease of 65% when compared with the previous year's closing price of ₹ 1,526. We started the financial year on a slow note, with weak performance in Q1 FY23 due to market disruption driven by pricing. However, we have witnessed a steady improvement in our performance and profitability. Our focus remains on building innovative platforms, obsessing over customer success, and embedding ESG in everything we do. Wisely ATP- the first of its kind anti-smishing platform, was launched at the 2023 Mobile World Congress (MWC) in Barcelona. It is an AI/ML-led solution to identify SMS phishing in real time, prevent delivery of messages, eliminate the root cause. We have acquired ValueFirst from Twilio in July 2023, solidifying our position as leaders in the CPaaS market in India. As of the report date, our share price has increased by 116% since March 2023.

Share performance of Tanla compared with select Indices

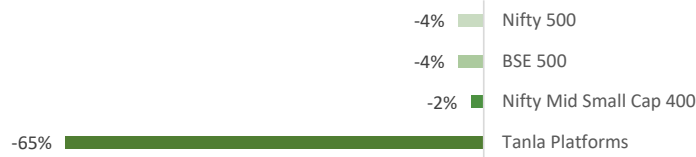


Performance of Tanla shares compared with select Indices

FY22



FY23



Weightage of Tanla shares in select Indices

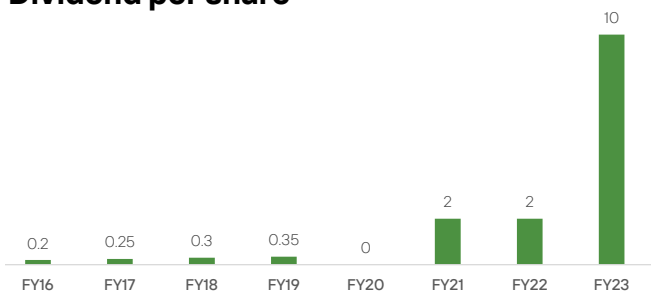
Indices	March 31 2022	March 31 2023
Nifty Mid Small Cap 400	0.31%	0.42%
BSE 500	0.07%	0.09%
Nifty 500	0.07%	0.09%

Dividend payouts

As per our Dividend Payout policy, we proposed and disbursed an Interim dividend of ₹6 per equity share for FY23. We also paid ₹2 per equity share for FY22 as final dividend. Together, we have a cash outflow of ₹109 crore to our shareholders

The Board of Directors have also recommended a final dividend of ₹4 per equity share (400% of face value) for FY23, subject to shareholders' approval in the Annual General Meeting which, will result in cash outflow of ₹53 crore.

Dividend per share



* Final dividend of ₹4 per equity, proposed for FY23. Face value of equity share is ₹1 per share.

Employees becoming shareholders

We have adopted a compensation policy to attract, retain and award individuals while aligning their long-term interests with those of the Company. High performing employees are granted performance-based restricted stock units. (RSUs). During the year 125,500 RSUs were granted under this scheme.

Details of options granted/vested

Particulars	No of RSUs
Opening Balance as on April 01,2022	2,97,000
RSUs granted	1,25,000
RSUs vested	79,500
RSUs exercised	71,500
RSUs lapsed	30,000
Balance as on March 31, 2023	3,20,500

Completed third consecutive buyback of shares

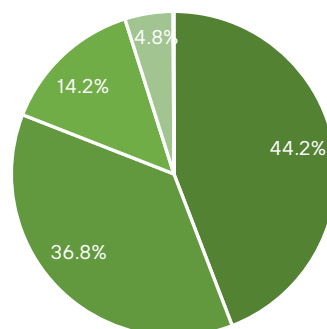
The Board of Directors approved buyback of equity shares at ₹1,200 per equity share for an amount not exceeding ₹170 crore payable in cash, through tender route mechanism.

The buyback program was completed in January 2023, and the Company bought back 14,16,666 equity shares resulting in cash outflow of ₹212 crore including transaction cost.

Shareholder ownership

The Company had 2,23,256 shareholders at the end of March 2023. As per the shareholding pattern, the promoters and employees held 49% of the total equity. Foreign Institutional Investors (FIIs) and Domestic Institutional Investors (DIIs) held a combined equity of 14%. Approximately 37% of the company's share capital is held by retail investors.

Shareholder structure



■ Promoters ■ Retail ■ FII ■ Employees ■ DII

Information on Tanla Stock

Securities code number

National Stock Exchange of India Limited (NSE) TANLA

BSE Ltd (BSE) 532790

ISIN INE483C01032

International ticker symbols

Bloomberg (NSE) TANLA:IN

Reuters (NSE) TNSL.NS

Key share data

Particulars	Unit	FY22	FY23
Year-end price	₹	1,526	523
Year high	₹	2,096	1,638
Year low	₹	735	493
Year average	₹	1,198	879
Number of shares as on March 31	million	135.47	134.4
Market Capitalization as on March 31	billion ₹	207	70
Earnings per share	₹	39.77	33.05
Dividend per share (Interim+ final)	₹	2	10
Dividend yield per share (*)	%	0.13	1.91
Price-earnings ratio (P/E ratio) (*)		38.37	15.81

*Based on year-end share price

Close Dialogue with the capital market

At a glance

- 5+ new disclosures added as part of quarterly Shareholders' Report
- Conducted quarterly earnings call
- Released Tax Transparency Report and Sustainability Report for FY23
- Participated in 10+ virtual conferences
- Met 50+ investors

Regular and transparent communication with the capital market is key to increasing the long-term value. We used virtual formats such as audio or conference calls for investor interactions. We engaged with institutional investors and analysts in one-on-one meetings.

Our Board is composed of a diverse range of members, including executive, non-executive, and independent directors. Majority of the board committees are headed by independent directors, reflecting our strong emphasis on corporate governance.

In terms of audit oversight, our internal auditors, M/s Deloitte Touche Tohmatsu India LLP, provide independent reporting to the Audit Committee. Since FY20, M S K A & Associates have been as our statutory auditors and has consistently issued an unqualified audit report.

To ensure secretarial compliance across the group, Ernst & Young LLP conducts a quarterly reviews. Additionally, we engage third-party consultant such as KPMG Assurance and Consulting services LLP, since FY19, to conduct independent reviews of our processes. These independent reviews serve as an additional layer of management oversight, enhancing our internal control mechanisms.

Contact Investor Relations team at investorhelp@tanla.com

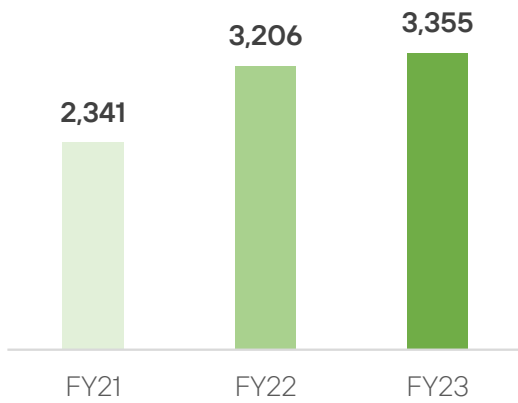


Management's Report

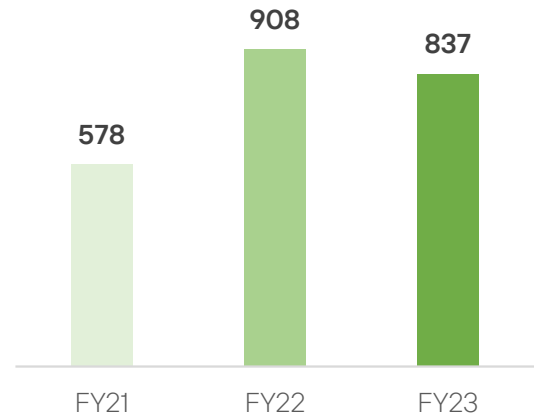
Key Highlights

(In ₹ Cr)

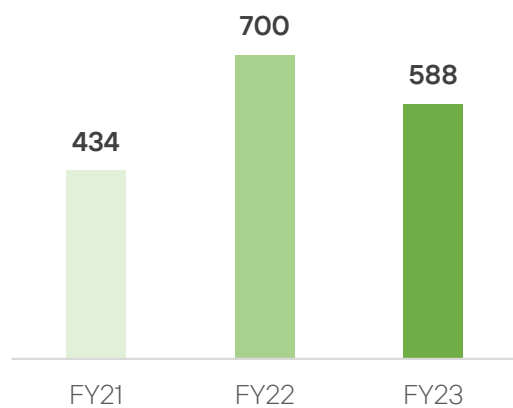
Revenue



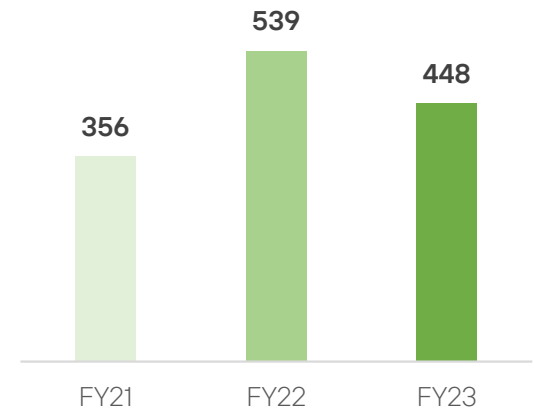
Gross Profit



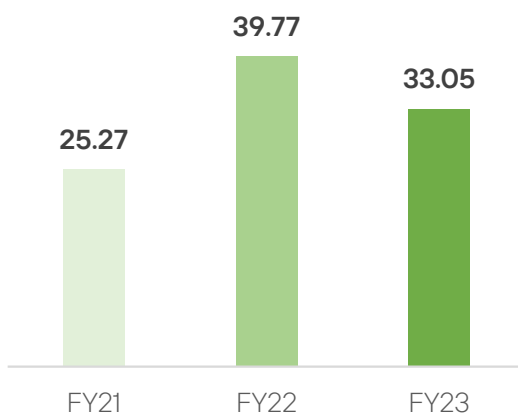
EBITDA



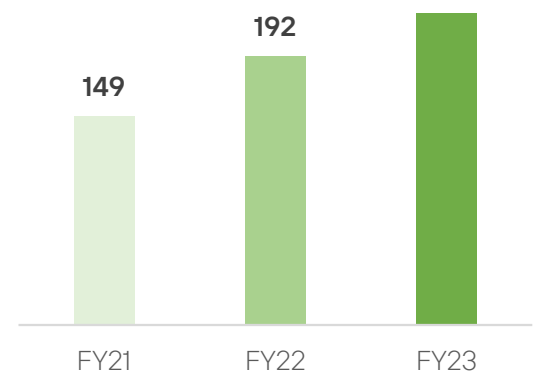
Profit after Tax



EPS (₹)



No of customers with revenue > ₹ 1Cr+ annually



Stakeholder Engagement

Our stakeholders play a pivotal role in shaping our decision-making and operational strategies. They also support our understanding of the social, environmental, and economic dimensions of our operational landscape. Cultivating a mutually beneficial relationship with our stakeholders paves the way for enhanced outcomes.

Our stakeholders include customers, investors, partners, regulators, employees, and society. We consistently maintain active engagement with our stakeholders to gain insights into their expectations. This enables us to identify the necessary actions for establishing and nurturing trust, fostering partnerships, and enhancing societal impact of our business operations.

Stakeholder Group Expectations



Customers

Well-informed on emerging industry trends and fast changing user preferences

Outcomes

- Delivering tailored value propositions
- Domain expertise and seamless deployments
- Holistic compliance management



Partners

Win-Win collaboration

Outcomes

- Equitable and trustworthy business relationships
- Create greenfield opportunities
- Enhanced return on investment



Employees

Creating a Smart, Secure and Sustainable workplace

Outcomes

- Retain talent
- Continuous learning
- Employee well-being



Investors

Strong business model, highest standard of governance and transparency

Outcomes

- Sustainable business model driving growth
- Maintain highest levels of corporate governance
- Transparent communication



Regulators

Pioneer thought-leadership for societal challenges (such as anti-phishing)

Outcomes

- Zero tolerance to non-compliances
- Build trust in the ecosystem
- Deliver solutions that are regulatory compliant



Social

Inclusive development

Outcomes

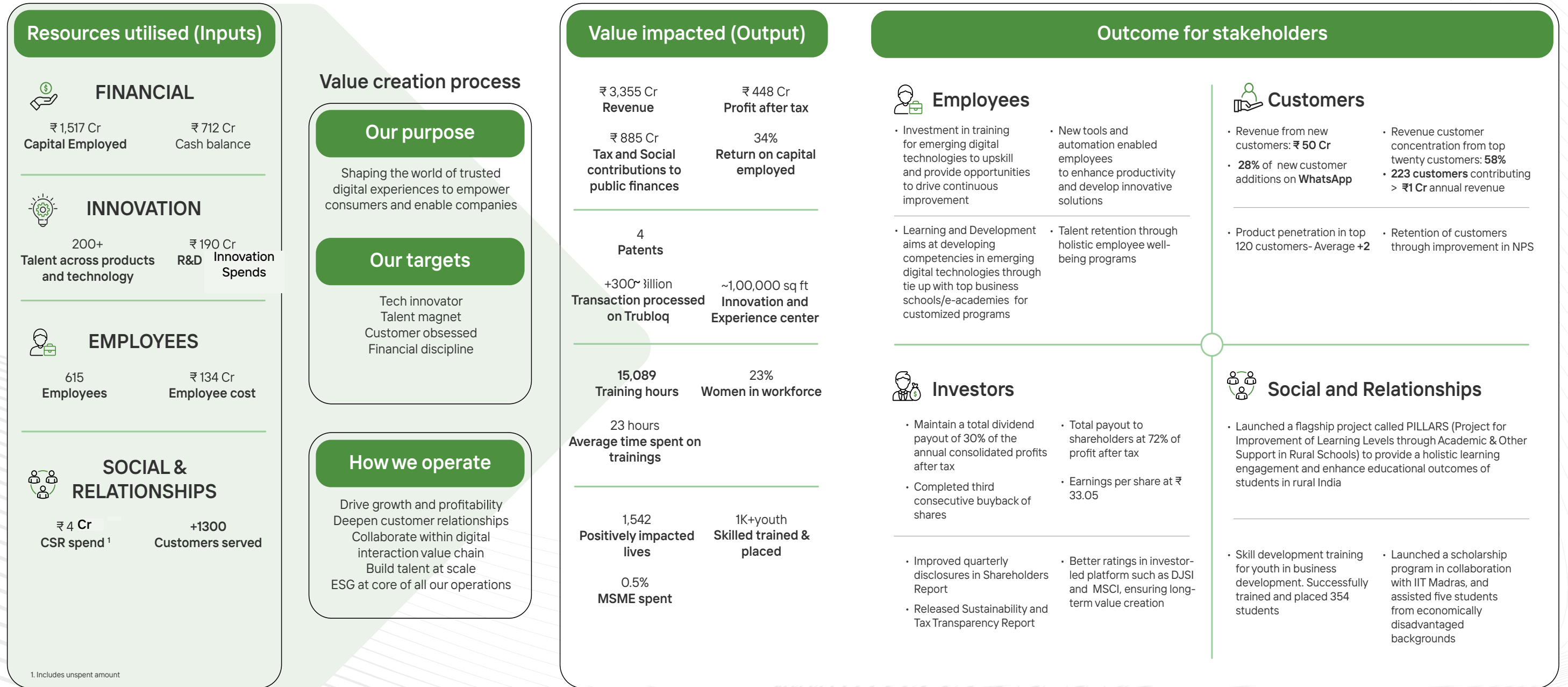
- Support local communities in sustainable development
- Empowering youth through education and skill development



How We Create Value

Karix Office, Gurgaon

Creating meaningful Value for all Stakeholders

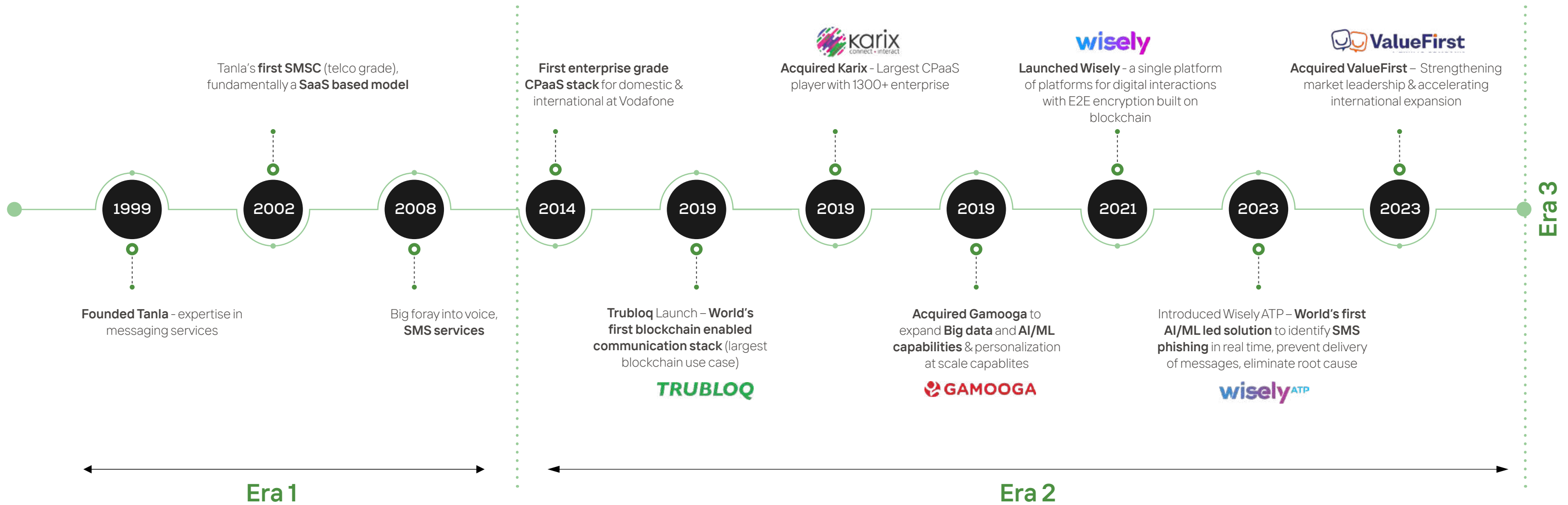


Our Strategy

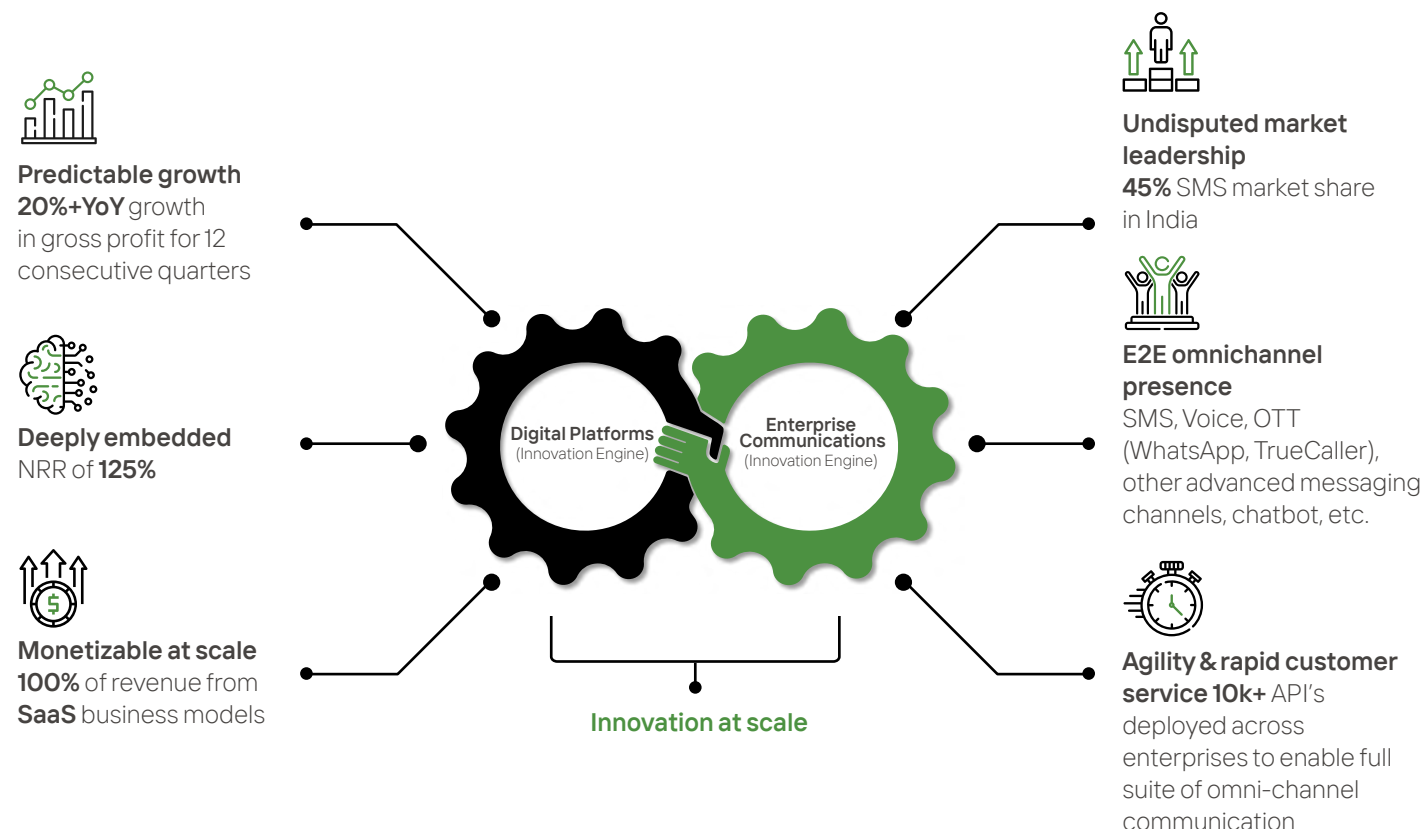
Over the past five years, our journey has been truly remarkable, leading the way in shaping the world of trusted digital experiences to empower consumers and enable companies. Through technology-led greenfield innovations, we continue to disrupt the market and hold an undisputed market leadership in India (35% CPaaS market share). We are strategically positioned to address the entire lifecycle of our customers in this digital-first world. We will help enterprises acquire, transact, retain, and service their end customers through our platforms and solutions.

At the heart of our business is a deep-rooted commitment to environmental, social, and governance (ESG) principles, which serve as guiding beacons in every decision we make. As we enter this new year, we stand at a crucial inflection point, driven by our purpose to empower consumers and enable companies, and we are excited about the opportunities that lie ahead of us.

Tanla is now at its next inflection point



Staying true to our purpose, we maintain a strong emphasis on two synergistic businesses: Digital Platforms and Enterprise Communications. These businesses exhibit distinct growth drivers and financial attributes, enabling us to cater effectively to the diverse needs of the entire digital ecosystem. Our strategic and balanced approach harnesses the individual strengths of each business, fostering innovation, providing comprehensive solutions, and promoting sustainable growth across the board.



This indicative data on market size has been arrived at basis our internal analysis. This is our assessment and merely indicative in nature and should not be relied upon

1. Digital Platforms

With deep domain knowledge spanning over two decades and deeply embedded across the digital interaction value chain, we build technology-led greenfield platforms to secure the digital ecosystem.

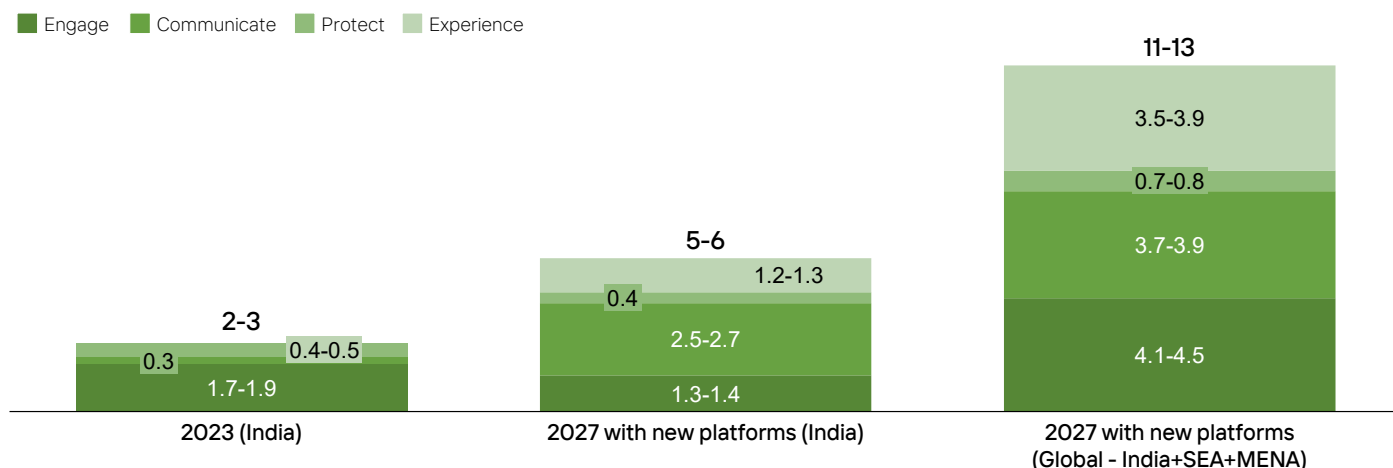
Our platforms are built to reflect our values – data security, data privacy, curbing spam and scam. We address multiple-buying centers within enterprises, be it the Chief Marketing Officer or the Chief Digital officer, who are focused on customer acquisition, upselling, and cross selling to existing customers with optimal returns on marketing spends. The Chief Information Security Officer and the Chief Risk Officer address data security, privacy, and protection from spam and scam for their end-users. The Chief Operating Officer and Business heads focus on ensuring frictionless transactional experiences, such as OTPs and e-KYC payments.

Our aspiration is to serve every buying center in any enterprise. We expect the Total Addressable Market (TAM) for the CPaaS space to be around USD 5-6 billion solely in India by 2027. When factoring in adjacent emerging markets like the Middle East and Southeast Asia, where we have started making inroads, TAM could potentially reach around USD 11 billion by 2027.

We are investing in Wisely- our platform of platforms, which cater to the diverse needs of multiple C-suite buying centers within the enterprise, addressing all four key blocks of digital interaction, namely Engage, Communicate, Protect and Experience.

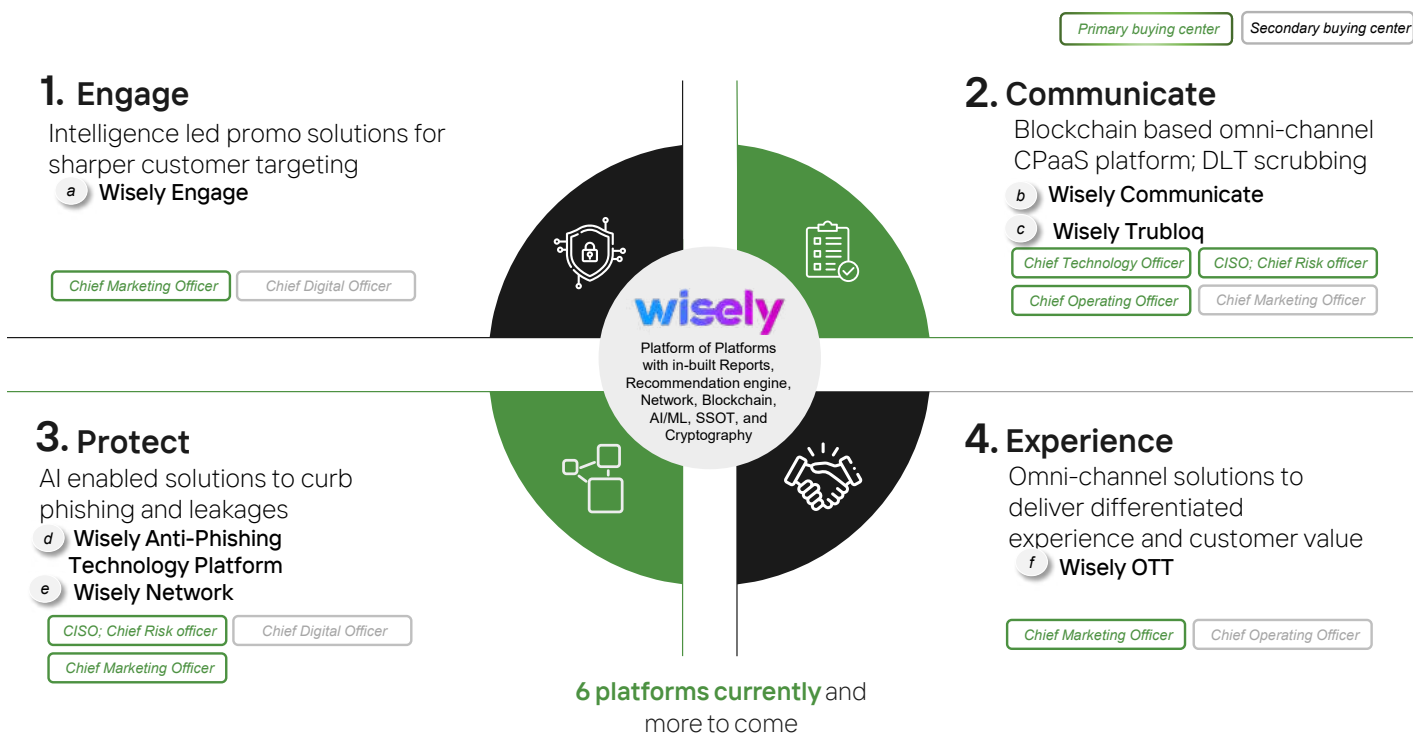
Digital platforms represent a large and growing TAM opportunity

Total addressable market (CY'23 to 27, USD Bn)



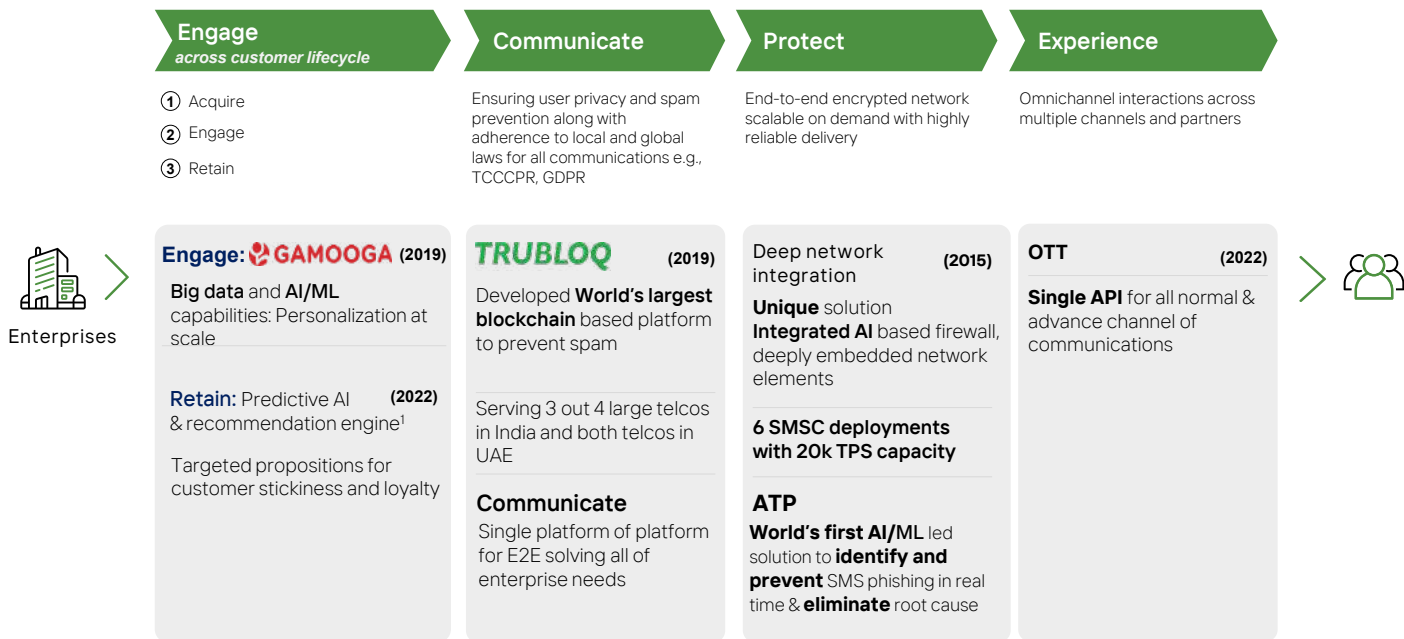
Source: Tanla internal team analysis and estimates, Industry experts. This indicative data on market size has been arrived at basis our internal analysis. This is our assessment and merely indicative in nature and should not be relied upon

Wisely, our platforms of platforms cater to the diverse needs of multiple C-suite executives within the buying center, addressing all four key blocks of digital interaction.



Our digital platforms are deeply embedded across the digital interaction value chain

xx Year of acquisition/launch



We are strategically making investments to develop innovative platforms and enhance our existing platforms. Our investments are directed towards creating comprehensive solutions that cover entire value chain of digital interactions such as customer lifecycle management, ensuring adherence to local and regulatory communication regulations, enhancing user protection against SMS phishing, and elevating overall customer satisfaction.

1. Operating at Rule of 60: Rule of 60 is a metric used to measure the performance of SaaS companies. This metric is a summation of revenue growth & EBIT margin and is expected to be at or above 60%. Our platforms operate at close to Rule of 100 today. We will be able to operate at the Rule of 60, even at scale.

2. SaaS based models: The entirety of our digital platform's

revenue is derived from this SaaS model. We bill our customers based on factors such as the number of users, transactions conducted, or subscriptions taken up. This has been an integral element of our business from inception.

3. Highly Predictable: All digital platforms revenues are SaaS based. This consistent revenue stream provides stability and predictability for the business. We have seen 20%+ YoY growth in gross profit for twelve consecutive quarters.









4. IP led value proposition : Platform businesses differentiate through strong proprietary IP creation. Innovation is our moat and this results in SaaS businesses operating a high levels of profitability. Our digital platform business currently runs at EBIT% of ~70%. We have four patents around Wisely, and we will scale this up.

Characteristics	Evidence	FY23 performance
High margin profile	IP led platforms – 80%+ Gross Margin	₹ 303 Crore 20 % revenue growth
Deeply embedded with customers	Address needs of multiple buying centres 125% of NRR	₹ 291 Crore 23 % gross profit growth
Monetization at Scale	100% of our platform revenue operates at SaaS business models: per user, per transaction or subscription	96% Gross margin
Revenue predictability	20%+ YoY growth in gross profit for 12 consecutive quarters	

2. Enterprise Communications

We are India's largest CPaaS player, with over two decades of leadership in the communication space. We are trusted partners of enterprises, enabling end user communication across channels. We are touching over a billion people behind the scenes and enabling their digital journey. Operating on a 'pay as you grow' basis, our business model aligns with the increasing volume of communication between enterprises and their end customers. As this volume increases, so does our growth. Our business is closely coupled with the growth of the digital economy. As digital interactions grow, we will also grow.

We are the player of choice in India and serve global giants in 4 regions

<p>45% NLD market share</p> <hr/> <p>50%+ of total revenues contributed by 50 of our top 100 customers, retained for more than 5 years</p> <hr/> <p>Player of choice in India across industries leaders</p> <hr/> <p>1300+ 20 % of revenue growth</p>	<p> 9/10 top banks served</p> <hr/> <p> 7/10 top insurance</p> <hr/> <p> 8/10 top financial services</p> <hr/> <p> 7/10 top Digital Natives</p> <hr/> <p> marquee govt. projects</p> <p>  </p>	<p>USA & Europe Global Tech Giants</p> <hr/> <p>SEA One of the world's largest FMCG player</p> <hr/> <p>Middle East One of the leading retail player</p>
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We are focusing on five dimensions: new verticals, new customer logos, increasing wallet share in existing customers and accelerate international expansion.

1. Undisputed market leadership

We have unmatched scale with a 35% CPaaS market share in India. Our scale is not just reflected in volumes we process, but also in terms of our customer profile. All large industry segments from banking, insurance, retail, e-commerce, travel, digital natives, are our customers. We serve 1300+ enterprises in India.

We are the largest partner of the Government of India and have played an active role in enabling vaccination by providing authentication messages for essential apps like Aarogya Setu and CoWIN.

We have implemented a highly aggressive campaign to acquire new customers. We have added 269 new logos across digital natives and banking. The revenue contribution from these newly acquired customers amounts to ₹50 crore in FY23.

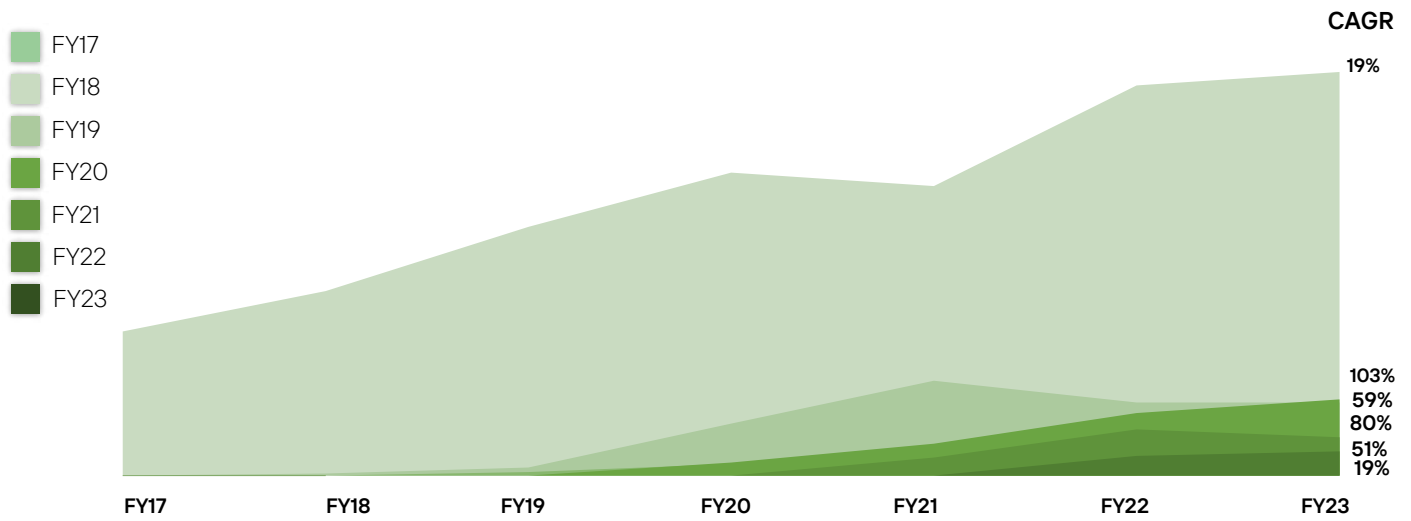
2. Customer stickiness

We are deeply integrated with all major CRM systems across verticals to enable end-to-end omnichannel communication spanning over 10+ channels, including SMS, Voice, and OTT platforms like WhatsApp. At our core, we prioritize a customer-centric approach, and our responsiveness to address customer needs sets a benchmark within the industry.

We have tailored over 10,000 APIs for seamless integration with our customers' systems. In select instances with large customers, we have successfully orchestrated over 100 API integrations across diverse platforms.

Our distinctive approach to tailoring solutions to meet enterprise requirements fosters high customer stickiness and retention. Fifty of our top hundred accounts have remained with us for over five years, and we have consistently achieved double-digit growth across customer cohorts.

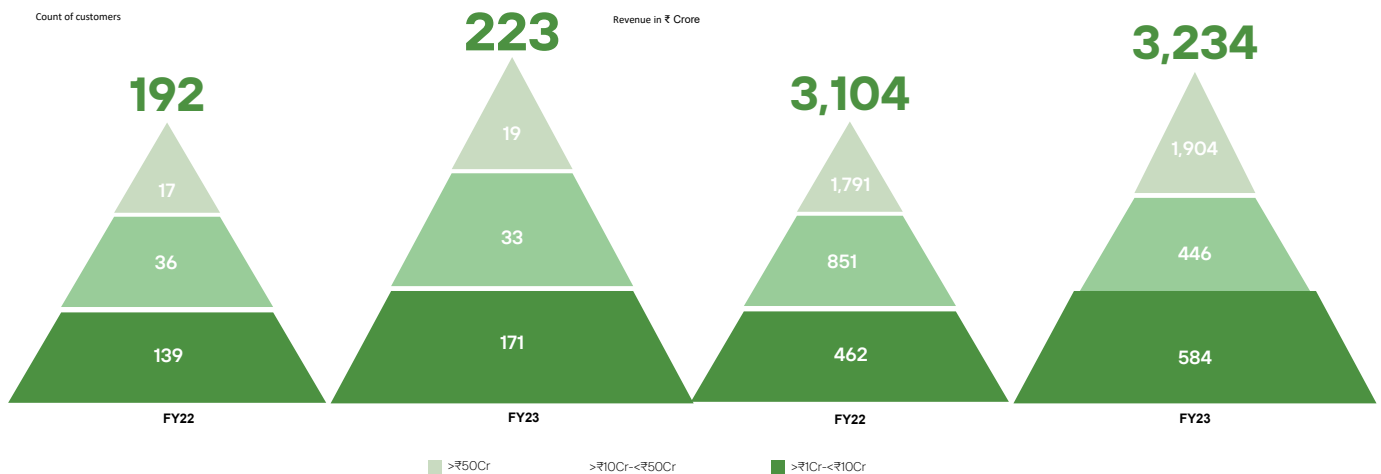
Customer cohorts demonstrates the durability of our growth engine



Represents revenue from our active customers grouped by cohorts based on the year when each customer account cohort originated
 Cohorts of 16-17 also includes customers acquired during prior period
 Customer data compiled also includes customers of Karix and Gamooga from pre acquisition period

Expansion of customer relationships

Increased wallet share and product penetration



3. Newer channels

Conversational messaging has revolutionized the way businesses engage with their customers. It is an interactive communication approach that enables real-time, personalized conversations between enterprises and their end-user across digital channels.

The emergence of WhatsApp as a communication channel has fueled our growth. We witnessed 3.5x revenue growth in WhatsApp from FY22 to FY23, and we have reached an annualized run rate of ₹ 150 crore for this business. 28% of our new customer additions have been on the WhatsApp channel.

We have onboarded India's largest public sector bank on WhatsApp. We are also investing in Rich Communication Services (RCS) and taking the lead in signing new customers.

4. Tech backed use cases

Digital interactions will remain at the core of all activities in the coming years, with digital payments expected to grow 4X over the next five years, primarily driven by UPI. The impressive trajectory of UPI interactions, which rose from 1 billion in FY18 to 86 billion in FY23, is expected to reach a staggering 420 billion by FY28. It presents us with a significant opportunity, and we are

actively addressing these banking expenditures.

We also tailor solutions which are AI/ML based to help automate marketing spending based on user activity by leveraging machine learning technology. We are witnessing that traditional SMS channels are seeing new use cases and fueling growth beyond OTP and notifications.

5. Accelerate global expansion

Our success in India stems from our in-depth understanding of the local dynamics, adeptness at collaborating across the entire ecosystem, from enterprises to telcos, and deep domain expertise. This foundation equips us to replicate India's success story on the global stage. With the acquisition of ValueFirst, we have outlined plans to significantly increase our international footprint in both the Enterprise Communications and Digital Platforms businesses. Our presence in the Middle East, notably in KSA and UAE, is rapidly gaining momentum, substantiated by a 10% CPaaS market share. This acquisition also opens exciting opportunities for expansion into the Southeast Asia (SEA) region, with Indonesia leading our strategic initiatives. This strategic positioning empowers us to enter a vibrant and growing Communication Platform as a Service (CPaaS) market, estimated to be valued at over ₹ 200 billion.

What does the Value First acquisition from Twilio bring to Tanla



Unprecedented market leadership

- **CPaaS** market share: **30-35%**
- **SMS** market share (NLD): **40% to 45%+**
- **WhatsApp** market share **10-15%**



Complementary customer segments

- **Karix: Leader in large enterprises (60% of revenue from customers with ₹ 50 Cr + revenue)**
- **ValueFirst: Leader in mid market (60%+ of revenue from customers with ₹ 10Cr - ₹ 50Cr revenue)**



Accelerate international expansion

Augment strong momentum in **KSA, UAE and Indonesia**
Critical mass achieved in UAE with 10% share

Significant headroom to grow in ₹ 200 Bn+ markets

We will continue to make focused investments on five areas to deliver stakeholder value



Platforms (Innovation and Improvements)

- We are investing in building new platforms and enhancements towards existing platforms. In FY23, we have invested ₹190 crore towards innovations and improvements.
- ~1,00,000+ sq. ft. state of the art innovation center enabling 20+ innovations and 10+ improvements over the last 6 months



Brand

- Elevate brand positioning: Investments in building our brand, Wisely, to establish it as the most trusted brand for digital interactions



Talent

- Building a strong pool of world class talent from leading universities and marquee SaaS companies
- Institutionalized garage way of working



Customer success

- Investments to deliver customer impact: We have a dedicated best-in-class customer success team. We prioritize proving the viability of concepts with all the stakeholders and seek regular feedback to improve the product. We engage with various stakeholders in regular in-person across multiple buying centers for all platforms for feedback.



ESG

- Implementation of 'Towards Net-Zero by 2025' initiatives
- Social initiatives for inclusive development of community and employees

Our ESG journey

At Tanla, we are committed to delivering 'Technology for Good' and are consistently leveraging innovative technologies to enrich social and ethical outcomes. In FY23, our impact extended to internal and external stakeholders, encompassing employees, suppliers and customers. Our distinct products have been instrumental in propelling digital transformation and resilience.

Our commitment to delivering robust platforms and solutions aligns with our vision of nurturing a greener, sustainable, and inclusive world. We remain steadfast in creating value for our stakeholders and contributing positively to society and the environment.

We are dedicated to upholding this commitment by diligently measuring and monitoring our ESG (Environmental, Social, and Governance) practices in accordance with established accredited standards. We recognize the pivotal role of technology and the evolving digital landscape, shaping how we create value through products, processes, and partnerships.

As a company, we are fueled by innovation, and delivering cutting-edge solutions that safeguard the interests of our stakeholders while maximizing a positive impact

on the larger ecosystem is a crucial priority for us.

Our 3I framework focusing on Integrity, Innovation and Impact – ensures that sustainability is at the core of all our products, operations and initiatives.



INNOVATION

Innovating for a Sustainable & Greener Future



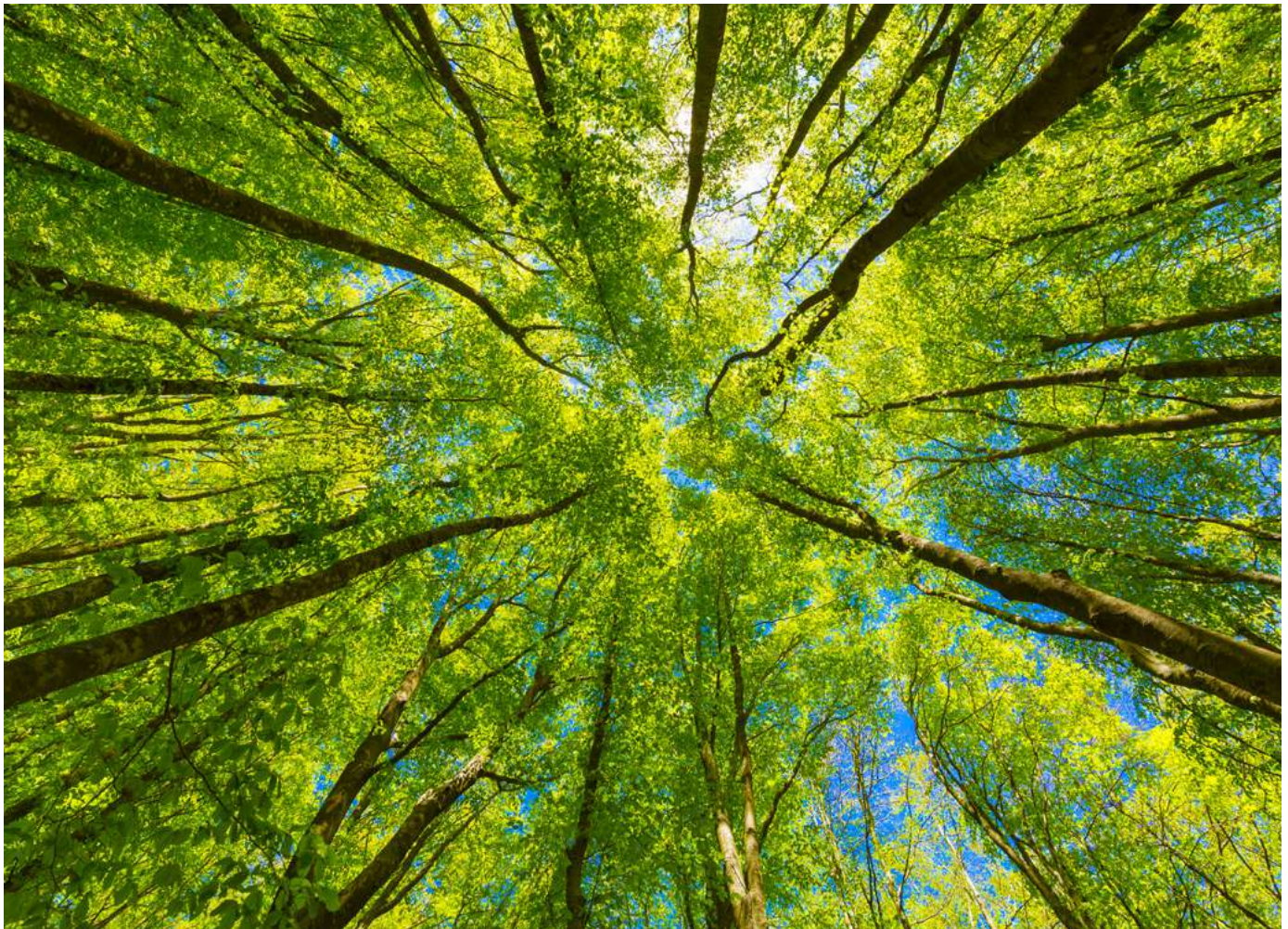
IMPACT

Enabling an Intentional, Positive Impact on our Stakeholders & Community



INTEGRITY

Delivering with Transparency & Responsibility



Management Discussion & Analysis

Global Economy

The world economics, in recent years, has faced numerous challenges ranging from the pandemic, the Russia-Ukraine conflict and weakening growth due to monetary tightening across nations. With the reopening of economies as COVID-19 subsided, the macro economic environment was greatly influenced by the ongoing geopolitical crisis. Headline inflation figures across global economies continue to remain elevated and above the threshold levels despite recent moderation.

As a result of the synchronized monetary tightening measures adopted by the countries, global inflation is expected to be reduced, although more slowly than initially anticipated, from 8.7% in 2022 to 7% in 2023 and 4.9% in 2024. The IMF predicts annual inflation of 4.6% and 8.1% for advanced and emerging economies respectively in 2023.

Five-year-ahead growth forecasts declined steadily from 4.6 % in 2011 to 3.0 % in 2023. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023. Emerging market and developing economies could see a modest rise in growth to 4.0% in 2023. Going forward, with persisting inflation across advanced economics, defiant labour market scenario and the hawkish tone set by the majority of the central banks, the global economic outlook is likely to experience a slowdown.

Indian Economy

India's growth story has seen a substantial rebound from the pandemic era and continues to exhibit immense confidence. As per World Bank estimates, GDP growth is

expected to be 6.9% in FY23.

Throughout the year, the RBI calibrated interest rate hikes, while global commodity prices began to stabilize in the latter part of the financial year. This helped bring inflation back to an acceptable level. India's exports displayed consistent momentum, growing by 14% to reach USD 770 Bn including merchandise and services. However, this was accompanied by a widening trade balance.

With resilient domestic demand and capital investment, the World Bank projects India's GDP to grow at 6.3% in FY24, with contributing nearly 17% of the global growth (IMF).

Business overview

The digital communication and interaction market is large, global, and growing. Enterprises universally acknowledge that their competitive edge relies on delivering an outstanding digital customer experience. This awareness drives them to prioritize customer engagement and actively seek solutions to enhance their marketing, delivery, and customer service strategies. While our global market is inevitably influenced by overarching macroeconomic trends, it is also shaped by evolving shifts in how enterprises, their end-users, and individuals at large communicate with each other over time.

This fluidity shapes the trajectory of our market. We expect the Total Addressable Market (TAM) for the CPaaS space to be around USD 5-6 billion solely in India by 2027. When factoring in adjacent emerging markets like the Middle East and Southeast Asia, where we have started making inroads, TAM could potentially reach around USD11 billion by 2027.

Global trends shaping digital interactions



Management Discussion and Analysis

Result of operations

- Revenue increased by 5%, YoY to ₹ 3,355 crore
- Gross profit was at ₹ 837 crore for FY23. Gross margin at 24.9%, decreased by 338 basis points YoY
- EBITDA was at ₹ 588 crore for FY23. EBITDA margin at 17.5%, decreased by 431 basis points YoY
- Profit after tax was at ₹ 448 crore. PAT margin at 13.3%, and decreased by 348 basis points YoY
- Earnings per share was at ₹ 33.05 for FY23
- Free cash flow was at ₹ 91 crore for FY23

The Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified under Section 133 of the Companies Act, 2013 (the "Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 as amended, issued by Ministry of Corporate Affairs ('MCA'). Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Revenue

Revenues are derived from our Digital Platforms and Enterprise Communications businesses. Revenue is recognized upon provision of service to customers that reflects the consideration we expect to receive in exchange for that service.

Digital platforms revenues are computed by way of revenue share measured as a rate applicable to transaction processed on mobile carriers' network and other suppliers.

Revenues from Enterprises communications are computed based on total transactions processed through our platforms at the agreed fixed value per transaction.

Particulars (In ₹ crore)	FY23	FY22	Change
Digital Platforms	303	252	20%
Enterprise Communications	3,052	2,954	3%
Total Revenue	3,355	3,206	5%

Revenue grew by 5% YoY to ₹ 3,355 crore. The revenue growth is driven by both Digital Platforms and Enterprise Communications businesses.

Consolidated Profit & Loss account

In ₹ crore unless otherwise stated	March 31 (Audited)		
	FY23	FY22	Change
Revenue from operations	3,355	3,206	5%
Cost of services	(2,518)	(2,298)	10%
Gross profit	837	908	(8%)
Gross Margin	24.9%	28.3%	(338 bps)
Operating expenses			
Sales and Marketing	(42)	(37)	15%
General and administrative	(207)	(171)	21%
Total operating expenses	(249)	(208)	20%
EBITDA	588	700	(16%)
EBITDA margin	17.5%	21.8%	(431 bps)
Depreciation and Amortization	(46)	(41)	13%
EBIT	542	659	(18%)
EBIT margin	16.2%	20.6%	(442 bps)
Finance cost	(1)	(1)	3%
Other income	26	16	62%
Profit before tax	567	674	(16%)
Tax expenses	(119)	(135)	(12%)
Profit after tax	448	539	(17%)
PAT Margin	13.4%	17.0%	(348 bps)
Earnings per share (₹)	33.05	39.77	(17%)

Digital platforms revenue grew by 20% YoY to ₹303 crore, led by Trubloq and Wisely. Trubloq – world's first blockchain-enabled compliance platform processed over 300 billion transactions in FY23. Wisely- Platform of Platforms contributed 32% to overall digital platforms revenue. Wisely- Network and OTT scaled up during the year, driving growth.

Enterprise communications revenue grew by 3% YoY to ₹3,052 crore. The growth in enterprise communications was led by WhatsApp, new customer additions, improved pricing in international business, and partly offset by the impact on domestic business. In Q1 FY23, market disruptions in pricing, particularly in the National Long Distance (NLD) business for select customers, had an overall impact on the growth.

In FY23, we added 269 new customers, generating a revenue contribution of ₹50 crore. 28% of these new additions were on WhatsApp. We witnessed 3.5x revenue growth in WhatsApp from FY22 to FY23, and we have reached an annualized run rate of ₹150 crore for this business.

Customers with annual revenue greater than ₹1 Crore grew by 4% YoY to ₹3,234 crore. In FY23, the product penetration from our top 120 customers increased to 2.17, showing an improvement from the previous year's figure of 1.95. WhatsApp demonstrated the highest level of adoption among customers, second only to Application to Peer (A2P) solutions. Customer concentration from top twenty customers reduced from 61% in FY22 to 58% in FY23.

Customer segmentation

Particulars (In ₹ crore)	FY22		FY23		Growth in count	Growth in revenue
	Count	Revenue	Count	Revenue		
>₹50 crore	17	1,791	19	1,904	12%	6%
>₹10 crore - < ₹50 crore	36	851	33	746	(8%)	(12%)
>₹1 crore- < ₹10 crore	139	462	171	584	23%	26%
Total	192	3,104	223	3,234	16%	4%

Cost of services

The cost of services consists of a service transaction fee paid to mobile carriers and other suppliers.

Cost of services grew by 10% YoY to ₹2,518 crore, led by volume growth. The cost of services is primarily associated with the enterprise communications, while it remains minimal for the digital platforms business.

Particulars (In ₹ crore)	FY23	FY22	Change
Cost of services	2,518	2,298	10%

Gross profit

Revenue less cost of services. The cost of services consists of a service transaction fee paid to mobile carriers and other suppliers.

Particulars (In ₹ crore)	FY23	Gross margin	FY22	Gross margin	Change
Digital Platforms	291	96.0%	236	93.5%	23%
Enterprise Communications	546	17.9%	672	22.8%	(19%)
Total Gross profit	837	24.9%	908	28.3%	(8%)

Gross profit de-grew by 8% YoY to ₹837 crore. The gross margin decreased by 338 basis points to 24.9% YoY. Gross profit growth was primarily impacted by pricing pressure in the enterprise communications business.

Digital platforms business gross profit grew by 23% YoY to ₹ 291 crore driven by Trubloq and Wisely. Wisely contributed to over one-third of digital platforms business gross profits. The digital platforms business gross margin contribution at 35% to the total gross margin.

Enterprise communications business witnessed a decline in gross profit in Q1 FY23 due to market pricing disruptions. However, as the year progressed, the gross profit steadily improved by the end of the year.

Operating profit - EBITDA

Particulars (In ₹ crore)	FY23	FY22	Change
Gross profit	837	908	(8%)
Sales & Marketing expenses (S&M)	(42)	(37)	15%
General & Administrative expenses (G&A)	(207)	(171)	21%
Operating profit- EBITDA	588	700	(16%)
EBITDA/Gross Profit conversion	70%	77%	(684 bps)

EBITDA de-grew by 16% YoY at ₹ 588 crore. The EBITDA margin decreased by 431 basis points YoY to 17.5%. The Gross profit to EBITDA conversion stood at 70% in FY23.

Earnings before interest, taxes, depreciation, and amortization (EBITDA) is a measure that represents the profit generated by the operating business, obtained by deducting operating expenses from revenue. It serves as a reflection of the operating business's profitability.

Sales & Marketing expenses consist of employee costs and other expenditures directly related to sales, marketing, and promotional activities.

General & administrative expenses encompass various costs, including employee expenses (excluding the salary costs mentioned earlier), charges for cloud and data center hosting, as well as expenses associated with day-to-day operations. These day-to-day operational expenses include rent for facilities, professional fees, office maintenance, and other general expenditures.

Operating expenses break up

Particulars (In ₹ crore)	Category	FY23	FY22	Change
Employee Cost	S&M and G&A	134	127	5%
Professional charges	G&A	34	29	18%
Cloud and data center hosting charges	G&A	14	13	7%
Foreign exchange fluctuation	G&A	13	4	199%
Other expenses	G&A	13	10	23%
Travelling expenses	S&M	11	4	181%
Marketing expenses	S&M	8	6	31%
Allowance for doubtful debts	G&A	5	6	(24%)
Rent, rates & taxes	G&A	5	2	103%
Office maintenance	G&A	5	2	132%
Corporate social responsibility	G&A	4	1	172%
Advertisement expense	S&M	3	1	130%
Total		249	208	20%

Detailed variance analysis is explained below

Employee cost

Particulars (In ₹ crore)	FY23	FY22	Change
Salaries and wages	108	111	(3%)
Employee stock option cost	17	9	87%
Contribution to provident and other funds	6	5	16%
Staff welfare expenses	3	2	75%
Total	134	127	5%

Employee cost remains constant at 4% of revenue in FY23, as compared to FY22. The increase in employee costs is primarily attributed to salary increments and the costs associated with restricted stock units (RSUs).

We have adopted a compensation policy aimed at attracting, retaining, and rewarding talented individuals while aligning their long-term interests with the Company's objectives. As part of this policy, high-performing employees are granted performance-based restricted stock units. These awards vest upon the achievement of specific goals over designated performance periods. A total of thirty-nine employees, which represents 6% of the total headcount (615), participate in this program.

A summary of the restricted stock unit (RSU) activity and related information for the year ending March 31, 2023:

Particulars	No of RSUs
Opening balance as on April 01, 2022	2,97,000
RSUs granted	1,25,000
RSUs vested	79,500
RSUs exercised	71,500
RSUs lapsed	30,000
Balance as on March 31, 2023	3,20,500

RSU vesting schedule

Particulars	No of RSUs
RSUs vested yet to be exercised for FY23	8,000
FY 23-24	1,08,503
FY 24-25	1,16,499
FY 25-26	74,998
FY 26-27	12,500
Balance as on March 31, 2023	3,20,500

Cloud and Data center hosting

Particulars (In ₹ crore)	FY23	FY22	Change
Data center and hosting charges	9	8	14%
Internet and cloud computing charges	5	5	(3%)
Total	14	13	7%

Cloud and data center hosting charges remain constant at 0.4% of revenue in FY23, as compared to FY22. The increase in hosting charges is primarily attributed to the addition of new products and features on our Platforms.

Other S & M expenses

Particulars (In ₹ crore)	FY23	FY22	Change
Travelling expenses	11	4	181%
Marketing expenses	8	6	31%
Advertisement expense	3	1	130%
Total	22	11	93%

Other S&M expense grew by 93% YoY to ₹22 crore. The increase in these expenses can be attributed to targeted investments in branding and product marketing initiatives. We actively participated in Mobile World Congress in Barcelona, where Wisely-ATP was launched. Additionally, we attended and hosted various events aimed at enhancing customer success.

Other G&A expenses

Particulars (In ₹ crore)	Category	FY23	FY22	Change
Professional charges	G&A	34	29	18%
Foreign exchange fluctuation	G&A	13	4	199%
Other expenses	G&A	13	10	23%
Allowance for doubtful debts	G&A	5	6	(24%)
Rent, rates & taxes	G&A	5	2	103%
Office maintenance	G&A	5	2	132%
Corporate social responsibility (CSR)	G&A	4	1	172%
Total		79	57	39%

Other G&A expenses grew by 39% YoY to ₹79 crore. This increase can be attributed to several factors, including foreign exchange fluctuations, Corporate Social Responsibility (CSR) initiatives, additional expenditures on professional charges, and various other expenses.

During the first half of the year, the EURO experienced a sharp depreciation against the USD, resulting in a currency translation loss of ₹13 crore.

Trade receivables are assessed at the end of each reporting period, and provisions are made based on an approved norm-based policy. The provision created will be the higher of the Expected Credit Loss (ECL) or the provision as determined by the policy.

Earnings before Interest & Taxes (EBIT)

Particulars (In ₹ crore)	FY23	FY22
Amortization on	31	32
Platforms	17	13
Customer Relationship	12	12
Trade Name	0	4
Technology	1	2
Non-compete	1	1
Depreciation on	15	9
Right-of-use assets	4	3
Tangible assets	11	6
Total Amortization & Depreciation	46	41

Fixed assets, including IT assets, are depreciated over their estimated useful lives using the straight-line method. Intangible assets, created at the time of acquisition based on the purchase price allocation methodology, are amortized over their estimated useful lives using the straight-line method. The right-of-use asset represents leased assets, such as leased office space, and is depreciated over its useful life.

Depreciation and Amortization increased by 13% YoY to ₹46 crore. The increase in amortization can be primarily attributed to the capitalization of platform. During the year, ₹56 crore was capitalized towards Wisely OTT, and this amount will be amortized over a period of six years. Additionally, the increase in depreciation on right-of-use is due to capitalization Innovation and Experience center.

EBIT de-grew by 18% YoY to ₹542 crore and EBIT margin decreased by 442 basis points to 16.2%.

Earnings before Interest & Taxes is a measure that represents operating profit, which is derived by deducting operating expenses from revenue and excluding interest and tax expenses.

Other Income

Particulars (In ₹ crore)	FY23	FY22
Interest income on deposits	19	13
Interest on income tax refunds	6	2
Miscellaneous income	1	1
Total	26	16

Investments can take the form of liquid funds such as fixed deposits or term deposits with banks, housing finance companies, and savings schemes.

Additionally, we may invest in securities and bonds issued by the central government, provided they have a minimum rating of "AAA."

Our cash, cash equivalents, and current investments, in the form of fixed deposits, are predominantly held in both Indian Rupees (INR) and U.S. Dollars (USD).

We generated an average interest yield of 4.4% in FY23. Other income also includes interest received on income tax refund of ₹6 crore. Cash balance held in current (USD accounts) generates no interest. Refer to cash, cash equivalent section for more details

Profit after tax (PAT)

Particulars (In ₹ crore)	FY23	FY22
Profit before tax	567	674
Tax expense	(119)	(135)
Profit after tax	448	539
Effective tax rate	21.0%	20.0%

Profit after tax de-grew by 17% YoY at ₹448 crore. Profit after tax margin decreased by 349 basis points YoY to 13.3%. The reduction in profit after tax can be attributed to a decrease in gross profit, coupled with increase in operating costs, as well as depreciation and amortization expenses.

In FY23, our total tax and social contribution to the exchequer amounted to ₹885 crore. This contribution includes corporate income taxes, withholding taxes payments, indirect taxes like GST in India and Singapore, and VAT in UAE along with other social security contributions. For more details, please refer page no 09 of our Tax Transparency Report FY'23.

Income tax assessment across the group have been completed up to AY2020-21. For more details, please refer page no 12 of our Tax Transparency Report FY'23.

Earnings per share

Particulars (In ₹ crore)	FY23	FY22
Profit after tax	448	539
Weighted-average basic shares outstanding	13,44,79,523	13,56,00,998
Effect of dilutive shares	89,508	85,934
Weighted-average diluted shares outstanding	13,48,69,031	13,56,86,931
Basic earnings per share	33.05	39.77
Diluted earnings per share	33.04	39.74

Earnings per share de-grew at 17% to ₹33.05. The decrease in EPS was primarily a result of lower profitability, but it was partially offset by the benefits of the buyback.

Consolidated balance sheet

Particulars (In ₹ crore)	March 31, 2023	March 31, 2022
EQUITY AND LIABILITIES		
Equity share capital	13	14
Other equity	1,504	1,340
Total equity	1,517	1,354
Non-Current liabilities		
Financial liabilities		
Lease liabilities	73	45
Other financial liabilities	1	0
Provisions	2	7
Other non-current liabilities	1	1
Total Non Current Liabilities	77	53
Current liabilities		
Trade payables	539	679
Lease liabilities	9	9
Other financial liabilities	244	244
Other current liabilities	20	27
Short term provisions	2	0
Liabilities for current tax (net)	5	16
Total Current liabilities	819	975
Total liabilities	896	1,028
TOTAL EQUITY AND LIABILITIES	2,413	2,382
Assets		
Non-current assets		
Property, plant and equipment	166	43
Platforms	87	48
Customer Relationships	13	26
Brands	-	1
Technology	-	1
Non-Compete	2	3
Intangible assets under development	57	40
Goodwill	135	135
Right-of-use-lease assets	80	48
Capital work in progress	8	13
Other Financial assets	15	71
Deferred tax assets (net)	36	40
Other non-current assets	79	31
Total non-current assets	678	500
Trade receivables	570	560
Cash and bank balances	712	862
Other Financial assets	420	395
Other current assets	33	65
Total current assets	1,735	1,882
TOTAL ASSETS	2,413	2,382

Equity and Liabilities

The Company has only one class of shares – equity shares with a par value of ₹1/- each. The authorized share capital of the Company is 20,00,00,000 equity shares. As on March 31, 2023, paid-up share capital at ₹ 13.44 crore, compared to ₹13.57 crore as of March 31, 2022.

Equity share movement is detailed below:

Particulars (In ₹ crore)	As on March 31, 2023		As on March 31, 2022	
	No. of Shares	₹	No. of Shares	₹
Shares outstanding at the beginning of the year	13,57,45,523	13,57,45,523	13,60,36,450	13,60,36,450
Add: Issued and allotted during the year	71,500	71,500	4,14,750	4,14,750
Less: Shares bought back during the year	(14,16,666)	(14,16,666)	(7,05,677)	(7,05,677)
Shares outstanding at the end of the year	13,44,00,357	13,44,00,357	13,57,45,523	13,57,45,523

Equity share buyback update

The Board of Directors approved buyback of equity shares at ₹1,200 per equity share for an amount not exceeding ₹170 crore payable in cash, through tender route mechanism.

The buyback program was completed in January 2023, and the Company has bought back 14,16,666 equity resulting in cash outflow of ₹ 212 crore including transaction cost.

Securities premium reverse decreased from at ₹428 crore as on March 31, 2022, to ₹ 215 crore as of March 31, 2023, primarily due to buyback of equity shares during the year.

Employee stock options outstanding increased from ₹ 9 crore as on March 31, 2022, to ₹ 26 crore as of March 31, 2023, primarily due to issue of Restricted stock units (RSU) during the year. For more details refer employee cost section for RSU movement.

The movement in retained earnings is on account of profit generated of ₹ 448 crore and payment of dividend of ₹ 109 crore to the shareholders.

Reserve & Surplus

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22
Capital reserve	7	7
Capital redemption reserve	2	2
General reserve	25	25
Securities premium reserve	215	428
Employee stock options outstanding account	26	9
Retained earnings	1,191	852
Foreign currency translation reserve	39	16
Other items of other comprehensive income	(1)	1
Total	1,504	1,340

Lease liabilities

As per Ind-AS 116 on lease accounting, leased assets recognition as assets and liabilities is mandated in the lessee's financial records. Accordingly, the asset and liability associated with leased office premises of the group companies have been determined and presented within non-current and current assets/liabilities. This classification pertains to values anticipated to occur after one year and within one year, respectively.

Other non-current financial liabilities

An amount of ₹1 crore is held within the unclaimed dividend account, reflecting unpaid dividends to shareholders over the years due to various reasons. The Company has established oversight for this liability through its registrar and secretarial team. Upon the lapse of a seven-year period from the date of dividend declaration, this amount is transferred to the central government's Investor Education and Protection Fund (IEPF) account.

Long term and Short term provisions

Provisions represent liabilities accrued for leave encashment (₹ 2 crore) and gratuity (₹ 1 crore) payable to employees on retirement, resignation, or superannuation, quantified and charged to expenses at the end of each reporting period.

Gratuity liability is managed through a policy held with Life Insurance Corporation of India, to cover the liability as and when the claim arise. Leave encashment represents the accrued liability in accordance with the Company's leave policy, which becomes payable to employees upon retirement, resignation, or superannuation.

Both gratuity and leave encashment are accrued based on independent actuarial valuation reports.

Other non-current liabilities

Other non-current liabilities consists of security deposits received from customers.

Trade payables

Trade payables consist of payables towards cost of services (mobile carriers) and other suppliers and stood at ₹ 539 crore as of March 31, 2023 (₹ 679 crore as of March 31, 2022). The decrease in trade payables is due to working capital investments towards strategic partnership.

Other current financial liabilities

Other financial liabilities consists of cost of services not yet billed to the Company and payable to capital creditors. As on date of reporting, 1% of unbilled cost remains to be billed by mobile carriers.

Other current liabilities

Other current liabilities consist of statutory liabilities, payable towards GST and TDS. These liabilities are settled with government authorities on a monthly schedule, adhering to specified due dates.

Liabilities for current tax

Liabilities for current tax represents tax payable in India and overseas subsidiaries.

Assets

Property, Plant and Equipment

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22
Land	8	8
Buildings	2	2
Leasehold improvements	61	-
Furniture	20	0
Computers	73	32
Office Equipment	2	1
Vehicles	0	0
Total	166	43

The increase in net block of Property, Plant and Equipment is primarily attributed due to investments in leasehold improvements and furniture, amounting to ₹ 81 crore. Additionally, we invested ₹ 41 crore towards IT & networks, focusing on platform infrastructure upgrade and establishing new platform infrastructure.

Intangible assets and intangible assets under development

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22
Platforms	87	48
Customer Relationships	13	26
Brands	0	0
Technology	0	1
Non-Compete	2	3
Total Tangible assets	102	78
Intangible asset under development	57	40

During the year, an amount of ₹ 56 crore was capitalized as platform deployment cost of Wisely OTT and amortized over the remaining duration of the year. Other intangible assets such as customer relationships, trade name, technology and non-competes that arose as a part of the Karix and Gamooga acquisitions are being amortized over their useful life as ascertained under Purchase Price Allocation (PPA).

Intangible assets under development represent platforms that are currently in the process of internal development. The cost of these assets encompasses expenditures related to salaries, wages, and professional consultancy charges that are directly associated with their development.

Goodwill

Goodwill is tested for impairment at the end of each reporting period using a "value-in-use" model. For the year-end assessment, we obtained a valuation report from an external valuer, and it concluded that fair value exceeds the carrying value for Gamooga. The carrying value of goodwill as of March 31, 2023, stood at ₹ 135 crore.

Particulars (In ₹ crore)	Karix	Gamooga	Total	Useful life	Impairment/Amortization	Net carrying value
Goodwill	158	25	184	-	48	135

Capital work in progress

Capital work in progress represent on-going work towards leased offices.

Other financial assets

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22
EMD deposits	8	6
Rental deposits	4	4
Other deposits	3	1
Bank deposits with more than twelve months maturity	0	60
Interest receivable	-	-
Total	15	71

Deferred tax asset

Deferred tax arises on account of the timing differences in depreciation charge between the Income Tax Act and Companies Act and is subsequently reversed in future periods. During the year, deferred tax assets decreased by ₹ 3 crore due to the reversal of timing differences on depreciation of assets.

Other non-current assets

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22
Income tax asset	78	27
Capital advances	0	4
Total	78	31

Income tax assets increased by ₹ 51 crore due to an increase in TDS receivable, which will be offset against subsequent year's income tax payable.

Trade receivables

Trade receivables stood at ₹ 570 crore as of March 31, 2023. Day sales outstanding (DSO) increased by eight days to 62 days in FY23. All our receivables net of provisions are less than 365 days except for bilateral receivables where our payables are significantly more than receivables.

Cash, Cash Equivalents

Cash, cash Equivalents stood at ₹ 712 crore for the year ended March 31, 2023.

Cash, cash equivalents composition is given below

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22
Restricted cash	26	19
Current account- INR	42	60
Current account- USD	175	321
Fixed Deposits	469	462
Fixed Deposits having maturity > 12 months	-	60
Total	712	922

Restricted cash are held as margin money deposits given for bank guarantees and cash credit limits. The increase in restricted cash is attributed to the issuance of bank guarantees for new contracts and participation in RFP.

Cash balance in overseas accounts, decreased due to working capital investments made towards strategic partnership.

Investments in fixed deposits is in line with our investment policy.

Independent bank balance confirmation for 100% of cash and investments are obtained by our statutory auditors from banks.

Cash, cash equivalents break up

Particulars (In ₹ crore)	Current accounts- INR	Current accounts-USD	Fixed deposits	Restricted cash	Total
HDFC Bank	10	-	343	20	373
HDFC Limited	-	-	60	-	60
State Bank of India	4	-	15	-	19
Axis Bank	3	-	-	-	3
Kotak Mahindra Bank	5	-	19	-	24
Citibank (Dubai)	-	56	-	-	56
DBS Bank (Singapore)	-	119	-	3	122
ICICI Bank	19	-	32	-	51
Others	1	-	-	3	4
Total	42	175	469	26	712

Other financial assets

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22
Accrued Income	412	386
Interest receivable	7	7
Other receivable	1	2
Total	420	395

Accrued Income encompass revenue that has been accrued but not yet billed at the end of each month. This is a common industry practice where invoicing occurs in the following month after reconciliation. Contract assets for FY23 is at 12% of revenue. As on date of reporting, 2% of unbilled revenue is yet to be billed to customers.

Interest receivable represents the interest that has been accrued on fixed deposits but has not yet been credited to the deposit account by the banks and are recognized under other financial assets.

Other current assets

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22
Advances recoverable in cash or kind	22	6
GST Input credit	3	17
Balances with revenue authorities	8	42
Total	33	64

The balances with revenue authorities represents tax deducted at source (TDS), which is adjusted against subsequent tax dues or refunded with interest on completion of tax assessments.

Liquidity management

The primary source of our cash, cash equivalents and current investments is funds generated from our operational activities. Over the past few years, the principal use of cash has been to support operations, facilitate capital expenditure stemming from growth, and to distribute cash to shareholders through dividends and buybacks. On March 31, 2023, our cash, cash equivalents, and current investments (in form of fixed deposits) were primarily held in INR, U.S. dollars. We generally invest only in the financial assets of issuers or funds with a minimum credit rating of "AAA".

We are a debt-free Company, and our working capital is sufficient to fulfil operational needs. We have access to additional liquidity through various credit facilities, should the need arise.

Condensed cash flow is given in the table below:

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22	Change
Operating Cash flow	247	486	(49%)
Capital expenditure	(156)	(62)	153%
Free cash flow	91	424	(79%)

Analysis of Consolidated Statement of Cash Flow

The cash generated from operating activities for the year ended March 31, 2023, decreased by ₹ 239 crore due to reduction in profit after tax coupled with changes in working capital. Cash generated from operating activities primarily decreased due to working capital investments made towards strategic partnerships.

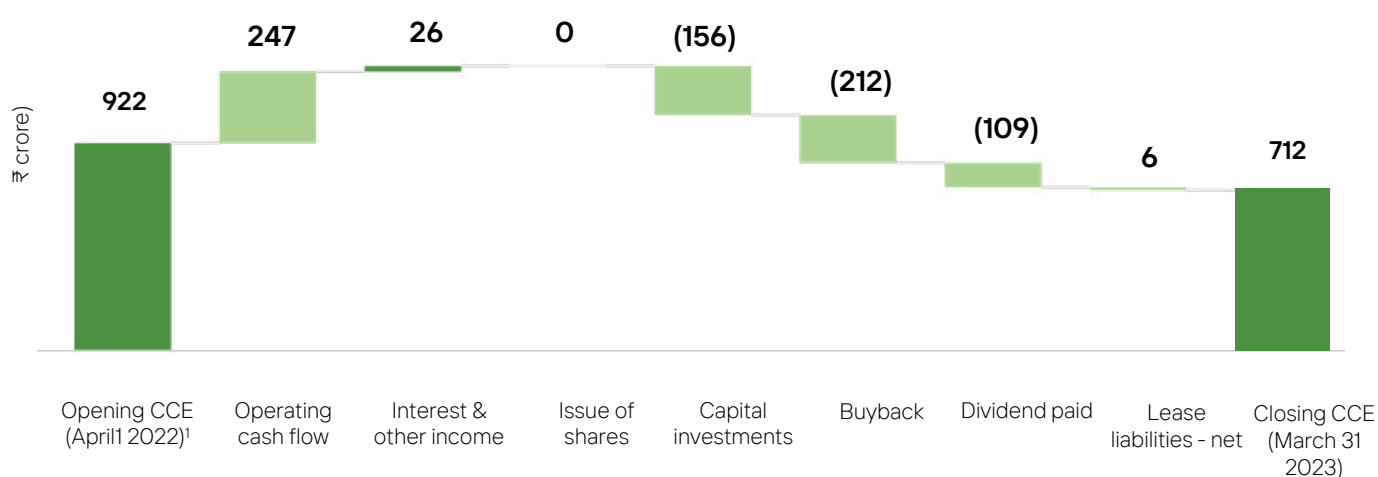
Cash used in investing activities for the year ended March 31, 2023, was at ₹ 70 crore. The cash was primarily utilized for capital investments related to Platforms, IT& Network and for our Innovation and Experience center housed in Hyderabad.

Cash used in financing activities for the year ended March 31, 2023, was at ₹ 328 crore. This is primarily on account of payment towards dividend of ₹109 crore and buyback of equity shares of ₹212 crore.

Cash flow movement is given below

Particulars (In ₹ crore)	31-Mar-23	31-Mar-22	Change
Net cash flow from operating activities	247	486	(49%)
Net cash flow from investing activities	(70)	(111)	(37%)
Net cash flow from financing activities	(328)	(97)	236%
Net increase in cash, cash equivalents	(151)	278	(154%)
Cash, cash equivalents at the beginning of the year	862	584	NA
Cash, cash equivalents at the end of the year	712	862	(18%)
Fixed deposits with maturity greater than twelve months	-	60	-
Cash, cash equivalents at the end of the year	712	922	NA

Cash flow movement



Financial Ratios

Following are ratios for the current financial year and their comparison with the preceding financial year, along with explanations where the change has been 25% or more.

Particulars	31-Mar-23	31-Mar-22	Change	Explanation
Current ratio	2.12	1.90	11.3%	NA
Return on equity ratio	31.2%	48.0%	(35.0%)	Note-1
Day sales outstanding	62	54	15%	NA
Trade payables turnover ratio	3.14	3.16	(0.5%)	NA
Net capital turnover ratio	3.66	3.59	2.1%	NA
Return on capital employed	38.7%	51.7%	(25.1%)	Note-1

1. The decline in return on equity can be attributed to a 17% decrease in profit after tax for FY23 in comparison to FY22.

Internals controls and adequacy

The primary objective of the internal control system over financial reporting is to provide reasonable assurance that the financial statements are reliable and in alignment with generally accepted principles and regulations.

We have defined and implemented internal controls across the entirety of the value chain, with a focus on addressing individual processes and subprocesses. This concerted effort is undertaken to ensure that internal controls are aligned with the strategic, operational, financial and compliance objectives of the Company.

An external consultant conducted an independent evaluation of the efficacy of internal controls pertaining to financial reporting. This assessment is deliberated by the management and subsequently presented to the Audit Committee. Additionally, the statutory auditor also reviews the internal controls for financial reporting.

The assessment carried out by the management and the statutory audit, concludes that internal control systems over financial reporting were effective for Tanla and its subsidiaries.

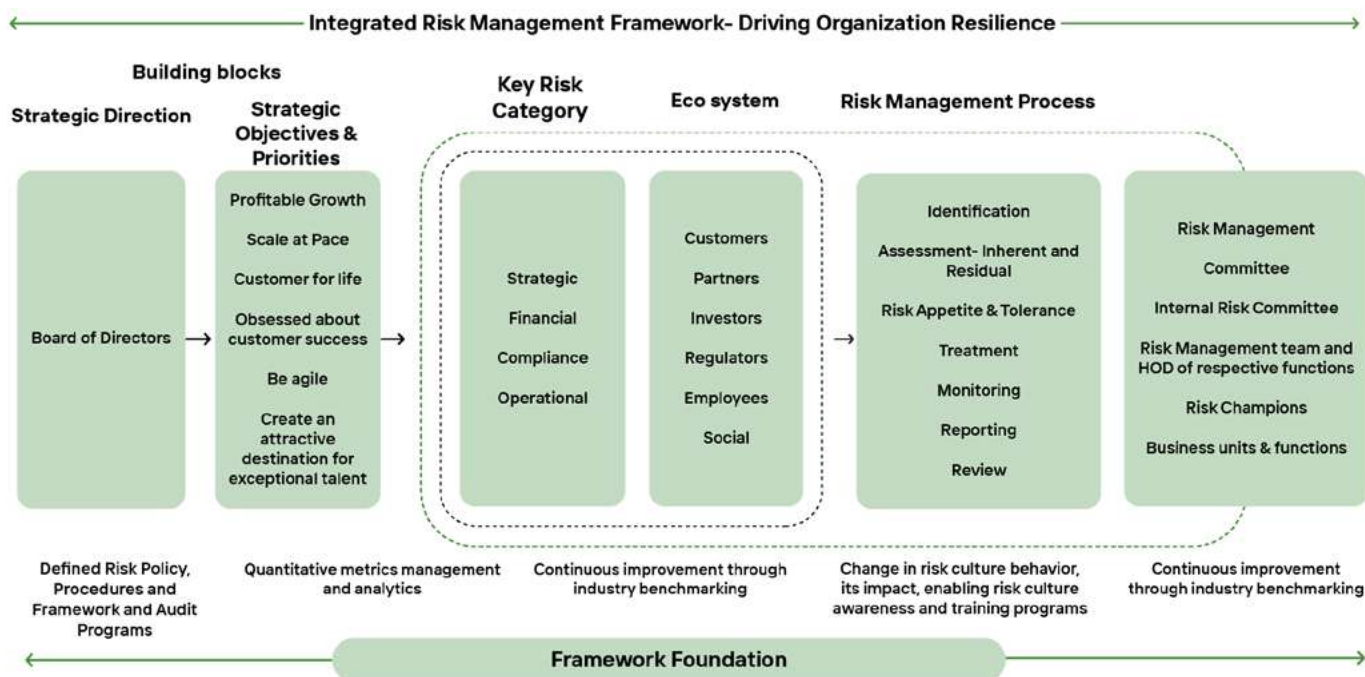
Starting from FY19, independent reviews of all receipts and payments throughout the Group have been conducted by KPMG Assurance and Consulting services LLP. Beginning FY20, M/s MSKA and Associates have been our GST auditors. Ernst & Young LLP reviews all the secretarial compliance for the group.

Since FY20, M/s Deloitte Touche Tohmastu India LLP has been serving as the internal audit and will continue to remain internal auditors for FY24. The internal audit is carried out in accordance with the internal audit plan, which is subject to annual evaluation in consultation with the statutory auditor and approved by the Audit Committee. The internal audit process is designed to review the adequacy of internal controls with significant coverage of all areas of the Company's operations.

The Audit Committee reviews internal audit reports submitted by the internal auditors. The progress of implementing suggested corrective actions is monitored through the review of the action taken tracker. The Audit Committee also engages in discussions with the statutory auditors to obtain their assessments of the adequacy of the internal control systems.

Risk Management

Our strategic plan and regular operations expose us to several risks that can affect our stakeholders, prevent us from achieving our targets, invoke legal liability. We have put in place structure, procedures and control systems to detect risks and implement appropriate measures to prevent and mitigate them. Our enterprise risk management framework is based on the principals laid out below:



Emerging Risks Identified By Tanla (Risk That Matter)

Risk category	Description and Impact	Mitigation Plan
Competition	The risk from competitive pricing strategies impacting deal margins and reducing profits.	We have a dedicated team focused on customer success, providing solutions, timely delivery, successful product implementation, and ongoing support
Geography concentration	A significant percentage of Tanla's total revenue comes from operations in India. High geographic concentration makes the company more vulnerable to geopolitical, regulatory, and economic developments in that region.	We continuously diversify our customer base to minimize the impact of industry-specific economic, social, and regulatory changes. With the acquisition of ValueFirst we will accelerate our global expansion to mitigate the risk associated with being concentrated in specific geographic areas

Cyber security

Risk of system breaches and loss of confidential customer data due to cyberattacks, leading to damage to our brand image and customer relationships.

The Information Security Policy establishes and implements a system for managing information security, safeguarding both the Company's and customers' information assets against threats from both external and internal sources

Our Information Security Management System encompasses all information, data, and related IT and other assets across our service line operations. We conduct regular cybersecurity audits and assessments to identify and mitigate vulnerabilities in our IT systems

Partner Services

Tanla relies on services from cloud infrastructure companies that host products, platforms, and critical internal functions. Potential interruptions, delays, and outages in service and availability pose a risk, caused by infrastructure changes, errors, disruptions in hosting, and capacity constraints.

•Third-Party Service Governance Framework: We have established process and defined service level agreements (SLA's) to monitor performance of our partners and third-party service providers. These SLA's include availability, expected service levels, response time, and uptime

•Service Monitoring: We continuously monitor services of partner and third-party services providers, utilizing tools to gather performance and availability data. These tools trigger alerts in case service levels drop below acceptable standards

•Incident Management: We have also developed an incident management process for responding to service disruptions/outages, including root cause analysis and resolution procedures. Alternate strategies in place, including the use of multiple internet service providers and secure colocation data centers for critical services.

Business Continuity plan and disaster recovery plan

An effective Business Continuity Plan (BCP) and Disaster Recovery Plan are crucial in the event of unforeseen disruptions such as natural disasters, cyberattacks, or system failures. Any weakness in these areas may lead to service interruptions, loss of critical data, financial implications, reputational harm, and potential non-compliance with regulatory standards.

We have established a comprehensive Business Continuity and Disaster Recovery Management Policy to mitigate this risk. This policy safeguards our critical business processes from system failures or disasters, ensuring their timely resumption.

Our IT and network teams regularly conduct risk assessments and business impact analyses to evaluate the likelihood and potential impact of various disruption scenarios. To further strengthen our BCP and DRP, we have engaged an expert consultant who provides ongoing guidance and recommendations for instituting best practices in these areas, helping us maintain resilience and continuously improving our response to potential disruptions.

People and Talent

The company's operations depend significantly on a few key individuals, including top management and those with specialized knowledge. Failure to build a strong leadership pipeline and succession plan may result in not achieving long-term goals and loss of knowledge about the services, the business, and the industry

We have identified the critical roles and are developing a succession plan with the support of an external consultant. Furthermore, we have collaborated with global executive search firms to recruit exceptional leadership talent to help us recruit the best-in-class talent

For more details on Risk Management refer page no 19 onwards of our Sustainability Report FY'23.

People

We are committed to create a vibrant workplace reflecting our core values- Integrity, Innovation and Impact. Our People make a significant contribution to our success. We want to attract and retain talent, while nurturing their growth and evolution. We strive to cultivate a working atmosphere that inspires and connect people.

At a glance

- 615 employees
- Promoting diversity and continuous learning

Strategy

Our people are key to the successful implementation of our strategy. That is why we rely on our people. Empowering our workforce with the necessary tools and skills is paramount, enabling them to deliver tailor-made products and services to our customers. We promote a working atmosphere based on mutual trust with attractive working conditions, in which employees can develop their individual skills and potential.

We have institutionalized garage way of working and collaborate with garage owners to foster continuous learnings and drive innovation. By teaming up with garage owners, we strive to create a mutually beneficial environment that fosters skill development and encourages creation of innovative platforms and products. We are committed to enhancing our innovation capabilities, investing in attractive working conditions, and ensuring a comprehensive compensation and benefits package that supports a balance personal and professional life. For more details on Our People refer page no 37 onwards of our Sustainability Report FY'23.



Karix Office, Mumbai



Statutory Reports

Board's Report

To the Members,

Your Board of Directors take pleasure in presenting the 27th Annual Report Tanla Platforms Limited ("Tanla" or the "Company") together with the Audited Financial Statements (Standalone & Consolidated) for the Financial Year ended March 31, 2023.

State of affairs and financial position

Financial Summary

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from operations	1,14,871.87	1,24,687.30	3,35,455.49	3,20,597.33
Other income	11,676.43	2,731.56	2,619.92	1,612.62
Total Income	1,26,548.30	1,27,418.86	3,38,075.41	3,22,209.95
Cost of services	97,303.04	1,02,933.93	2,51,783.40	2,29,793.74
Operating expenses	8,967.07	8457.34	25,015.05	20,918.73
Depreciation	687.69	643.59	4,617.13	4,085.63
Total Expenses	1,06,957.81	1,12,034.86	2,81,415.58	2,54,798.11
Profit before tax and exceptional items	19,590.49	15,384.00	56,659.83	67,411.84
Exceptional item: Reversal of provision for impairment of investment in subsidiary	-	-	-	-
Profit before Tax	19,590.49	15,384.00	56,659.83	67,411.84
Less: Tax expense	2,215.60	3,515.76	11,894.97	13,483.92
Profit After Tax	17,374.89	11,868.24	44,764.86	53,927.91
Other Comprehensive Income	-212.59	46.79	2,003.24	687.9
Total Comprehensive Income	17,162.30	11,915.03	46,768.10	54,615.81
Attributable to:				
Shareholders of the Company	17,115.89	11,915.03	46,768.10	54,615.81
Non-controlling interests	-	-	-	-
Retained earnings - opening balance	22,300.43	11,785.50	85,192.45	32,617.85
Add: Profit for the Year	17,374.89	11,868.24	44,764.86	53,927.91
Less: Dividend and dividend tax	-10,859.64	-1353.31	-10,859.64	-1353.31
Less: Adjustment of tax relating to PY's	-46.41	-	-	-
Retained earnings - closing balance	28,769.27	22,300.43	1,19,097.67	85,192.45
Earnings per Share (EPS) -Basic	12.89	8.75	33.05	39.77
Earnings per Share (EPS)-Diluted	12.89	8.75	33.04	39.74

Consolidated Performance

Revenue grew by 4.6% YoY to ₹3,35,455.49 lakhs primarily driven by combination of increased wallet share from our existing business, change in ILD pricing, growth in WhatsApp and other channels, new customer additions and creation of new revenue stream Trubloq.

Cost of services grew by 9.57% YoY to ₹2,51,783.40 lakhs.

Net profit decreased by 17% YoY to ₹44,764.86 lakhs and EPS decreased by 17% to ₹33.05.

Standalone Performance

Revenue decreased by 7.87% to ₹1,14,871.87 lakhs YoY. Cost of services decreased by 5.47% to ₹97,303.04 lakhs YoY.

Net profit increased by 46 (%) to ₹17,374.89 lakhs YoY. Earnings per share (EPS) increased 47% to ₹12.89 YoY.

Dividend

The Company recommended / declared dividend as under:

Revenue from operations Other income	FY. 2022-23	
	Dividend per share (in ₹)	Dividend pay-out (in ₹ crores)
Interim dividend	6	81.45
*Final dividend	4	53.76
Total dividend	10	135.21

*Recommended by the Board of Directors at its meeting held on April 26, 2023. The payment is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) of the Company.

The Dividend Distribution Policy of the Company is uploaded on the Company's website <https://www.tanla.com/media/images/Policies/DividendDistributionPolicy.pdf>

Change in the nature of business

There has been no change in the nature of business carried on by the Company during the year under review.

Material changes and commitments affecting financial position between the end of the financial year and date of the report

There have been no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report, except the following:

The Company executed a Share Purchase Agreement with ValueFirst Digital Media Private Limited ("VF Digital India") and its shareholders on June 8, 2023, and completed acquisition of 100% of paid-up share capital of VF Digital India on July 3, 2023. Pursuant to completion of this acquisition, VF Digital India becomes a wholly owned subsidiary of Tanla Platforms Limited with effect from July 3, 2023.

Transfer to Reserves

The closing balance of the retained earnings of the Company as on March 31, 2023, after appropriations of dividend paid was ₹28,769.28 lakhs.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees, Investments under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as of March 31, 2023 form part of the notes to the financial statements provided in this Annual Report.

Fixed Deposits

Your Company has not accepted any deposit from the public under Chapter V of the Act or under the corresponding provisions of Section 73 and 74 of the Companies Act, 2013, and no amount of principal or interest was outstanding as on the date of the Balance Sheet.

Particulars of contracts or arrangements made with related parties

All related party transactions that were entered into during the financial year were on an arms' length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

None of the Directors had any pecuniary relationship or transactions with the Company, other than to the extent of their shareholding and except the payments made to them in the form of remuneration/sitting fee.

In accordance with Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into, if any, by the Company with related parties referred to in Section 188(1) in Form AOC-2 is attached as "Annexure -1".

Share Capital

During the financial year under review the Authorised Share Capital of the Company is Rs. 20,00,00,000/- divided into 20,00,00,000 equity shares of Re.1/-each.

The paid up share capital details for the FY'23:

Particular	March 31, 2023		March 31, 2022	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	13,57,45,523	13,57,45,523	13,60,36,450	13,60,36,450
Add: Issued and allotted during the year	71,500	71,500	4,14,750	4,14,750
Less: Shares bought back during the year	14,16,666	14,16,666	7,05,677	7,05,677
Shares outstanding at the end of the year	13,44,00,357	13,44,00,357	13,57,45,523	13,57,45,523

The Company has one class of equity shares of Re. 1/- each fully paid-up. Each shareholder is eligible for one vote per equity share held. As on March 31, 2023, the paid-up equity share capital of the Company was Rs. 13,44,00,357/-

Subsidiary, Associate & Joint Venture (JV) Companies

As on March 31, 2023, company has 5 direct subsidiaries and 3 step-down subsidiaries. There has been no material change in the nature of the business of the subsidiaries. The changes in subsidiaries during the year is included in the Consolidated financial statements of the Company.

- Tanla Digital Labs Private Limited, (WoS of Tanla Platforms Limited) incorporated a WoS named Tanla Digital Labs Private Limited in the London, United Kingdom on June 22, 2022, which was subsequently renamed as Tanla Digital Labs UK Private Limited on August 9, 2022.
- Capitalsiri Investments Private Limited was under liquidation process. NCLT order of liquidation was received on May 25, 2023.
- ValueFirst Digital Media Private Limited was acquired by Tanla Platforms Limited on July 03, 2023 and it became a wholly owned subsidiary of your Company with effect from July 03, 2023.

Further, Pursuant to the provisions of Section 129(3) of the Act a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as **Annexure - 2** to the Board's report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the Consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website under Subsidiaries section. <https://www.tanla.com/investors.html>.

Management Discussion and Analysis

Business Overview and Outlook and the state of the affairs of the Company and the Industry in which it operates, is discussed in detail in the section relating to Management Discussion & Analysis which forms part of this Report.

Insurance

All the properties and insurable interests of the Company including buildings have been fully insured.

Share Based Employee Benefit Schemes/Plans

The Company has implemented below Employee Benefit Schemes/Plans:

1. Tanla Platforms Limited - Restricted Stock Unit Plan 2021 (RSU 2021)
2. Tanla Solutions Limited – Employee Stock Option Plan 2015-16 (ESOP 2015-16)
3. Tanla Employee Stock Purchase Scheme 2018 (ESPS 2018)

As on March 31, 2023, there are no outstanding options in ESOP 2015-16 & ESPS 2018. The Company issued fresh grants only under RSU 2021.

The details of RSU, ESOP and ESPS pursuant to Section 62 of the Companies Act, 2013 read with Rules made thereunder and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are provided in **Annexure - 3(i)** to this Report.

The disclosure as required under Regulation 14 of SEBI Circular CIR/CFD/POLICYCELL/2/2015 dated 16th June, 2015 is also available on the website of the Company and can be accessed at <https://www.tanla.com/media/images/Investor/fy2023/ESOPESPSDisclosureFY2022-23.pdf>.

The Certificate from Secretarial Auditor of the Company as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto, with regard to Company's RSU, ESOP and ESPS Scheme is provided as **Annexure - 3(ii)** to this Report.

Corporate Governance

Corporate Governance reflects the culture, values, and policies of Tanla. Realizing the criticality of sound corporate governance practices to enhance shareholder and stakeholder trust, Tanla observes the highest level of ethics in all its dealings.

To meet our obligation towards our shareholders and other stakeholders, Tanla has a corporate culture of conscience and consciousness, integrity, transparency and accountability for efficient and ethical conduct

of business. Apart from complying with the statutory requirements, effective systems and practices towards improving transparency; internal controls and promotion of ethics at workplace have been institutionalized.

At Tanla, we firmly believe that corporate governance standards should go beyond the law and must satisfy the spirit of law and not just the letter of law.

Report on Corporate Governance

The report on Corporate Governance for the year ended March 31, 2023, pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this annual report (**Annexure-4**).

A Compliance certificate on Corporate Governance for the FY'23, from Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350) confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance Report as **Annexure -4(i)**.

Board Meetings held during the year

The Board of Directors of the Company duly met seven (7) times during the financial year. The intervening gap between any two consecutive Board Meetings was within the period prescribed under the provisions of the Companies Act, 2013.

The details of Board meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Annual Report.

Committees of the Board of Directors

As on March 31, 2023, the Board had five committees: the Audit Committee, the Corporate Social Responsibility Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Stakeholder's Relationship Committee and ESG Council. All the Committees are constituted in compliance with the provisions the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, all recommendations made by the committees were approved by the Board.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report which forms part of this Annual Report.

Company's Policy on Directors' appointment and remuneration

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management.

As of March 31, 2023, the Board had six (6) members, two (2) of whom are executive directors, one (1) non-executive and non-independent directors and three (3) independent directors including One(1) woman independent director on the Board.

The details of Board and committee composition, tenure of directors, areas of expertise and other details are available in the corporate governance report that forms part of this Annual Report.

The NRC policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the directors, KMP, senior management and other employees. The charter of the Committee with detailed terms of reference and the policy for determining the remuneration of the Directors, KMP's and other employees is available on our website https://www.tanla.com/media/images/Policies/Nomination_and_Remuneration_Policy.pdf

We affirm that the appointment/reappointment of the directors are as per the terms laid out in the Nomination and Remuneration Policy of the Company.

Board Evaluation

The parameters and the process for evaluation of the performance of the Board and its Committees have been explained in the Corporate Governance Report which forms part of this Annual Report.

Directors' and officers' (D & O) liability insurance

The company has procured D & O liability insurance policy that covers the members of the Board including the Independent Directors for such quantum and risks as determined by its Board of Directors.

Declaration from Independent Directors

The Independent Directors have submitted the requisite declaration of independence, pursuant to Section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 read with sub rule (1) and (2) of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended and Regulation 16 & 25 of the SEBI (LODR) Regulations) 2015.

The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

Familiarization Program for Independent Directors

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the familiarization program of the Independent Directors are available on the website of the Company i.e., https://www.tanla.com/media/images/Policies/Familiarisation_Programme_for_IDs.pdf.

A separate meeting of the Independent Directors was held on March 21, 2023.

Directors and Key Managerial Personnel

The composition of the Board of Directors as on March 31, 2023.

S. No.	Name of the Director	Category	Designation
1.	Mr. D. Uday Kumar Reddy	Executive	Executive Chairman & CEO
2.	Mr. Deepak Satyaprakash Goyal	Executive	Whole-time Director
3.	Ms. Amrita Gangotra	Independent	Independent Director
4.	Mr. Rahul Khanna	Independent	Independent Director
5.	Mr. Rohit Bhasin	Independent	Independent Director
6.	Mr. Sanjay Kapoor	Non-Executive	Non-Executive Director

Retirement and Resignation

Changes in board composition are tabled hereunder:

S. No.	Name of the Director	Nature of change	Date of change
1.	Mr. Sanjay Baweja	Cessation on completion of his term as an Independent Director.	August 26, 2022
2.	Dr. A.G. Ravindranath Reddy	Resigned as Director	September 8, 2022

The Board of Directors places on record its sense of gratitude and appreciation for the valuable guidance and services provided by Mr. Sanjay Baweja and Dr. AG Ravindranath Reddy during their tenure as Directors of the Company.

Apart from the above, there were no changes in the Directors and KMP during the financial year ended March 31, 2023.

Retirement by Rotation

As per the provisions of section 152 of the Companies Act, 2013 and the rules framed there under and in terms of the Articles of Association of the Company, Mr. D. Uday Kumar Reddy, Founder Chairman & CEO (DIN: 00003382), retires as Director at the ensuing Annual General Meeting by rotation and being eligible offered himself for reappointment.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment.

Internal Financial Control and their adequacy

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls

were adequate and effective during the Financial Year 2022-23. Please refer Internal control systems and adequacy" in the Management Discussion and Analysis report.

Code for Prevention of Insider Trading

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website at https://www.tanla.com/media/images/Policies/Code_for_Disclosure_of_Unpublished_Price_Sensitive_Information.pdf

Whistle Blower Policy/Vigil Mechanism

Pursuant to the requirement of the Companies Act, 2013 and of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Whistle Blower Policy and has established the necessary Vigil Mechanism for directors and employees to report concerns about unethical behaviour. The said Policy provides for adequate safeguard against victimization of directors/employees who avail of such

mechanism and provides access to the Chairman of Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee. The Whistle Blower Policy has been placed on website of the Company and web link thereto is https://www.tanla.com/media/images/Policies/Whistle_Blower_Policy.pdf

During the year, there were no whistle blower complaints received by the Company.

Particulars of Employees

The Company had 312 employees as of March 31, 2023. The Company affirms that remuneration to the Directors and Key Managerial Personnel is as per the remuneration policy of the Company.

The percentage increase in remuneration, ratio of remuneration of each director and key managerial personnel (KMP) (as required under the Companies Act, 2013) to the median of employees' remuneration, and the list of top 10 employees in terms of remuneration drawn, as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of **Annexure - 5(i)** to this Board's report.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 including the amendments thereto, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in **Annexure - 5(ii)** to this report.

Risk Management

The Company has established Enterprise Risk Management (ERM) process to manage risks with the objective of maximizing shareholders value.

The Board of Directors of the Company has formed a Risk Management Committee to implement and monitor the risk management Policy of the Company. The development and implementation of the risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

Significant and material orders passed by the Courts/Regulators

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

Annual return

Pursuant to Section 92 of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended, the draft Annual Return is available on the website of the Company on the following link https://www.tanla.com/media/images/Annual/Annual_Return_2022-23.pdf

Secretarial Standards

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India

Investor Education and Protection Fund (IEPF)

The Company on March 16, 2016 declared and paid interim dividend of Re.0.20 Paise per equity share (20%) on face value of Re.1/- per share in the FY.2015-16 and as per provisions of Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of Rs. 5,71,427/- lying in the Unpaid Dividend account which remains unclaimed for 7 years is required to be transferred to the Investor Education and Protection Fund established by the Central Government.

Note: The Interim Dividend declared for the financial year 2015-16, which remained unclaimed for a period of seven years was Rs. 5,71,427/- and corresponding unclaimed shares 1,87,241 credited/transferred to the IEPF.

The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

Financial Year	Type of Dividend	Dividend per share (in Rs.)	Date of payment	Due date to transfer to IEPF
2015-16	Interim Dividend	0.20	March 28, 2016	April 28, 2023
2016-17	Final	0.25/-	September 27, 2017	October 27, 2024
2017-18	Final	0.30/-	September 28, 2018	October 28, 2025
2018-19	Final	0.35/-	October 15, 2019	November 15, 2026
2020-21	Interim Dividend	1/-	September 22, 2020	October 22, 2027
2020-21	Final	1/-	October 05, 2021	November 05, 2028
2021-22	Final	2/-	August 29, 2022	September 29, 2029
2022-23	Interim Dividend	6/-	September 06 2022	October 06, 2029

Directors' Responsibility Statement

The Directors confirm to the best of their knowledge and ability, that:

(a) in the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed with no material departures;

(b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors have prepared the annual financial statements on a going concern basis;

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

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

Auditors and Auditors' Report

Statutory Auditors

At the 23rd AGM of the Company, the members approved appointment of M/s. MSKA & Associates, Chartered Accountants, Firm Registration number 105047W as Statutory Auditors of the Company for a period of 5 years from the conclusion of that AGM till the conclusion of

28th AGM. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

The Auditors' Report for FY 2023 does not contain any qualification, reservation or adverse remark.

Internal Auditors

The Company has appointed Deloitte Touche Tohmastu India LLP as Internal Auditors for FY'22 and FY'23 to audit processes. It reports to the Audit Committee about the adequacy and effectiveness of the internal control system of your Company. The recommendations of the internal audit team on improvements required in the operating procedures and control systems are also presented to the Audit Committee, for the teams to use these tools to strengthen the operating procedures.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A (1) of SEBI (LODR) Regulations, 2015 the Board had appointed Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350) as Secretarial Auditors to conduct Secretarial audit of the Company for the FY'23. The Secretarial Audit Report issued by Mr. Mahadev Tirunagari, in form MR-3 is enclosed as **Annexure - 6(i)** to this Annual Report.

The Secretarial Audit Report of Karix Mobile Private Limited (material unlisted wholly-owned subsidiary of the Company) issued by Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350) in form MR-3 is enclosed as **Annexure - 6(ii)** to this Annual Report.

Secretarial Compliance Report of the Company for the FY'23 in pursuance to Regulation 24A of the SEBI (LODR) Regulations, 2015 is enclosed as **Annexure - 6(iii)**

There are no qualifications, reservations or adverse remarks in the Secretarial Audit Report for the Financial Year.

Reporting of frauds by auditors

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees.

Cost Audit

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

Corporate Social Responsibility

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company as adopted by the Board and the initiatives undertaken by the Company on CSR activities during the year under review are set out in **Annexure - 7** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report.

The CSR Policy is available on the website of the Company https://www.tanla.com/media/images/Policies/CSR_Policy.pdf

Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo.

The particulars, as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are enclosed as **Annexure - 8** to the Board's report, which forms part of this report.

Business Responsibility and Sustainability Report (BRSR)

SEBI had introduced new requirements for sustainability reporting by listed entities. The new reporting called the Business Responsibility and Sustainability Report ('BRSR') has replaced the existing Business Responsibility Report. In terms of the aforesaid amendment, with effect from the financial year 2022-23, reporting of BRSR is made mandatory for the top 1000 listed companies (by market capitalisation).

The BRSR of the Company for FY 2023 as required under SEBI (LODR) Regulations, 2015 forms part of this Report **Annexure-9**.

Environmental, Social and Governance (ESG)

The company's report on ESG will be uploaded as a separate report (Sustainability Report FY'23).

Proceeding under the Insolvency and Bankruptcy Code, 2016 and One Time Settlement:

During the year under review, neither any application was made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 against the Company.

Further, during the Year, the Company has not made any one-time settlement.

Sexual Harassment of Women at Workplace

Pursuant to the provisions of "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013" ("POSH Act") the Company has framed a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has always provided a safe and harassment free workplace for every individual working in its premises through various policies and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has been actively involved in ensuring that the associates are aware of the provisions of the POSH Act and rights thereunder. During the year under review, the details of complaint received are as under:

- a) number of complaints filed during the financial year: Nil
- b) number of complaints disposed of during the financial year: NA
- c) number of complaints pending as on end of the financial year: NA

Acknowledgement

The Board of Directors take this opportunity to place on record their appreciation to all the Stakeholders of the Company, viz., customers, investors, banks, regulators, suppliers and other business associates for the support received from them during the year under review. The Directors also wish to place on record their deep sense of gratitude and appreciation for all the employees for their commitment and contribution towards achieving the goals of the Company.

**On behalf of the Board of Directors
of Tanla Platforms Limited**

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO

(DIN: 00003382)

Date: July 20, 2023

Place: Hyderabad

Annexure - 1

Form 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. There are no contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are not at arms' length basis.

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

Sl. No	Particulars	Details
(a)	Name (s) of the related party & nature of relationship	
(b)	Nature of contracts/arrangements/transaction	
(c)	Duration of the contracts/arrangements/transaction	
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not applicable
(e)	Justification for entering into such contracts or arrangements or transactions'	
(f)	Date of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in General meeting as required under first proviso to section	

2. Details of contracts or arrangements or transactions at arm's length basis: Refer Note No. 45 of Notes to Accounts of the Standalone Financial Statements.

Note:

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the transactions were material in nature and all the transactions were in the ordinary course of business and at arm's length basis.

For and on behalf of the Board of Directors of
Tanla Platforms Limited

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
DIN : 00003382

Date: July 20, 2023
Place: Hyderabad

Annexure-2

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 or associate companies or joint ventures

Part A: Subsidiaries

Sl. No.	Name of the Subsidiary	The date since when subsidiary was acquired /date of incorporation	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	"Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries"	Share capital	Reserves and surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Tax expense	Profit after taxation	Proposed Dividend	Extent of share-holding (in percentage)
1	Karix Mobile Private Limited (Karix)	16-11-1998	31-03-2023	INR	680.64	86,182.56	1,33,397.04	46,533.83	0.00	1,85,003.40	30,682.61	7,375.28	23,307.32	0.00	100
2	Tanla Mobile Asia Pacific Pte Ltd (TMAP)	24-04-2007	31-03-2023	USD	5.55	161.70	411.93	244.67	0.14	956.14	11.75	2.20	9.55	128.58	100
3	Gamooga Softech Private Limited (Gamooga)	21-01-2011	31-03-2023	INR	10.00	1,220.74	2,228.20	997.46	0.00	2,517.20	718.35	173.19	545.16	0.00	100
4	Tanla Digital Labs Private Limited (TDLPL)	18-12-2019	31-03-2023	INR	5.00	12,951.26	37,268.90	24,312.63	1.00	12,686.95	8,994.47	1,389.32	7,605.15	0.00	100
5	Tanla Digital (India) Private Limited (TDPL) - WOS of TDLPL	02-07-2021	31-03-2023	INR	1.00	1,622.11	6,301.26	4,678.14	0.00	5,535.23	2,134.57	537.45	1,597.12	0.00	100
6	Tanla Digital Labs FZ-LLC - WOS of TMAP	03-03-2021	31-03-2023	USD	0.14	111.59	251.33	139.60	0.00	777.95	51.00	-	51.00	0.00	100
7	Tanla Foundation	06-07-2021	31-03-2023	INR	1.00	37.02	38.82	0.80	0.00	-	37.78	-	37.78	0.00	100

Notes:

- Names of subsidiaries which are yet to commence operations- Tanla Digital Labs UK Private Limited., London, U.K. - WOS of TDLPL
- Names of subsidiaries which have been liquidated or sold during the year- Not applicable
- Above financial information is presented in INR lakhs, except for Tanla Mobile Asia Pacific Pte Ltd and Tanla Digital FZ LLC which is presented in United States Dollar (reporting currency of the subsidiaries).
- During the year ended March 31, 2023, Tanla Mobile Asia Pacific Pte Ltd has repatriated dividend of USD 12,858,007 to its Parent Company, Tanla Platforms Limited.
- Liquidation of Capitalisiri Investments Private Limited was under progress as on March 31, 2023, NCLT Order was received on May 25, 2023.

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures - Not Applicable

Sl.No.	Particulars	Name of Entity
1	Latest audited Balance Sheet Date	-
2	"Date on which the Associate or Joint Venture was associated or acquired"	-
3	"Shares of Associate or Joint Ventures held by the company on the year end"	-
	No.	-
	Amount of Investment in Associates or Joint Venture	-
	Extent of Holding (in percentage)	-
4	Description of how there is significant influence	-
5	Reason why the associate/joint venture is not consolidated	-
6	"Networth attributable to shareholding as per latest audited Balance Sheet"	-
7	Profit or Loss for the year	-
(i)	Considered in Consolidation	-
(ii)	Not Considered in Consolidation	-

Notes:

- (i) Names of associates or joint ventures which are yet to commence operations- Not applicable
- (ii) Names of associates or joint ventures which have been liquidated or sold during the year- Not applicable:

For and on behalf of the Board of Directors of
Tanla Platforms Limited

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
DIN : 00003382

Date: July 20, 2023
Place: Hyderabad

Annexure - 3(i)

The Disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 are detailed under: For the FY 2022-23:

Particulars	Status of compliance
The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	The scheme is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. Refer to page No. 63 of 27th Annual Report of the Company.
Further, the following details, inter alia, shall be disclosed on the company's website and a web-link thereto shall be provided in the report of Board of Directors.	
Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time	Disclosed in Note No. 40 to Standalone Financial Statements of the Company for the year ended March 31, 2023, page no. 191 of 27th Annual Report of the Company. (Disclosure are provided in accordance with Ind AS 102, Share-based Payment)
Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Refer to page nos. 152 and 211 of the 27th Annual Report for disclosure of Diluted EPS at standalone and consolidated levels.
Details related to Employees Stock Option Scheme (ESOS):	
1. Tanla Solutions Limited – Employee Stock Option Plan 2015-16 (ESOP 2015)	
A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:	
(a) Date of shareholders' approval	September 16, 2015
(b) Total number of options approved under ESOS	50,00,000
(c) Vesting requirements	Options granted under ESOP 2015 would vest after One year but not later than Five years from the date of grant of such Options. Nomination and Remuneration/ Compensation Committee may also specify certain performance parameters subject to which the Options would vest.
(d) Exercise price or pricing formula	The exercise price shall be equal to the market price on the date of grant or any other price as decided by the Nomination and Remuneration/ Compensation Committee.
(e) Maximum term of options granted	5 years
(f) Source of shares (primary, secondary or combination)	Primary
(g) Variation in terms of options	Not Applicable
Method used to account for ESOS - Intrinsic or fair value.	Fair Value.
Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable

Particulars	Status of compliance
Option movement during the year (for each ESOS):	
Particulars	Details
Number of options outstanding at the beginning of the period	Nil
Number of options granted during the year	Nil
Number of options forfeited / lapsed during the year	Nil
Number of options vested during the year	Nil
Number of options exercised during the year	Nil
Number of shares arising as a result of exercise of options	Nil
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil
Loan repaid by the Trust during the year from exercise price received	Not Applicable
Number of options outstanding at the end of the year	Nil
Number of options exercisable at the end of the year	Nil
Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	NA
Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:	
a. senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	NIL
b. any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	NIL
c. identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	NIL
A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
(a) i). the weighted-average values of share price	Not Applicable
ii). exercise price,	Not Applicable
iii). expected volatility,	Not Applicable
iv). expected option life,	Not Applicable
v). expected dividends,	Not Applicable
vi). the risk-free interest rate and	Not Applicable
vii). any other inputs to the model;	Not Applicable
(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	NIL
(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable.
(d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable.

Particulars	Status of compliance
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C. Details related to Employees Stock Option Scheme (ESOS)**2. Tanla Platforms Limited - Restricted Stock Unit Plan 2021 (RSU 2021)****A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:**

(a) Date of shareholders' approval	June 19, 2021
(b) Total number of options approved under ESOS	30,00,000
(c) Vesting requirements	RSUs granted under this Plan would Vest not earlier than minimum Vesting Period of 1 (One) year or such other period as may be prescribed under applicable laws and not later than maximum Vesting Period of 7 (Seven) years from the date of Grant of such RSUs.
(d) Exercise price or pricing formula	The Exercise Price shall be the face value of the Share as on date of Exercise of RSUs.
(e) Maximum term of options granted	4 years for the options granted until date, however the maximum period as per the scheme can be upto 7 (Seven) years
(f) Source of shares (primary, secondary or combination)	Primary
(g) Variation in terms of options	Not Applicable
Method used to account for ESOS - Intrinsic or fair value.	Fair Value.
Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable

Option movement during the year (for each ESOS):

Particulars	Details
Number of options outstanding at the beginning of the period	2,97,000
Number of options granted during the year	1,25,000
Number of options forfeited / lapsed during the year*	30,000
Number of options vested during the year	79,500
Number of options exercised during the year	71,500
Number of shares arising as a result of exercise of options	71,500
Money realized by exercise of options (INR), if scheme is implemented directly by the company	71,500
Loan repaid by the Trust during the year from exercise price received	Not Applicable
Number of options outstanding at the end of the year	3,20,500
Number of options exercisable at the end of the year	8,000

Particulars	Status of compliance
Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Not Applicable

Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -

- a. senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Name	Designation	Number of Options granted	Exercise Price
Sunil Bajpai	Chief Trust Officer	50,000	Re. 1/-
Sonia Kaul	Vice President-Sales, Karix	10,000	Re. 1/-

- b. any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and

Name	Number of Options granted	Exercise Price
Leon Swithin Serrao	25,000	Re. 1/-
Venkateshwara Pandian Sethuramalingam	20,000	Re. 1/-
Vipin Kumar Singh	10,000	Re. 1/-
Ankur Singh	10,000	Re. 1/-

- c. identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.

NA

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

a. i). the weighted-average values of share price,	890-1,802
ii). exercise price,	Re. 1/-
iii). expected volatility,	49.45%
iv). expected option life,	1-4 years
v). expected dividends,	0.13
vi). the risk-free interest rate and	4.49-5.36
vii). any other inputs to the model;	NA
b. the method used and the assumptions made to incorporate the effects of expected early exercise;	NIL
c. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable.
d. Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable.

Details related to ESPS

(i) The following are the details on Tanla Employee Stock Purchase Scheme 2018 (ESPS 2018):

- (a) Date of shareholder's approval: **September 17, 2018**
- (b) Number of Shares approved under ESPS 2018: **80,00,000**
- (c) Number of shares issued: **74,76,125 (till date)**
- (d) The price at which such shares are issued: **Re. 1/-**
- (e) Lock-in period: **1 year from the date of allotment**

(ii) The following details regarding allotment made under each ESPS during the year:

Particulars	Details
The details of the number of shares issued under ESPS	Nil
The price at which such shares are issued	Not Applicable
Employee-wise details of the shares issued to;	
(i) "senior management" as defined under regulation 16(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Not Applicable
(ii) any other employee who is issued shares in any one year amounting to 5% or more shares issued during that year;	Not Applicable
(iii) identified employees who were issued shares during any one year equal to or exceeding 1% of the issued capital of the company at the time of issuance;	Not Applicable
Consideration received against the issuance of shares, if scheme is implemented directly by the company	Not Applicable
Loan repaid by the Trust during the year from exercise price received	Not Applicable

**For and on behalf of the Board of Directors of
Tanla Platforms Limited**

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
DIN : 00003382

Place: Hyderabad
Date: July 20, 2023

Annexure - 3(ii)

COMPLIANCE CERTIFICATE

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

To,
The Members,
Tanla Platforms Limited

I, Mahadev Tirunagari, Company Secretary in Practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 26/04/2023 by the Board of Directors of Tanla Platforms Limited (hereinafter referred to as 'the Company'), having CIN: L72200TG1995PLC021262 and having its registered office at Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500081, Telangana, India.

This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 2023.

Management Responsibility:

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

Verification:

The Company has implemented Tanla Platforms Limited – Restricted Stock Unit Plan 2021 in accordance with the Regulations and the Special Resolution passed by the Members of the Company through Postal Ballot on 19/06/2021.

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

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

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the Tanla Platforms Limited – Restricted Stock Unit Plan 2021 in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

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

Sd/-
Mahadev Tirunagari
Company Secretary in Practice
FCS: 6681, CP No: 7350
UDIN: F006681E000671653

Place: Hyderabad
Date: 20 July 2023

Annexure - 5(i)

Particulars of Employees

[As per Section 197 of the Companies Act 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. Statement of Particulars as per Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of Remuneration of each Director to the Median Remuneration of the Employees (MRE) of the Company for the financial year

Sl. No	Name of the Directors	DIN	Designation	Ratio of the MRE	% Increase of remuneration in fiscal 2023 as compared to fiscal 2022
Executive Directors					
1	D. Uday Kumar Reddy	00003382	Founder Chairman & CEO	1:21	-
Key Managerial Person (KMP)					
2	Aravind Viswanathan	NA	CFO	1:18	6%
3	Seshanuradha Chava	NA	CS	1:5	10%

2. The median remuneration of employees of the Company during FY 2022-23 was Rs 12,84,187/- p.a.

3. Percentage increase in the median remuneration of the employees in the financial year – 16.7%

4. Number of permanent employees on the rolls of the Company as on March 31, 2023 is 312.

5. **Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase in salaries of employees for FY23 was around 13.4% Increase in the managerial remuneration for the year was 11.3%.

The Company affirms that remuneration to the Directors and Key Managerial Personnel is as per the remuneration policy of the Company.

A. List of top ten employees in terms of Remuneration drawn as set out in Rule 5 (2) The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name of the Employee	Designation	Remuneration* received (₹) p.a. Remuneration* received (₹) p.a.	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of Commencement of employment	Age	The last employment held before joining the Company	Whether the employee is a relative of any director or manager of the company
1	Uday Kumar Reddy Dasari	Founder Chairman & CEO	2,71,01,254	Permanent	MBA & 23.36 Years	16-Mar-2000	56	NA - Founder	No
2	Aravind Viswanathan	Chief Financial Officer	2,27,08,536	Permanent	PGDM & 21.2 Years	07-Apr-21	44	Wipro Limited	No
3	Sunil Bajpai	Chief Trust Officer	1,97,11,464	Permanent	MPhil & 35 Years	19-May-22	61	Indian Railways	No
4	Sriram Srinivasa Vinjamuri	Chief Operations Officer	1,21,25,809	Permanent	MBA & 29.44 Years	22-Oct-18	52	Tata Teleservices Ltd	No
5	* Suresh Chandra Medasani	Vice President - Engineering	1,18,66,980	Permanent	BE & 25.32 Years	01-Nov-21	48	Oracle India Pvt Ltd	No
6	*Anurag Aggarwal	Vice President - Partnerships & Alliances	79,03,201	Permanent	MBA & 13.83 Years	01-Jun-21	37	Tata	No
7	Chava Seshanuradha	General Counsel & Chief Regulatory Officer	71,41,012	Permanent	M.Com, CS/LLB & 26.6 Years	06-Nov-05	51	Virtusa India (P) Ltd	No
8	Chandra Sekhar Konetiseti	Senior Vice President - Products	63,35,055	Permanent	MBA & 24.5 Years	03-Jan-12	44	Tecsys Private Limited	No
9	Badrinath Krishnarao Agnihotri	Vice President - Sales	58,60,275	Permanent	MBA & 25.36 Years	12-Feb-14	53	Loop Mobile Private Limited	No
10	Umar Farooq Shaik	Staff Engineer - Devops	37,22,640	Permanent	B.Tech & 13.17 Years	08-Feb-21	35	A10 Networks India Pvt Ltd	No

* Remuneration paid excludes perquisite value of shares allotted under ESPS/ESOP.

upto Nov 30, 2022 (Resigned).

§ upto Feb 24, 2023 (Resigned).

(Remuneration includes salary (fixed + variable) and allowances, commission wherever applicable, Company's contribution to Provident Fund, Superannuation Fund and Group Gratuity Scheme, reimbursement of medical expenses at actuals, and monetary value of perquisites calculated in accordance with the Income Tax Act/Rules.)

Annexure - 5(ii)**Statement under Section 134 of the Companies Act 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014**

(Employed throughout the financial year and in receipt of remuneration aggregating Rs 8.50 Lakhs per month or Rs.1,02,00,000 per annum or more)

Name, Age and Qualification	Designation and nature of employment	Date of commencement of employment	Commencement of employment Experience in years	Remuneration (In INR) per annum	Last Employment	Relative of Director if any
Uday Kumar Reddy Dasari, 56 Years, MBA	Founder Chairman & CEO	16-Mar-2000	23.36 Years	2,71,01,254	NA - Founder	No
Aravind Viswanathan, 44 Years, PGDM	Chief Financial Officer	07-Apr-2021	21.20 Years	2,27,08,536	Wipro Limited	No
Sunil Bajpai, 61 Years, Master's in Design Engineering, M Phil	Chief Trust Officer	19-May-2022	36 Years	1,97,11,464	Indian Railways	No
Suresh Chandra Medasani*, 48 Years, BE	Vice President - Engineering	01-Nov-2021	25.32 Years	1,18,66,980	Oracle India Private Limited	No
Sriram Srinivasa Vinjamuri, 52 Years, MBA	Chief Customer Officer	22-Oct-2018	29.44 Years	1,12,13,778	Tata Teleservices Limited	No

*upto Nov 30, 2022 (Resigned).

For and on behalf of the Board of Directors of
Tanla Platforms Limited

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
DIN : 00003382

Place: Hyderabad
Date: July 20, 2023

Annexure - 6(i)**(Form No. MR 3)****SECRETARIAL AUDIT REPORT****For the financial year ended March 31, 2023**

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

To,
The The Members
Tanla Platforms Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Tanla Platforms 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 Tanla Platforms Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March 2023 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 M/s Tanla Platforms Limited for the financial year ended on 31 March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; - (Not Applicable to the company during the period under review).
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - (Not Applicable to the company during the period under review).
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the period under review).
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - (Not Applicable to the Company during the period under review).
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) The other laws as applicable specifically to the company are as under:

- 1.The Information Technology Act, 2000 and the rules made thereunder
- 2.The Patents Act, 1970; and
- 3.The Trade Marks Act, 1999

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.
- (iii) Auditing Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above¹.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes have taken place in the composition of Board of Directors during the year except for the following:

- a. Mr. Sanjay Baweja who was appointed as an Independent Director of the Company for a period of 3 years from 2019 to 2022, withdrew his consent from being re-appointed as an Independent Director for a second term at the Annual General Meeting held on 26 August 2022. Accordingly, Mr. Sanjay Baweja was ceased to be an Independent Director w.e.f. 26/08/2022.
- b. Mr. Anantapurguggilla Ravindranath Reddy, Director of the Company resigned from the Company w.e.f. 08/09/2022

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has bought back 14,16,666 fully paid up equity shares of face value of Rs.1/- each on a proportionate basis, through the Stock Exchange mechanism as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. The Company has extinguished all the Equity Shares purchased under the Buyback.

¹ During the year under review, one Designated Person of the Company entered into Contra Trade and traded in 4,175 shares in contravention of Company's Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Audit Committee of the Board of Directors of the Company took corrective measures and directed that Designated Person to pay an amount of Rs.31,44,714/- to the Company which was deposited to Investor Protection and Education Fund of SEBI. The Company intimated the same to the Stock Exchanges vide its disclosure dated August 19, 2022.

Place: Hyderabad
Date: 20 July 2023
UDIN:FO06681E000650852

Sd/-
Mahadev Tirunagari
Company Secretary in Practice
FCS: 6681
CP No.: 7350
PR No: 1386/2021

Annexure

To

The Members

Tanla Platforms Limited

Tanla Technology Centre, Hitech City Road,
Madhapur, Hyderabad, Telangana – 500081

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have relied upon the opinion of Statutory Auditors and Internal Auditors on the correctness and appropriateness of financial records and books of accounts of the Company.
4. .Wherever required, I 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 responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the further viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Mahadev Tirunagari

Company Secretary in Practice

FCS : 6681

CP No. : 7350

PR No: 1386/2021

Place: Hyderabad

Date: 20 July 2023

UDIN: F006681E000650852

Annexure - 6(ii)**(Form No. MR 3)****SECRETARIAL AUDIT REPORT****For the financial year ended March 31, 2023**

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

To,
The Members,
Karix Mobile Private Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Karix Mobile 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 Karix Mobile Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March 2023 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 M/s Karix Mobile Private Limited for the financial year ended on 31 March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; - (Not Applicable to the company).
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; - (Not Applicable to the company).
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - (Not Applicable to the company).
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - (Not Applicable to the company).
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - (Not Applicable to the company during the period under review). - (Not Applicable to the company).
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - (Not Applicable to the company).
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the period under review). - (Not Applicable to the company).
 - (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).
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - (Not Applicable to the company during the period under review). - (Not Applicable to the company).
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and - (Not Applicable to the company).
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; - (To the extent applicable to the company being a Subsidiary to a Listed Company).

(vi) The other laws as applicable specifically to the company are as under:

- 1.The Information Technology Act, 2000 and the rules made thereunder
- 2.The Patents Act, 1970; and
- 3.The Trade Marks Act, 1999

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Auditing Standards issued by The Institute of Company Secretaries of India.

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes have taken place in the composition of Board of Directors during the year except for the following:

- a. Mr. Sanjay Baweja, Independent Director of the Company resigned from the Company w.e.f. 02/09/2022.
- b. Mr. Anantapurguggilla Ravindranath Reddy, Independent Director of the Company resigned from the Company w.e.f. 08/09/2022.
- c. Mr. Rahul Khanna was appointed as an Independent Director of the Company w.e.f. 20/10/2022.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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.

Place: Hyderabad

Date: 20 July 2023

UDIN: F006681E000651182

Sd/-
Mahadev Tirunagari
Company Secretary in Practice
FCS: 6681
CP No.: 7350
PR No: 1386/2021

Annexure

To
The Members
Karix Mobile Private Limited
Tanla Technology Centre, Hitech City Road,
Madhapur, Hyderabad, Telangana – 500081

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

1.Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2.I 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. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

3.I have relied upon the opinion of Statutory Auditors and Internal Auditors on the correctness and appropriateness of financial records and books of accounts of the Company.

4.Wherever required, I 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 responsibility of Management. My examination was limited to the verification of procedures on test basis.

6.The Secretarial Audit Report is neither an assurance as to the further viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Mahadev Tirunagari
Company Secretary in Practice

FCS : 6681

CP No. : 7350

PR No: 1386/2021

Place: Hyderabad

Date: 20 July 2023

UDIN: F006681E000651182

Annexure - 6(iii)

Secretarial Compliance Report of Tanla Platforms Limited for the financial year ended 31 March 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Tanla Platforms Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, Telangana – 500081. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31 March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Mahadev Tirunagari, Company Secretary in Practice have examined:

- a. All the documents and records made available to us and explanation provided by Tanla Platforms Limited ("the listed entity"),
- b. The filings / submissions made by the listed entity to the stock exchanges,
- c. Website of the listed entity,
- d. Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31 March 2023 ("Review Period") in respect of compliance with the provisions of:

- a. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - (Not Applicable to the company during the period under review).
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the period under review).
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - (Not Applicable to the company during the period under review).
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j. SEBI (Registrar to an Issue and Share Transfer Agents) Regulations, 1993; and circulars / guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	- -
3	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	- - -
4	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b)Disclosure requirement of material as well as other subsidiaries	Yes Yes	- -
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions: (a)The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b)The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	- No such situations arose.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchange
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc	NA	No non-compliance observed for any SEBI regulation / circular / guidance note etc.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	Auditor has not resigned, and hence not applicable
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	Auditor has not resigned, and hence not applicable
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	Auditor has not resigned, and hence not applicable
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. meetings.</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>No concerns were reported</p> <p>No concerns</p> <p>No situation arose for such deliberations</p> <p>The Company has provided the information required by the Auditor and hence no necessity of such</p>
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/ CMD1/114/2019 dated 18th October, 2019.	NA	Not required to obtain such information

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Re-	Remarks
						Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.				
NIL*										

*During the year under review, one Designated Person of the Company entered into Contra Trade and traded in 4,175 shares in contravention of Company's Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Audit Committee of the Board of Directors of the Company took corrective measures and directed that Designated Person to pay an amount of Rs.31,44,714/- to the Company which was deposited to Investor Protection and Education Fund of SEBI. The Company intimated the same to the Stock Exchanges vide its disclosure dated August 19, 2022.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Re-	Remarks
						Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.				
NIL*										

Place: Hyderabad
Date: 25 May 2023

Sd/-
Signature
Mahadev Tirunagari
FCS No.: 6681, CP No.: 7350
UDIN: F006681E000378591
PR No: 1386/2021

Annexure - 7

ANNUAL REPORT ON CSR ACTIVITIES FY 2022-23

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Staying committed to Impact: Creating Opportunities and Empowering Communities Our world today faces diverse environmental and social challenges. At Tanla, we believe in unlocking the power of Corporate Social Responsibility (CSR) to not only create a positive impact on our communities but also enhancing opportunities for the underserved towards sustainable and inclusive growth. With a deep sense of responsibility, we have integrated CSR into our core business practices and are committed to making a difference in the areas of social welfare, environmental stewardship, and community development.

At Tanla, our CSR efforts revolve around three key pillars known as 'Triple E/EEE': Education, Employment, and Environment. These pillars represent our primary areas of focus, as we strongly believe in the transformative power of education, the importance of fostering employment opportunities, and the need to protect and preserve our environment. Through our dedicated initiatives and strategic partnerships, we aim to create a positive impact in these critical areas, making a meaningful contribution to the society and building a sustainable future for the world around us.

2. COMPOSITION:

The CSR Committee consists of the following members as on March 31, 2023:

Name of Director	Designation / Nature of Directorship	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
Mr. Rahul Khanna	Chairperson- Independent Director	1	1
Mr. Rohit Bhasin	Member- Independent Director	1	1
Mr. D Uday Kumar Reddy	Member-Executive Director	1	-
Dr. AG Ravindranath Reddy*	Member- Non-executive Non-Independent Director	1	1
Mr. Sanjay Kapoor#	Member- Non-executive Non-Independent Director	NA	NA

*Ceased to be a member of the Committee due to his resignation effective September 08, 2022.

#Appointed as a member of the Committee effective October 20, 2022.

3. WEB-LINK

Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company at URL: https://www.tanla.com/media/images/Policies/CSR_Policy.pdf

4. IMPACT ASSESSMENT

Impact assessment is not applicable to the Company as the obligation on the contribution to CSR activities is less than Rs. 10 crores.

5.

S. No.	Description	Amount (₹. in Lakhs)
a	Average net profit of the company as per sub-section (5) of section 135	4,121
b	Two percent of average net profit of the Company as per Section 135(5) of the Act	82
c	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	-
d	Amount required to be set off for the financial year, if any	-
e	Total CSR obligation for the financial year (b+c-d):-	82

6.

S. No.	Description	Amount(₹. in Lakhs)
a	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	82
b	Amount spent in Administrative Overheads	-
c	Amount spent on Impact Assessment, if applicable	-
d	Total amount spent for financial year (a+b+c)	82

e. CSR amount spent or unspent for the financial year 2022-23:

(₹. in Lakhs)

Total amount spent for the financial year 2022-23	Amount Unspent				
	*Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
82	277	-	-	-	-

* The Company collaborated with its wholly owned subsidiary Companies viz., Karix Mobile Private Limited and Tanla Digital Labs Private Limited to undertake CSR activities together, subject to the provisions of Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR unspent amount of Rs. 277 lakhs (from Karix Mobile Private Limited Rs. 246.300 lakhs and Tanla Digital Labs Private Limited Rs. 30.70 lakhs) transferred to Tanla Platforms Limited and from thereon to Unspent CSR Account FY.23

f) Excess amount for set-off, if any: NA

(₹. in Lakhs)

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

7. Details of unspent CSR amount for the preceding three financial years: NA

(₹. in Lakhs)

S No	Preceding financial year	Amount transferred to Unspent CSR Account under subsection (6) of section 135	Balance Amount in Unspent CSR Account under subsection (6) of section 135	Amount spent in the financial year	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in the financial 1 years	Deficiency, if any
-	-	-	-	-	-	-	-

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

If yes, enter the number of Capital assets created/ acquired:

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

S No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
NA							

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

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

By the order of Board of directors of
Tanla Platforms Limited

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
(DIN: 00003382)

Sd/-
Rahul Khanna
Chairperson- CSR Committee
(DIN: 07997083)

Date: July 20, 2023
Place: Hyderabad

Annexure - 8**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014:

(A) Conservation of Energy

While continuing to believe in philosophy of Energy saved is Energy produced, adequate measures commensurate with the business operations have been taken to reduce and conserve the energy consumption by utilising energy efficient equipment wherever required.

(B) Technology absorption

We continue to focus and invest in Research & Development of New Products and Methodologies for enhancing the quality of products and services.

(C) Foreign Exchange Earnings and Outgo:**a. Imports (valued on the cost, insurance and freight basis)****(Amount in Rs.)**

Particulars	For the Year 2022-23	For the Year 2021-22
Import of capital goods	Nil	Nil

b. Activity in Foreign Currency:**(Amount in Rs.)**

Particulars	2022-23	2021-22
Earnings in foreign exchange (on accrual basis)		
Gross earnings	69,37,890	23,82,14,778
Cash outflow	1,81,73,539	17,64,60,229
Net earnings in foreign exchange	(1,12,35,649)	6,17,54,549

For Tanla Platforms Limited

Sd/-

Date: July 20, 2023

D. Uday Kumar Reddy

Place: Hyderabad

Founder Chairman & CEO

(DIN: 00003382)

Corporate Governance Report

Annexure - 4

Company's Philosophy on Corporate Governance

For your Company, good corporate governance is a synonym for sound management, transparency and adequate disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a company to take sound decisions. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

The Company believes that all its operations and actions must result in enhancing the overall shareholder value in terms of maximization of shareholder's benefits, among others, over a sustained period of time. Tanla Platforms Limited is committed to conduct its business in an ethical manner there by attaining highest level of all its stakeholders' confidence and satisfaction.

Board of Directors

The Board has an optimum combination of Executive, Non-Executive and Independent Directors. The composition of the Board is in compliance with the requirements of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015] read with Section 149 and 152 of the Companies Act, 2013.

As on March 31, 2023, our Board comprised of 6 members, consisting of one (1) Promoter Executive Chairman & CEO, one (1) Executive Director, one (1) Non-Executive Director and three (3) Non-Executive Independent Directors (IDs), which includes one (1) Independent Women Director.

Independent Directors (IDs) constitute fifty (50%) of the Board's strength as per the requirements of the Regulation 17 of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

The details of Board composition and attendance at Board Meetings during the year and last AGM are provided hereunder:

Name of the Director	Category	Number of Board Meetings attended.	Whether attended last AGM held on Aug 26, 2022	Number of other Director Ship(s) as on 31-03-2023 #	Number of committee positions held in other public companies ##		Directorships in other Listed Companies & Category of Directorship
					Chair-person	Membership	
Mr. Uday Kumar Reddy	Promoter, Executive Chairman & CEO	7	Yes	3	-	2	-
Mr. Deepak Goyal	Executive	7	Yes	1	-	-	-
Mr. Rahul Khanna	Independent, Non-Executive	7	Yes	3	2	2	-
Mr. Rohit Bhasin	Independent, Non-Executive	5	Yes	6	2	6	1. Dr. Lal Path-Labs Ltd.- Independent Director 2. Star Health and Allied Insurance Company Ltd.- Independent Director

Ms. Amrita Gangotra	Independent, Non-Executive	7	Yes	4	-	1	-
Mr. Sanjay Kapoor	Non-Independent, Non-Executive	7	Yes	1	2	2	1. OnMobile Global Ltd- Independent Director
Mr. Sanjay Baweja*	Non-Independent, Non-Executive	3	Yes	NA	NA	NA	NA
Dr. A.G. Ravindranath Reddy [§]	Non-Independent, Non-Executive	4	Yes	NA	NA	NA	NA

Notes:

* Ceased to be Director of the Company due to completion of term of appointment w.e.f. August 26, 2022

§ Ceased to be Director of the Company due to resignation effective September 08, 2022.

Excludes directorship in the Company (but includes deemed public subsidiary companies of the Company), private companies, foreign companies and companies under Section 8 of the Act.

Pertains to memberships/chairpersonships of the Audit Committee (AC) and Stakeholder Relationship Committee (SRC) of Indian public companies (excluding the Company) as per Regulation 26(1)(b) of the SEBI (LODR) Regulations, 2015.

-For the purpose of determination of committee membership and chairpersonship only the AC and the SRC are considered and membership includes chairpersonship as well.

None of the Directors held directorship in more than 7 listed companies. Further, none of the IDs of the Company served as an ID in more than 7 listed companies. None of the ID is serving as a whole-time director/managing director in any listed entity or serves as an ID of more than 3 listed entities. None of the Directors held directorship in not more than 10 public limited companies and not more than 20 Indian companies.

None of the Directors is a member of more than 10 committees or acted as chairperson of more than 5 committees (being AC and SRC, as per Regulation 26(1) of the SEBI (LODR) Regulations, 2015) across all the public limited companies in which he/she is a director. The necessary disclosures regarding committee positions have been made by the Directors.

All IDs of the Company have been appointed as per the provisions of the Companies Act, 2013 (the Act) and SEBI (LODR) Regulations, 2015.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI (LODR)

Regulations, 2015 read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and that they are independent of the management.

There are no pecuniary relationships or transactions with Non-Executive Independent Directors that could materially influence their judgment except sitting fees paid towards attending Board and Committee Meetings.

There is no inter-se relationship existing between the Directors of the Company.

Board Meetings

Seven (7) Board meetings were held during the FY'23 and the gap between two meetings did not exceed 120 days. The said Board meetings were held on the following dates:

April 29, 2022; July 25, 2022; August 04, 2022; August 26, 2022; September 08, 2022; October 20, 2022; January 20, 2023.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.

Separate meeting of the Independent Directors

During the year under review, 1 separate meeting of the IDs was held on March 21, 2023, which was chaired by our Lead Independent Director, Mr. Rohit Bhasin and was held only in the presence of IDs. At the said meeting, the IDs reviewed the performance of the NEDs, of the Board as a whole and the Chairman, after considering the view of the Executive and Non-Executive Directors.

IDs further evaluated the quality, content and timelines of flow of information between the Management and the Board that is

necessary for the Board to effectively and reasonably perform its duties.

Skills/expertise/competencies of the Board of Directors

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence. The Board provides leadership, strategic guidance, objective and an independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

The Board comprises of members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

Industry Knowledge, Strategic Expertise & Leadership, Technical Skills/ Experience and Governance Expertise.

Matrix of Board Expertise:

Name of the Director	Industry Knowledge	Strategic Expertise & Leadership	Technical Skills/ Experience	Governance Expertise
Mr. Uday Kumar Reddy	✓	✓	✓	✓
Mr. Deepak Goyal	✓	✓	✓	✓
Mr. Rahul Khanna	✓	✓	✓	✓
Mr. Rohit Bhasin	✓	✓	✓	✓
Ms. Amrita Gangotra	✓	✓	✓	✓
Mr. Sanjay Kapoor	✓	✓	✓	✓

Changes in Board composition

Changes in board composition are tabled hereunder:

Sl. No.	Name of the Director	Nature of change	Date of change
1	Mr. Sanjay Baweja	Cessation on completion of his term as an Independent Director.	August 26, 2022
2	Dr. A.G. Ravindranath Reddy	Resigned as Director	September 8, 2022

Details of familiarisation programmes for Directors including Independent Directors

All Board members of the Company are accorded every opportunity to familiarise themselves with the Company, its management, its operations and above all, the industry perspective and issues. They are made to interact with senior management personnel and proactively provided with relevant news, views and updates on the Company and sector. All the information/documents sought by them are also shared with them for enabling a good understanding

of the Company, its operations and the industry of which it is a part. Separate sessions are organised during the year with domain experts to enable Board members to update their knowledge of the sector. Details of the familiarisation program on cumulative basis are available on the Company's website at https://www.tanla.com/media/images/Policies/Familiarisation_Programme_for_IDS.pdf

Code of Conduct

The Board of Directors of the Company laid a Code of Conduct for Directors and Senior Management Personnel. The Code of Conduct is posted on the Company's website at https://www.tanla.com/media/images/dividend/Tanla_Code_of_Conduct.pdf.

All Directors and senior management personnel affirmed compliance with the Code for the year under review. The declaration to this effect, signed by Mr. D. Uday Kumar Reddy, Chairman & CEO is annexed to this report (Annexure 4(ii)).

Tanla Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the Tanla Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices (the Code).

Ms. Seshanuradha Chava, General Counsel & Company Secretary of the Company is the Compliance Officer in terms of this Code.

I. Audit Committee

The Audit Committee presently comprises of four Directors. The members of the Committee are financially literate and bring in expertise in the fields of Accounting & Finance, Strategy and Management. Mr. Rahul Khanna, Independent Director, is the Chairman of the Committee. The composition of the Audit Committee is in compliance with regulation 18 the SEBI (LODR) Regulations, 2015 and section 177 of the Companies Act, 2013.

The Audit Committee met eight (8) times during the Financial Year i.e. on April 29, 2022, July 25, 2022, August 04, 2022, August 12, 2022, August 16, 2022, October 19, 2022, October 20, 2022 and January 20, 2023. The Committee is in compliance with the requirements of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 in terms of time gap between any two Audit Committee Meetings.

The composition and details of attendance for the Meetings of the Audit Committee are as under:

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Mr. Rahul Khanna*	ID	Chairperson	7
Mr. Rohit Bhasin	ID	Member	7
Ms. Amrita Gangotra#	ID	Member	3
Mr. Uday Kumar Reddy	Executive	Member	5
Mr. Sanjay Baweja§	ID	Chairperson	5

*appointed as a Chairperson w.e.f. September 08, 2022.

#inducted as a Member w.e.f. September 08, 2022.

§ceased to be the Member and Chairperson w.e.f. August 26, 2022.

Board Committees

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, as required.

The Board has the following statutory Committees:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders Relationship Committee
- IV. Corporate Social Responsibility Committee
- V. Risk Management Committee
- VI. ESG Council

The Committee invites such executives as it considers appropriate to attend. The CFO, the head of internal auditors, statutory auditors, secretarial auditors, GST auditors and management auditors are generally invited to attend meetings unless the Committee considers otherwise. Quarterly Reports are provided to the members of the Committee on matters relating to respective subject matter. The Company Secretary acts as the Secretary of the Committee.

The Auditors of the Company discuss their audit findings with and submit their views directly to the Committee. Separate discussions are held with the Internal Auditors to focus on compliance issues and to conduct detailed reviews of the processes and internal controls in the Company. The permissible non-audit related services undertaken by the Statutory Auditors are also pre-approved by the Committee.

- The Board has approved the Charter of the Audit Committee defining inter alia its composition, role, responsibilities, powers and processes. The Charter of the Audit Committee is available on the Company's website at https://www.tanla.com/media/images/Policies/Audit_Committee_Charter.pdf.

The brief description of terms of reference broadly include:

- Review scope, recommend appointment and remuneration, evaluate performance and effectiveness of the auditors and audit process.
- Review of the quarterly and half yearly financial results with the management and the statutory auditors;
- Examine internal audit report to focus on significant findings, discuss on follow up actions, suggest internal investigations if required, comment on internal controls and recommend improvisation wherever required

- Summarize the findings of audit reports, understand gaps and discuss the proposed mitigation plans
- Reports on matters relating to adequacy of internal control over financial reporting and the company-level control systems.
- Carrying out any other function as may be referred to the Committee by the Board.
- Authorised to Review / Investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the SEBI (LODR) Regulations, 2015.

Financial Review:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Review with the management and statutory auditors of the annual and quarterly financial statements before submission to the Board for approval;
- Approval or any subsequent modification of transactions with related parties;
- Scrutiny of inter-corporate loans and investments;
- Review of valuation of undertakings or assets of the company wherever it is necessary;
- Review the functioning of the whistle blower mechanism;
- Review and monitor the end use of funds raised through public offers and related matters;

All the recommendations made by the Committee during the year under review were accepted by the Board.

II. Nomination and Remuneration Committee

The Committee comprises of four Non-Executive Directors, of which three are Independent Directors. The composition of the Committee is in compliance with regulation 19 the SEBI (LODR) Regulations, 2015 and section 178 of the Companies Act, 2013.

The Committee met four times i.e., on April 21, 2022, May 18, 2022, July 23, 2022 and August 02, 2022 during the year under review.

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Mr. Rohit Bhasin	ID	Chairperson	4
Ms. Amrita Gangotra	ID	Member	4
Mr. Rahul Khanna	ID	Member	4
Mr. Sanjay Kapoor*	NED	Member	NA

*inducted as a Member w.e.f. October 20, 2022.

Brief description of terms of reference

- Formulation of the criteria for determining qualifications, attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- Conduct an annual evaluation of the overall effectiveness of the Board, the Committees of the Board and the performance of each Director;
- Devising a policy on diversity of Board of Directors;
- Identify and recommend to the Board, persons who are qualified to become Directors and who may be appointed in Senior Management including Key Managerial Personnel, in accordance with the criteria laid down and their removal thereof, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

All the recommendations made by the Committee during the year under review were accepted by the Board.

The charter of the Committee with detailed terms of reference and the policy for determining the remuneration of the Directors, KMP's and other employees is available on our website https://www.tanla.com/media/images/Policies/Nomination_and_Remuneration_Policy.pdf.

Performance Evaluation of Board and Committees of the Board

Pursuant to provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, annual performance evaluation of the Directors including Chairperson, Board and its Committees viz., the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee has been carried out. The Performance evaluation of Independent Directors was carried out by the entire Board of Directors without participation of the directors who are subject to the evaluation. The Board and Nomination and Remuneration Committee reviews the said Performance Evaluation on annual basis.

To our endeavor to strengthen our governance practices, and to demonstrate our Board's strength and efficiency, the Company collaborated with Institute of Director (IOD) for the "Board Performance Evaluation" of Tanla Platforms Limited, for the FY'23.

This report has been reviewed and discussed at the Board Meeting held on July 20, 2023, inputs were noted.



III. Stakeholders' Relationship Committee

The Committee comprises of three Non-Executive Directors, of which two are Independent Directors. The composition of the Committee is in compliance with Regulation 20 the SEBI (LODR) Regulations, 2015 and section 178 of the Companies Act, 2013. The Committee met once during FY'23 i.e., on March 21, 2023. Details of composition of the Committee and meetings held / attended are given hereunder.

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Mr. Sanjay Kapoor	NED	Chairperson	1
Ms. Amrita Gangotra	ID	Member	1
Mr. Rahul Khanna	ID	Member	1
Dr. A. G. Ravindranath Reddy*	NED	Member	NA

*Dr. A. G. Ravindranath Reddy ceased to be the Member w.e.f. September 8, 2022.

The terms of reference broadly include:

- Consider and resolve the investor complaints pertaining to share transfer, non-receipt of Annual Reports, dividend payments, issue of duplicate share certificates, transmission of shares and other miscellaneous complaints.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.

Name, designation and address of the Compliance Officer:

In accordance with Regulation 6 of the SEBI (LODR) Regulations, 2015, the Board has appointed Ms. Seshanuradha Chava, General Counsel & Company Secretary as the Compliance Officer.

Address: Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, India-500081.

Tel: +91-04-40099999

Email ID: investorhelp@tanla.com

IV. Corporate Social Responsibility (CSR) Committee

The composition of the Committee is in compliance with section 135 of the Companies Act, 2013. The Committee met once during FY23 i.e., on May 27, 2022. Details of composition of the Committee and meetings held / attended are given hereunder.

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Mr. Rahul Khanna	ID	Chairperson	1
Mr. Rohit Bhasin	ID	Member	1
Mr. Uday Kumar Reddy	Executive	Member	0
Mr. Sanjay Kapoor*	NED	Member	NA
Dr. A. G. Ravindranath Reddy#	NED	Member	1

* inducted as a Member w.e.f. October 20, 2022.

ceased as Member w.e.f. September 8, 2022.

The Company has adopted a Corporate Social Responsibility Policy (CSR Policy) which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company's website at https://www.tanla.com/media/images/Policies/CSR_Policy.pdf

Brief description of terms of reference

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities as mentioned in the CSR Policy.
- Monitor the CSR Policy of the Company from time to time.

Shareholder's Complaints received and redressed

The status of total number of complaints received during the year ended March 31, 2023 is as follows:

Opening as on April 1, 2022	-
Received during the year	43
Resolved during the year	43
Closing as on March 31, 2023	-

The Company has designated a separate email id investorhelp@tanla.com for communication by the investors.

Scores

Securities Exchange Board of India (SEBI) has initiated a platform for redressing the investor grievances through SCORES, a web-based complaints redressal system. The Company is following this system. The Company received Nil complaints on SCORES.

V. Risk Management Committee

The composition of the Committee is in compliance with regulation 21 the SEBI (LODR) Regulations, 2015. The Committee met twice during FY23 i.e., on July 11, 2022 and November 21, 2022. Details of composition of the Committee and meetings held / attended are given hereunder.

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Ms. Amrita Gangotra*	ID	Chairperson	2
Mr. Deepak Goyal	Executive	Member	2
Mr. Sanjay Kapoor#	NED	Member	1
Mr. Sunil Bajpai§	Chief Risk Officer	Member	1
Mr. Sanjay Baweja%	ID	Member	1
AG Ravindranath Reddy@	NED	Chairperson	1

*appointed as a Chairperson w.e.f. October 20, 2022.

#inducted as a Member w.e.f. October 20, 2022.

§inducted as a Member w.e.f. July 11, 2022.

%ceased to be the Member and Chairperson w.e.f. August 26, 2022.

@ceased to be the Member w.e.f. September 08, 2022.

The Risk Management Policy and the charter of the Committee are available on the website of the Company <https://www.tanla.com/investors.html>

Brief description of terms of reference

The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness.

1. To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks, internal financial controls, market risk, credit risk, liquidity risk, commercial risk, fraud risk and IT related risk or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
 - To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 - To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity; To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
 - The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee. The Committee shall periodically assess risks to the effective execution of business strategy and review key leading indicators in this regard.
 - The Committee shall annually review and approve the Enterprise Risk Management Framework of the Company.
 - The Committee shall periodically review the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
 - The Committee shall review the Company's compliance with legal and regulatory provisions, its Constitution and the rules established by the Board, if any, and any significant breaches thereof;
 - The Committee shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).

- The Committee will coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- The Committee shall make regular reports to the Board, including with respect to risk management and minimization procedures.
- The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval. The Board may review the performance of the Risk Management Committee periodically.
- The Committee shall have access to any internal information necessary to fulfill its oversight role.
- The Committee shall also have authority to obtain advice and assistance from internal or external.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

VI. ESG Council

The composition of the ESG Council is as stated below:

Name of the Director	Category	Designation in the Committee
Mr. Rahul Khanna	ID	Chairperson
Mr. Rohit Bhasin	ID	Member
Mr. D. Uday Kumar Reddy	Executive	Member
Mr. Sanjay Kapoor	NED	Member

The ESG Council guides the Company effectively manage environment, social, and governance related issues viz:

- * Green Planet- work towards creating resource efficiency for a greener and cleaner tomorrow and aspire to become Net Carbon Neutral by 2025.
- * Empowered Community- cultivate diversity and inclusion for the overall community development and improve academic competencies among students to make them future ready.
- * Information Data Security- conduct business with strong data protection policies and integrated data security & data privacy as a key pillar to overall robust governance structure.
- * Positive Workplace- to continue our actions towards making workplace more equitable and rewarding for our people through skill development and innovation.
- * Business Integrity- commitment to deliver highest level of business integrity, transparency, and governance across all our stakeholders: Customers, Investors, Employees, Vendors and Governments.

Remuneration paid to the Directors for FY'23

The details of remuneration paid to Mr. D. Uday Kumar Reddy the Chairman & CEO for the financial year ended March 31, 2023 is as follows:

Name	Salary and allowances (in Rs.)	Contributions to provident and other funds (in Rs.)
Mr. D. Uday Kumar Reddy, Founder Chairman & CEO	2,52,57,360/-	13,00,860/-

The details of remuneration paid to Non-Executive Directors for the financial year ended March 31, 2023:

Mr. Sanjay Kapoor, Non-Executive Director was paid consultancy fees for professional services of Rs. 87,10,000/- during the financial year 2022-23 through his consulting firm Z Axis Management Consultants & Strategic Advisors LLP.

Details of shares held by Non-Executive directors, as per Schedule V Para C clause 2(f) of SEBI (LODR) Regulations, 2015

S. No.	Name	Category	Number of Shares held as on March 31, 2023
1.	Mr. Sanjay Kapoor	Non-Executive Director	1,58,017
2.	Ms. Amrita Gangotra	Independent Director	11,493
3.	Mr. Rohit Bhasin	Independent Director	-
4.	Mr. Rahul Khanna	Independent Director	60,000

The details of sitting fees to Non-Executive Directors & Independent Directors for the FY'23

S. No.	Name	Category	Sitting Fees paid (in Rs)
1.	Mr. Sanjay Kapoor	Non-Executive Director	5,00,000
2.	Ms. Amrita Gangotra	Independent Director	18,00,000
3.	Mr. Rohit Bhasin	Independent Director	18,00,000
4.	Mr. Rahul Khanna	Independent Director	21,00,000
5.	Mr. Sanjay Beweja	Independent Director	9,00,000
6.	Dr. A. G. Ravindranath Reddy	Non-Executive Director	6,00,000

Non-Executive Directors do not have any other pecuniary relationship or transactions with the Company.

Apart from the sitting fees, there were no other pecuniary relationships or transactions of the Independent Directors vis-à-vis the Company.

General Body Meetings

a) The details of the last three AGMs of the Company:

Year ended	Day, Date & Time	Venue	Special Resolutions passed
March 31, 2022	Friday, August 26, 2022 03:30 P.M	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	<ol style="list-style-type: none"> 1. To approve the remuneration of Mr. D. Uday Kumar Reddy (DIN: 00003382) Chairman & CEO of the Company 2. Re-Appointment of Mr. Rohit Bhasin (DIN: 02478962) as an Independent Director of the Company 3. Re-Appointment of Mr. Sanjay Kapoor (DIN: 1973450) as Non-Executive Director of the Company
March 31, 2021	Friday, September 24, 2021 03:30 P.M	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director through his consulting firm.
March 31, 2020	Friday, September 25, 2020 03:00 P.M	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	<ol style="list-style-type: none"> 1. Change in the name of the Company. 2. Re-designation of Mr. Uday Kumar Reddy (DIN: 00003382) as Executive Chairman & CEO. 3. To appoint Mr. Rahul Khanna (DIN: 07997083) as an Independent Director of the Company. 4. To appoint Mr. Deepak Satyaprakash Goyal (DIN: 01755263) as an Executive Director of the Company. 5. To approve the remuneration payable to Mr. Sanjay Kapoor, Non-Executive Director through his consulting firm.

Postal Ballot

During the year, 1 (One) Postal Ballot was conducted on Buyback of Equity Shares, and the following results were declared on October 11, 2022:

Details of Voting Pattern:

Resolution Required	Special- Approval for Buyback of Equity Shares
Voting Results	Passed with requisite majority. The details of the voting results are available on the website of the company https://www.tanla.com/media/announcement/Postal_Ballot_Results_1102022.pdf
Scrutinizer	Ms. Madhu Lakhlan, Practicing Company Secretary (CP No. 23044), Madhu Lakhlan & Company, Hyderabad was appointed as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.
Procedure followed for Postal Ballot	<p>The Postal Ballot was carried out as per the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (LODR) Regulations, 2015, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 (MCA Circulars).</p> <p>In compliance with the MCA Circulars, the Company sent the Postal Ballot Notice only in electronic form.</p> <p>The Scrutinizer, after the completion of scrutiny, submitted her report to the Company Secretary, who was authorised to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results.</p> <p>The results are displayed on the Company's website www.tanla.com, besides being communicated to the stock exchanges, depository and registrar and share transfer agent.</p>

Special resolution is proposed to be conducted through postal ballot:

No Special Resolution is currently proposed to be conducted through postal ballot.

Extraordinary General Meeting:

No Extraordinary General Meeting of the Members was held during FY'23.

Means of Communication**Website and Press releases**

The Company's website <https://www.tanla.com/investors.html> contains a separate section for Investors wherein the updated information pertaining to quarterly, half yearly and annual financial results, official press releases, shareholding pattern, corporate governance reports are available in a user-friendly and downloadable form. Official media releases are sent to BSE Limited and National Stock Exchange of India Limited. The Company also makes timely disclosures of necessary information to BSE limited and National Stock Exchange of India Limited in terms of SEBI(LODR) Regulations, 2015 and other rules and regulations issued by SEBI.

Financial Results

The quarterly, half-yearly and annual financial results of the Company are submitted to the BSE Limited and National Stock Exchange of India Limited immediately after approval of the Board of Directors of the Company. The financial results of the Company were also published in Financial Express, Business Standard, Business Line and The Mint in English daily newspapers at national level and Namasthe Telangana, Sakshi, Eenadu and Andhra Jyothi in Vernacular i.e. Telugu newspapers at regional level.

The company also shares to the shareholders a quarterly investor update and letter to shareholder detailing the performance of the Company.

Channels of communication with the investors

All periodical compliance filings like shareholding pattern, corporate governance report, media releases are filed electronically on NEAPS for NSE and on BSE Listing Centre for BSE Limited and are also placed on the website of the Company www.tanla.com.

Annual Report

Annual Report containing inter-alia Standalone Financial Statements, Consolidated Financial Statements, Directors' Report, Auditor's Report, and Corporate Governance Report etc. is circulated to the members entitled thereto and softcopy of the same is made available on the Company's website <https://www.tanla.com/investors.html> (annual reports section).

General Shareholder Information

(a) Details of AGM	:	September 06, 2023
(b) Financial Year		April 01 to March 31
(c) Dividend		The Board of Directors recommended final dividend of Re 4/- per equity share of Re 1/- each for the FY'23
(d) Book Closure		August 31, 2023 to September 06, 2023 (inclusive of both days).
(f) International Securities Identification Number (ISIN):		INE483C01032
(g) Corporate Identity Number (CIN):		L72200TG1995PLC021262
(h) Listing on Stock Exchanges:		<p>The Company's Equity Shares are listed on two Stock Exchanges in India viz.</p> <p>(a) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001</p> <p>(b) National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051.</p>
(i) Stock Code		BSE-532790 NSE-TANLA
(J) Listing and Custodial Fees:		The Company has paid the requisite Annual Listing and Custodian Fees to the Stock Exchanges and Depositories viz. CDSL and NSDL, respectively for the financial years 2022-23 and 2023-24.
(K) Registrar and Transfer Agents		<p>M/s Kfin Technologies Private Limited (Unit: Tanla Platforms Limited) Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana State, India. Phone: +91 040 67162222 Fax: +91 040 2300 1153 Email: einward.ris@kfintech.com</p>
(L) Company Address		<p>Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, India-500081. Tel: +91-040-40099999 Email ID: investorhelp@tanla.com</p>

(k) Market Price Data:

The monthly movement of the equity share price during the year 2022-23 on BSE and NSE are given below:

2022-23	BSE Limited (BSE) Share Price (in ₹)		National Stock Exchange of India Ltd. (NSE) Share Price (in ₹)	
	High Price	Low Price	High Price	Low Price
April	1638.2	1402.8	1,638.35	1,400.00
May	1503.65	1144	1,504.00	1,143.75
June	1447	938.5	1,448.95	938.00
July	1064.8	584.8	1,025.00	584.50
August	825	684.1	825.00	684.00
September	893.55	710	893.80	710.20
October	871.7	733.5	872.30	731.10
November	848	720	849.00	720.00
December	817.4	650.05	818.45	651.10
January	754.25	611.05	754.95	625.00
February	693.1	602	694.20	602.30
March	674	506.1	674.90	493.0

Performance in comparison to broad based indices such as S&P BSE Sensex and NSE Nifty

SHARE PRICE VS SENSEX

Performance of the scrip of the Company in comparison to S&P BSE Sensex is as follows:



SHARE PRICE VS NIFTY50

Performance of the scrip of the Company in comparison to NSE NIFTY 50 is as follows:



None of the Company's securities have been suspended from trading.

Shareholding details of the Company:

Distribution of Equity Shareholding as on March 31, 2023:

Category	Cases	% of Cases	Shares	% Shareholdin
up to 1 - 5000	222374	99.60	19134709	14.24
5001 - 10000	385	0.17	2808344	2.09
10001 - 20000	239	0.11	3372640	2.51
20001 - 30000	88	0.04	2175757	1.62
30001 - 40000	31	0.01	1068861	0.80
40001 - 50000	19	0.01	854749	0.64
50001 - 100000	36	0.02	2561239	1.91
100001 & Above	84	0.04	102424058	76.21
Total	223256	100.00	134400357	100.00

Shareholding pattern of the Company as on March 31, 2023:

Description	Cases	Shares	% Equity
Promoters	12	5,93,70,282	44.17
Mutual Funds	7	85,582	0.06
Alternative Investment Fund	1	20,000	0.01
Banks	3	4,284	0.00
NBFC	1	3,742	0.00
Foreign Portfolio	123	1,91,31,890	14.23
Directors and their relatives	6	37,78,318	2.81
IEPF	1	32,998	0.02
Resident Individuals	2,15,701	4,34,14,786	32.30
Employees	41	26,69,983	1.99
Non-Resident Indians	4,113	25,61,019	1.91
Foreign Nationals	1	85,886	0.06
Others	3,246	32,41,587	2.41
Total	2,23,256	13,44,00,357	100.00

Details of Equity Shares in dematerialised and physical form as on March 31, 2023:

The Company's shares are compulsorily traded in dematerialised form and are available for trading through both the Depositories in India viz. NSDL and CDSL. The details of number of equity shares of the Company which are in dematerialised and physical form are given below:

Description	No. of Holders	No. of Shares	% to Equity
Physical	32	1,23,313	0.09
NSDL	62,143	11,30,85,165	84.14
CDSL	1,67,057	2,11,91,879	15.77
Total	2,29,232	13,44,00,357	100.00

Share Transfer System

In terms of Regulation 40(1) of SEBI (LODR) Regulations, 2015, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

However, the shareholders are not barred from the holding the shares in physical form.

Outstanding GDR's / ADR's / Warrant or any convertible instruments, conversion date and likely impact on Equity.

As on March 31, 2023, there were no outstanding warrants to be convertible into equity shares. The Company has not issued any GDRs/ADRs or any other convertible instruments.

Commodity Price Risk or Foreign Exchange Risk and hedging activities

The Company does not deal in commodities and hence not exposed to any commodity price risk. The Foreign Exchange exposure of the Company is minimal compared to the total domestic operations of the Company, further the operations of the Company in International Geographies act as natural exchange hedge.

Plant Location

Not Applicable

Details of Consolidated Fees paid to the Statutory Auditors

The details of the total fees for all the services paid by the Company and its Subsidiaries on a consolidated basis to the statutory auditors firm/network entity of which the statutory auditor is apart, are given below:

(Rs. in Lakhs)

Particulars	By the Company	By Subsidiaries	Total Amount
Services as Statutory Auditors	53.50	76.50	130.00
Tax Audit	-	-	-
Other Services	6.5	3.00	9.5
Re-imbusement of out-of-pocket expenses	4.03	0.54	4.57
Total:	64.03	80.04	144.07

Transfer of unclaimed / unpaid dividend to the Investor Education and Protection Fund (IEPF)

The Company on March 16, 2016 declared and paid interim dividend of Re.0.20 Paise per equity share (20%) on face value of Re.1/- per share in the FY.2015-16 and as per provisions of Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount lying in the Unpaid Dividend account which remains unclaimed for 7 years is required to be transferred to the Investor Education and Protection Fund established by the Central Government.

Note: The Interim Dividend declared for the financial year 2015-16, which remained unclaimed for a period of seven years was Rs. 5,71,427/- and corresponding unclaimed shares 1,87,241 credited/transferred to the IEPF.

Details of unpaid/unclaimed dividend up to FY 2022-23 are published on the website of the Company

<https://www.tanla.com/investors.html>
(Unpaid dividend section).

Complaints Pertaining to Sexual Harassment

The details pertaining to the Complaints on sexual harassment has mentioned in the Board Report.

Other Disclosures:

Related Party Transactions

There are no materially significant related party transactions i.e., transactions material in nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives, etc., having potential conflict with the interests of the Company at large. The policy on Related Party Transaction can be accessed at https://www.tanla.com/media/images/Policies/Policy_on_materiality_of_Related_Party_Transactions.pdf

Details of non-compliance with regard to Capital Markets during the last three years

There have been no instances of non-compliances by the Company and no penalties and / or strictures have been imposed by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years, except as mentioned below:

Action taken by	Details of Non-Compliances	Details of action taken e.g.fines, warning letter, debarment, etc	Observations/ Remarks of the Company
BSE (FY 2020-21)	Non-compliance under Reg 169(4) of SEBI (ICDR) Regulations 2018 pertaining to allotment of 31,42,929 shares to an allottee for which consideration has been received from other allottee's bank account	Not Applicable	On account of the threat posed by COVID 19 the Company faced difficulty in complying with the said regulation. However, the Company had voluntarily approached SEBI for condoning the matter and on August 24, 2020 had received the condonation notice from SEBI wherein SEBI had condoned the non-compliance.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to the Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and applicable Accounting Standards, issued by the Ministry of Corporate Affairs. The Significant Accounting Policies which are consistently applied have been set out in the Notes to the financial statements.

Code of Conduct for Prevention of Insider Trading

The Board of Directors have laid-down a "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" and "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (together referred as Codes) for Prevention of Insider Trading with a view to regulate trading as per SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

These codes are applicable to all the Board members and the senior management personnel and such other designated employees who could have access to the unpublished price sensitive information of the Company. This Code is posted on the website of the Company https://www.tanla.com/media/images/Policies/Code_for_Insider_Trading_and_Fair_Disclosure.pdf.

Ms. Seshanuradha Chava, Company Secretary of the Company is the Compliance Officer in terms of this Code.

Disclosure on Risk Management

The Risk Management Committee assesses the risk and suggest a mitigation process. A detailed note on the risk identification and mitigation is included in the Risk Management Report annexed in the Annual Report.

Whistle Blower Policy/Vigil Mechanism

Pursuant to Section 177 of the Companies Act, 2013 and the Rules framed there under and pursuant to the provisions of SEBI (LODR) Regulations, 2015 the Company has established a mechanism through which all the stakeholders can report the suspected frauds and genuine grievances to the appropriate authority.

The Whistle Blower Policy which has been approved by the Board of Directors of the Company has been hosted on the website of the Company https://www.tanla.com/media/images/Policies/Whistle_Blower_Policy.pdf

During the year under review the Company has not received any complaint(s) under the said policy.

It is affirmed that no person has been denied access to the Audit Committee.

Dividend Distribution Policy

In line with requirement of Regulation 43A of SEBI (LODR) Regulations, 2015, the Company has adopted the Dividend Distribution Policy to determine the distribution of dividends in accordance with the provisions of applicable laws. The policy was updated on August 4, 2022.

The Policy has been placed on website of the Company and web link thereto is <https://www.tanla.com/media/images/Policies/DividendDistributionPolicy.pdf>.

Pecuniary transactions with Non-Executive Directors

There were no pecuniary transactions with any of the Non-Executive Directors except payment of consultancy fees and sitting fees.

The Company is compliant with the provisions of applicable laws and the SEBI(LODR) Regulations, 2015 as amended

The Board of Directors periodically review the compliance of all the applicable laws. The Company has complied with all the mandatory requirements of the Code of Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.

Disclosure on Material Subsidiaries

Name of the Material Subsidiaries	Date of Incorporation	Place of Incorporation	Name of the Statutory Auditor	Date of Appointment/ Re-appointment of Statutory Auditor
Karix Mobile Private Limited	November 16, 1998	Calcutta	MSKA & Associates	September 24, 2021
Tanla Mobile Asia Pacific Pte. Ltd.	April 24, 2007	Singapore	MGI N Rajan Associates	August 18, 2022

The policy on Material Subsidiaries can be accessed at https://www.tanla.com/media/images/Policies/Policy_on_Material_Subsubsidiary.pdf

Directors and Officers Liability Insurance:

As per the provisions of the Act and in compliance with Regulation 25(10) of the SEBI (LODR) Regulations, 2015, the Company has taken a Directors and Officers Liability Insurance (D&O) on behalf of all Directors including IDs and Officers of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.

The Company has obtained compliance certificate from the Practising Company Secretary on corporate governance furnished by Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350). which is annexed to this report.

Practising Company Secretary's Certificate

Certificate as required under Part C of Schedule V of the SEBI (LODR) Regulations, 2015 has been furnished by Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350), that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is attached to this Report.

Recommendations of Committees of the Board

There were no instances during the financial year 2022-23, wherein the Board had not accepted recommendations made by any Committee of the Board.

Disclosure on loans or advances

There have been no loans or advances extended by the Company or its subsidiaries, to any firms or companies where the Directors of the Company hold an interest.

Details of Compliances with the Non-mandatory Requirements of Regulation 27 of the SEBI (LODR) Regulations, 2015

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements under Regulation 27(1) of the SEBI (LODR) Regulations, 2015:

- a) The Company sends out quarterly and periodic investor updates by way of Press Releases and Investor Presentations to the shareholders comprising key financial, business and operations update. This is sent in electronic mode and hosted on the company's website.
- b) Internal auditors of the Company make quarterly presentations to the audit committee on their reports.
- c) The Company has a policy for determining 'material subsidiaries' which is disclosed on its website i.e. https://www.tanla.com/media/images/Policies/Policy_for_determination_of_materiality.pdf

CEO & CFO Certification

In terms of requirements of clause 17(8) of SEBI (LODR) Regulations, 2015, the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) have furnished certificate to the Board in the prescribed format for the year ended March 31, 2023, which is annexed to this report (Annexure-4(iii)).

Disclosures with respect to demat suspense account/ unclaimed suspense account

The Company has followed the due procedure as provided in the Regulation 39 (4) read with Schedule V & VI of the SEBI (LODR) Regulations, 2015 in dealing with the unclaimed shares in public issue/Rights issues. The movement of un-claimed shares in the "Tanla Platforms Ltd – Unclaimed Suspense Account" during the year as follows: -

Particulars	No of shareholders	No. of Equity Shares
Aggregate Number of Shareholders and outstanding shares lying in the Unclaimed Suspense Account as on April 1, 2022	15	870
Number of shareholders approached the Company for transfer of shares from Unclaimed Suspense Account during the year	1	50
Number of shareholders to whom shares were transferred from suspense account during the year	1	50
Aggregate Number of Shareholders and outstanding Shares lying in the Unclaimed Suspense Account as on March 31, 2023	14	820
The voting rights of the above said unclaimed shares lying in Demat Account shall remain frozen till rightful owner of such shares claims the shares.		

Annexure - 4(i)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Tanla Platforms Limited,
Tanla Technology Centre, Hitech City Road,
Madhapur, Hyderabad, Telangana – 500081

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tanla Platforms Limited having CIN L72200TG1995PLC021262 and having registered office at Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, Telangana – 500081 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. D. Udaykumar Reddy	00003382	15/05/2010
2.	Mr. Deepak Satyaprakash Goyal	01755263	17/07/2020
3.	Mr. Sanjay Kapoor	01973450	30/08/2019
4.	Mr. Rohit Bhasin	02478962	30/08/2019
5.	Mr. Rahul Khanna	07997083	17/07/2020
6.	Ms. Amrita Gangotra	08333492	31/07/2019

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

Place: Hyderabad
Date: 20 July 2023
UDIN:F006681E000651041
CP No.: 7350

Sd/-
Mahadev Tirunagari
Company Secretary in Practice
FCS: 6681

Annexure-4(iii)

Certificate of the CEO and the CFO to the Board of Directors of Tanla Platforms Limited

We hereby certify that:

1. We have reviewed the audited standalone and consolidated financial statements for the quarter & financial year ended March 31, 2023.
2. These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading.
3. These statements together represent a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
4. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting which have been designed to ensure that all material information is periodically made to all those concerned.
6. We shall disclose to the Auditors as well as the Audit Committee deficiencies in the design or operation of internal controls, if any, and what they have done or propose to do to rectify these deficiencies.
7. We have indicated to the Auditors, the Audit Committee whether or not there were significant changes in internal control over financial reporting and/or of accounting policies during the quarter and year under review.
8. We have indicated to the Auditors, the Audit Committee whether or not there were significant changes in internal control over financial reporting and/or of accounting policies during the quarter and year under review.
9. We also have disclosed to the Auditors as well as the Audit Committee, instances of significant fraud, if any, that involves management or employees having a significant role in the company's internal control systems over financial reporting.

For Tanla Platforms Limited

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
DIN: 00003382

Sd/-
Aravind Viswanathan
Chief Financial Officer

Date: April 26, 2023

Place: Hyderabad

Annexure - 4(ii)

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a code of conduct for all the Board members and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2023 as envisaged in the chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date: July 20, 2023

Place: Hyderabad

For Tanla Platforms Limited

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO
(DIN: 00003382)

Business Responsibility & Sustainability Reporting (BRSR)

Annexure - 9

SECTION A: GENERAL DISCLOSURES

1. Details of the listed entity

Particulars	Details
Corporate Identity Number (CIN) of the Listed Entity	L72200TG1995PLC021262
Name of the Listed Entity	TANLA PLATFORMS LIMITED
Year of incorporation	28-07-1995
Registered office address	Tanla Platforms Limited Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, India - 500081
Corporate address	Same as above
E-mail	investorhelp@tanla.com
Telephone	91-40-40099999
Website	https://www.tanla.com
Financial year for which reporting is being done	FY'23
Name of the Stock Exchange(s) where shares are listed	Listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
Paid-up Capital (INR)	134.40 Million
Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Seshanuradha Chava General Counsel and Company Secretary Phone: 040 40099999 E-mail: investorhelp@tanla.com
Reporting boundary	The disclosures under this report are made on a Consolidated basis, unless otherwise specified.
Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	

2. Products/Services

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

S. No.	Description of main activity	Description of business activity	% of turnover of the entity (FY23)
1	Communications Platform as a Service (CPaaS)	-	100

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

S. No.	Product/Service	NIC Code	% of total turnover Contributed
1	Other information technology and computer service activities	62099	100

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

Location	No. of plants	No. of offices	Total
National	NA	5	5
International	NA	2	2

5. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	5 (Telangana, Delhi, Tamil Nadu, Karnataka and Maharashtra)
International	2 (UAE, Singapore)

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

Out of total turnover ₹ 1,14,871.87 lakhs on consolidated basis for FY'23, the percentage of revenue from exports contribute to ₹ 69.38 lakhs (0.06%).

c. A brief on types of customers

Tanla Platforms is one of the world's largest cloud communication solutions providers based out of Hyderabad with over 800 billion transactions annually. It serves a large customer base that includes companies from Banking, Mobile Network Operators, Tele-communications, Social media & Social Networking Sites, Social Media Platforms, Financial Services and Insurance, (BFSI), E-commerce, Retail, IT, DTH, Pharma, Energy, Automobile, FMCG and the Government of India.

6. Employees

Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1	Permanent (D)	615	478	77.72%	137	22.27%
2	Other than Permanent (E)	47	31	65.95%	16	34.04%
3	Total Employees (D + E)	662	509	76.88%	153	23.11%
WORKERS						
4	Permanent (F)					
5	Other than Permanent (G)			NIL		
6	Total workers (F + G)					

b. Differently-abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)					
2	Other than Permanent (E)			NIL		
3	Total differently abled employees (D + E)					
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)					
5	Other than Permanent (G)			NIL		
6	Total differently abled workers (F + G)					

As on March 31, 2023- Other than permanent employees include contractors. The entire workforce of Tanla is categorized as 'Employees' and none as 'Workers'. Therefore, the information required in all sections in the Workers' category is not applicable to Tanla.

7. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.66%
Key Management Personnel	3	1	33.33%

As on March 31, 2023- Key Management Personnel are Executive Chairman & Chief Executive Officer (Chairman & CEO), Chief Financial Officer (CFO) and Company Secretary (CS).

8. Turnover rate for permanent employees and workers

Particulars	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	28.7%	42.3%	31.8%	29.2%	27.2%	25.7%	26.6%	27.7%	26.8%
Permanent Workers									

9. Holding, Subsidiary and Associate Companies (including joint ventures)

(a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Karix Mobile Private Limited	Wholly owned Subsidiary	100%	Yes
2	Tanla Digital Labs Private Limited	Wholly owned Subsidiary	100%	Yes
3	Gamooga Softtech Private Limited	Wholly owned Subsidiary	100%	Yes
4	Tanla Foundation	Wholly owned Subsidiary	100%	Yes
5	Tanla Mobile Asia Pacific Pte Ltd, Singapore	Wholly owned Subsidiary	100%	Yes
6	Tanla Digital (India) Private Limited	Step down Subsidiary	100%	Yes
7	Tanla Digital Labs FZ-LLC, UAE	Step down Subsidiary	100%	Yes
8	Tanla Digital Labs UK Private Limited	Step down Subsidiary	100%	Yes

10. CSR Details

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

II. Turnover (in INR Lakhs.) - 1,14,871.87

III. Net worth (in INR Lakhs.) - 56,733.09

As per the standalone financial statements under Ind AS

11. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2022-23 Current Financial Year			FY 2021-2022 Previous Financial Year		
		(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year
Communities	Yes	NA	NA	-	NA	NA	-
Investors (other than Shareholders)	Yes	-	-	-	-	-	-
Shareholders	Yes	43	-	-	-	-	-
Employees and workers	Yes	3	-	-	-	-	-
Customers	Yes	21	-	-	24	-	-
Value Chain Partners	Yes	10	-	-	11	-	-
Other (please specify)	Yes	-	-	-	-	-	-

[*Separate email id has been provided i.e., speakup@tanla.com to receive grievance if any from various stakeholders.

**Mechanisms has been formed for Internal Complaints Committee (ICC) under PoSH that investigates cases, recommends action, administers the policy and undertakes preventive activities

***All the above mentioned stakeholders can lodge a complaint through Company's Whistle-blower Policy-Vigil Mechanism (Web link: https://www.tanla.com/media/images/Policies/Whistle_Blower_Policy.pdf) or through Grievance Redressal Policy (Web link: https://www.tanla.com/esg/assets/social/fair&equitable-workplace/redressal_mechanismfor_employees.pdf)]

12. Overview of the entity's material responsible business conduct issues

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Societal: Competition	Risk	Pricing strategies by competitors impacting deal margins and profits	We have a dedicated team focused on customer success, providing solutions, timely delivery, successful product implementation, and ongoing support.	Negative: Impact on margins and profits
2	Societal: Customized solutions with omni channel capabilities	Opportunity	Our integration with WABA, and Web engages demonstrates seamless collaboration from start to finish allows the Customer to choose an option to communicate with the end-user.	-	Positive: Ensures customer stickiness, lowered stress on margins and profits.
3	Societal: Geography concentration	Risk	High geographic concentration makes the company more vulnerable to geopolitical, regulatory, and economic developments in that region	We continuously diversify our customer base to minimize the impact of industry-specific economic, social, and regulatory changes.	Negative - Impact on the revenue of the Company.
4	Societal: Global expansion	Opportunity	Ability to create platforms and solutions that adhere to applicable regulations.	-	Positive - Improve the Company's competitiveness and capitalize on the capability of understanding the enterprise communication needs, positive impact on the total revenue of the Company.
5	Governance: Cyber security	Risk	Risk of system breaches and loss of confidential customer data due to cyberattacks.	Tanla's Information Security Policy establishes and implements an information security management system to protect Tanla's and customers' information assets from external and internal threats.	Negative: Impacts brand, customer trust and revenue of the company.

6	Societal/ Governance: Employee training and customer awareness program on need for cyber security	Opportunity	Train the employees and the customers on the need to adhere to security systems and practices.		Positive : Reduction in incidents of data compromise resulting in customer confidence.
7	Societal: People and Talent	Risk	Dynamic technological changes requires employees to be abreast of the most relevant technology,requiring to constantly train the employees and remunerate to ensure retention.	Identify the critical roles and develop a succession plan.	Negative - Impact on the revenue of the Company due to increased cost of training and retention.
8	Societal: People and Talent	Opportunity	Smart, secure,safe and best-in-class employee experience. Focus on career and leadership development.		Positive- Create a talent pool that addresses the business need and shape leaders to deliver better for expected results.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

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

S. No.	Principle Description	Reference of Tanla's Policies
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.	<ul style="list-style-type: none"> Code of Conduct Board Diversity Policy Anti Bribery and Anti Corruption Policy Human Rights Policy Code of Ethics
P2	Businesses should provide goods and services in a manner that is sustainable and safe	<ul style="list-style-type: none"> Environment Policy
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains	<ul style="list-style-type: none"> Code of Conduct Whistleblower Policy Nomination and Remuneration Policy Occupational Health and Safety Policy Redressal Mechanism for Employee
P4	Businesses should respect the interests of and be responsive to all its stakeholders	<ul style="list-style-type: none"> Code of Conduct Code of Ethics Corporate Social Responsibility Policy Redressal Mechanism for Employee

P5	Businesses should respect and promote human rights	<ul style="list-style-type: none"> • Code of Conduct • Code of Ethics • Whistleblower Policy • Human Rights Policy
P6	Businesses should respect and make efforts to protect and restore the environment	<ul style="list-style-type: none"> • Environment Policy • Occupational Health and Safety Policy
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	<ul style="list-style-type: none"> • Code of Conduct • Code of Ethics
P8	Businesses should promote inclusive growth and equitable development	<ul style="list-style-type: none"> • Corporate Social Responsibility Policy
P9	Businesses should engage with and provide value to their consumers in a responsible manner	<ul style="list-style-type: none"> • IT Policy • Code of Conduct

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7*	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available**	Yes All the policies are available at https://www.tanla.com/investors.html								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) mapped to each principle.									
Principle 1	<ul style="list-style-type: none"> • ISO 22301:2019 Business Continuity Management System Standard • ISO 27001:2013 Information Security Management System • Compliant with General Data Protection Regulation (GDPR) for Data Security 								
Principle 2									
Principle 3									
Principle 4									
Principle 5									
Principle 6									
Principle 7									
Principle 8									
Principle 9									

5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<p>The company has conducted materiality assessment to identify key material issues under Environment, Social and Governance and aligned with the business strategy. The performance on ESG related commitments, goals and targets is assessed by the ESG Committee and update to the board on periodical basis. The company's commitments, goals and targets are provided below:</p> <ul style="list-style-type: none"> • To achieve carbon neutrality by 2025 • To continually reduce consumption, review source and restore CO2 balance through the RRR approach • Certification of all office locations and data centers with ISO 14001 by 2025 • Conduct an annual employee satisfaction and improvement surveys each year and achieve 5% increase in employee satisfaction score by 2025
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Yes, the performance on our ESG goals and other relevant details are disclosed in our Sustainability Report FY'23.
Governance, leadership and oversight	
<p>7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)</p> <p>As a company with a strong sense of values and commitment, we believe that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This is an integral part of our business philosophy. The fundamental principles such as independence, culpability, obligation, transparency, trusteeship, and disclosure serve as our means for establishing the philosophy of Corporate Governance. The essence of a good corporate governance is about maintaining the right balance between economic, social, individual and community goals, thereby taking the ESG considerations along with it.</p> <p>Our robust corporate governance which is an essential pillar of our ESG strategy and vision, ensures that the Company is managed in the long-term interests of its key stakeholders. Our organization works in compliance with the regulations stipulated under the Securities and Exchange Board of India.</p> <p>Our business operations are overseen by a diverse and competent Board of Directors. The Board of Directors of Tanla provide the strategic direction to the company while upholding the highest standards of corporate governance. Together, the Management and the Board ensures that we remain a company of uncompromised integrity and excellence.</p> <p>At Tanla, we believe in unlocking the power of Corporate Social Responsibility (CSR) to not only create a positive impact on our communities but also enhance opportunities for the underserved towards sustainable and inclusive growth. With a deep sense of responsibility, we have integrated CSR into our core business practices and are committed to making a difference in the areas of social welfare, environmental stewardship, and community development.</p> <p>At Tanla, our CSR efforts revolve around three key pillars known as 'Triple E/EEE': Education, Employment, and Environment. These pillars represent our primary areas of focus, as we strongly believe in the transformative power of education, the importance of fostering employment opportunities, and the need to protect and preserve our environment. Through our dedicated initiatives and strategic partnerships, we aim to create a positive impact in these critical areas, making a meaningful contribution to the society and building a sustainable future for the world around us.</p>	
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy/policies	ESG Council oversees the implementation of Business Responsibility policies and reports to the Board on the progress made by the Company in its ESG journey.
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, Tanla has an ESG Council that is constituted to enhance the Company's focus on ESG related agenda. The Council has a team of individuals as an ESG working group who ensure to implement and work towards achieving the ESG related goals, targets, strategy and agenda. The ESG Council reports to the Board of Directors.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	The business responsibility policies are periodically reviewed by the department heads, business heads and Board of Directors on an annual basis. During these assessments, the adequacy of the policies are reviewed and adequate changes to policies, procedures and internal controls are implemented accordingly.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company complies with the existing regulations as applicable. There have been no instances of non-compliance.																	
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	Majority of the policies are implemented by taking appropriate Certifications like ISO 23001, ISO 27001, and GDPR. For all surveillance and re-certifications of ISO 23001, ISO 27001, and GDPR, there is a mandatory annual audit of processes by independent external agencies.																	

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

Questions	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

Principle 1:

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

Essential Indicators

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

Segment	Total number of training and awareness	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Insider trading Session	100%
Key Managerial Personnel	2	Data Privacy, Insider trading Session, PoSH Code of Conduct	100%
Employees other than BoD and KMPs	2	PoSH, Ethics, Data privacy, functional wise walk through.	85-95%
Workers		Not applicable	

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

Monetary					
	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/ No)
Penalty/ Fine	Not Applicable. No instances of penalties and fines have been levied during the reporting year				
Settlement					
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	Not Applicable. No instances of penalties and fines have been levied during the reporting year				
Punishment					

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

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

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

Tanla has an anti-fraud policy, general fraud policy, anti-money laundering policy which illustrates the Company's commitment towards conducting business in a reasonably true and fair manner and zero tolerance towards any fraudulent behavior by any of the employees or any individual or organization dealing with it as an outsider. These policies are available at https://www.tanla.com/media/images/Policies/Anti-Fraud_Policy.pdf, https://www.tanla.com/media/images/Policies/General_Fraud_Policy.pdf, https://www.tanla.com/media/images/Policies/AML_Policy.pdf.

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

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

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

	FY 2022-23 Current Financial Year		FY 2021-22 Previous Financial Year	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	NA	-	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	NA	-	NA

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

-

Leadership Indicators

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

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
3 (Three)	Code of Conduct	60%

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

Yes, the Company is having appropriate processes to avoid/manage conflict of interests and the mechanism is clearly defined under the below policies:

- Conflict of interest in their Code of Ethics document that is applicable to all board of directors. The document is made available at https://www.tanla.com/esg/assets/social/fair&equitable-workplace/Code_of_Ethics.pdf. The Company encourages its board of directors to report any instances of suspected conflict and ensures a quick resolution of the same.
- Whistle blower policy is available at https://www.tanla.com/media/images/Policies/Whistle_Blower_Policy.pdf to resolve conflict if any

At Tanla, any suspicion of a breach by any Board member must notify to the Company Secretary immediately. The Company Secretary further would report the matter to the Board at the next scheduled board meeting. The decision on the occurrence of the reported breach is decided by the Board which is recorded in the minutes of the meeting.

Principle 2:

Businesses should provide goods and services in a manner that is sustainable and safe**Essential Indicators**

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

	FY'23 Current Financial Year (INR)	FY'22 Previous Financial Year (INR)	Details of improvements in environmental and social impacts
R&D	-	-	NA
Capex	-	-	NA

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

Yes, as a part of sustainable sourcing, Tanla has ensured that every supplier on-boarded or during onboarding signs a Supplier Code of Conduct declaration.

Further, our contracts and COC ensure that there is no illegal child labour, forced labour or other human rights violations in the supply chain.

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

Not Applicable. As a part of the onboarding process, Tanla has ensured that all its suppliers sign a Supplier Code of Conduct declaration.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Tanla has an appropriate system and practices in place for management of various types of waste in eco-friendly manner. The company follows standard operating procedures (SOPs) for waste collection, storage and handing over the waste to authorized waste management agencies for reuse, recycling and safe disposal of residual fraction of waste, this includes e-waste.

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

Not Applicable

Leadership Indicators

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

NIC Code	Name of Product/ Service	% of total Turnover Contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.

Not applicable

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

Not Applicable

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

Not Applicable

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed of.**

Not Applicable

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

Not Applicable

Principle 3:

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	478	478	100%	478	100%	478	100%	478	100%	478	100%
Female	137	137	100%	137	100%	137	100%	137	100%	137	100%
Total	615	615	100%	615	100%	615	100%	615	100%	615	100%
Other than Permanent employees											
Male	31	31	100%	31	100%	31	100%	31	100%	31	100%
Female	16	16	100%	16	100%	16	100%	16	100%	16	100%
Total	47	47	100%	47	100%	47	100%	47	100%	47	100%

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)		% (E/A)		% (F/A)
Permanent workers											
Male											
Female											
Total											
Other than Permanent workers											
Male											
Female											
Total											

2. Details of retirement benefits.

Benefits	FY'23 Current Financial Year			FY '22 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Y	100%	NA	Y
Gratuity	100%	NA	NA	100%	NA	NA
Others- please specify Leave Encashment	100% as per eligibility	NA	Y	100% as per eligibility	NA	Y

3. Accessibility of workplaces

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

Yes, the facilities of Tanla are accessible to differently-abled persons

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

Not available

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	0.11%	Not Applicable	
Female	100%	0.22%		
Total	100%	0.33%		

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

	(If Yes, then give details of the mechanism in brief)
Permanent Workers	The Company does not have any workers as defined in the BRSR Guidance Note.
Other than Permanent Workers	
Permanent Employees	Yes, the Company has a Speakup Policy and has set up a dedicated email id Speakup@Tanla.com for implementing the employee redressal mechanism. The email id is monitored by the General Counsel. Any violation that cannot be amicably resolved with the help of the Reporting Manager can be brought under the purview of the General Counsel by dropping the grievance on the above email id by the employee.
Other than Permanent Employees	

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

Category	FY 2022-23			FY 2021-22		
	Current Financial Year			Previous Financial Year		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	615	-	-	638	-	-
Male	478	-	-	491	-	-
Female	137	-	-	147	-	-
Total Permanent Workers	Not Applicable					
Male						
Female						

8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Current Financial Year					Previous Financial Year				
	Total	On Health and safety measures		On Skill upgradation		Total	On Health and safety measures		On Skill upgradation	
(A)	No. (B)	% (B/A)	No. (C)	% (C/A)	(D)	No. (E)	% (E/D)	No. (F)	% (F/D)	
Employees										
Male	509	10	1.96%	442	86.84%	522	0	0%	261	50%
Female	153	7	4.57%	121	79.08%	158	0	0%	80	50.63%
Total	662	17	2.56%	563	85.05%	680	0	0%	341	50.15%
Workers										
Male	Not Applicable									
Female										
Total										

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

Category	FY' 23 Current Financial Year			FY'22 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	509	478	94%	522	491	94%
Female	153	137	90%	158	147	93%
Total	662	615	93%	680	638	94%
Workers						
Male	Not Applicable					
Female						
Total						

10. Health and safety management system:

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

Tanla is committed to provide a healthy and a safe and injury free workplace to all its employees and other stakeholders. Tanla has defined goals and objectives pertaining to health & safety practices that are reviewed as needed to align with the organizations' strategy. The following practices are undertaken to create a culture of safety:

- Tanla has a monitoring committee that deliberates bi-annually to make effective changes and improvements as required to strengthen their existing workplace safety.
- Quarterly ESG walks are undertaken to keep a check on the effective implementation and practice of health and safety measures.
- Maintain annual action plans to improve OHS performance
- Encourage reporting of all health and safety related incidents.

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

Quarterly ESG walks are conducted within the organization to keep a tab on the implementation of health and safety practices.

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

Employees are encouraged to report any work related hazards immediately to the supervisor/ the reporting manager or through the speak up channel. Upon receiving such information, it is the responsibility of the concerned authority to take appropriate steps ensuring effective closure.

d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?

Yes, Tanla provides non-occupational medical and healthcare services to all its employees.

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

Safety Incident/Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	NA	NA
Total recordable work-related injuries	Employees	-	-
	Workers	NA	NA
No. of fatalities	Employees	-	-
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	NA	NA

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

The following practices are undertaken to create a safe and healthy workplace:

- Tanla has an OHS monitoring committee that deliberate bi-annually to make effective changes and improvements as required to strengthen their existing workplace safety.
- Quarterly ESG walks are undertaken to keep a check on the effective implementation and practice of health and safety measures.
- Maintain annual action plans to improve OHS performance.
- Encourage reporting of all health and safety related incidents.

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

	FY 2022-23			FY 2021-22		
	Current Financial Year			Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-					
Health & Safety						

14. Assessments for the year

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

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

Not Applicable

Leadership Indicators

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

Yes, all employees within Tanla are provided with a coverage of a life insurance coverage in case of an occurrence of an unfortunate incident.

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

As part of statutory compliance, Tanla ensures to pay the GST amount only on receipt of the GSTR-1 or on the GST Paid receipt. Upon the amount being reflected on the GST website against the Invoice, the GST amount is released to the respective vendor. This process ensures that the GST payment is done on-time by the vendors. And also, PF and ESI payment for teams of the service providers such as security services, house-keeping services are verified.

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

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Employees	-	-	-	-
Workers	Not Applicable			

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

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed	
Health and safety conditions	-	-
Working conditions	-	-

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

-

Principle 4:

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

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

At Tanla, we understand that stakeholders are essential to our business as they have the potential to influence or be impacted by our activities, services and performance as an organization. Stakeholder identification is a key process, as this enables us to understand the influence and the expectations of stakeholders that help us in delivering the best of our services.

Our process of identifying our valued stakeholders depend upon understanding their relevance, influence, and potential impact on our organization. Further we establish various mechanisms to engage with them that include regular meetings, surveys, consultations and emails etc. These enable us to understand their valuable insights, potential issues and expectations which allow us to incorporate their perspectives into our decision making.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government and regulatory authorities	No	Newspaper, website and other	Periodical as and when required	Approvals
NGOs	No	Other	Periodical as and when required	for CSR related activities business activity related engagement
Academia	No	Other	Periodical as and when required	Engagement for discussions on regulations etc.
Employees	No	E-mail, SMS, telephonic calls, text messages	Periodical as and when required	Regular Updates HR related, employee welfare etc.
Customers	No	E-mail, SMS, telephonic calls, text message and other	Periodical as and when required	Business activity related engagement
Suppliers	No	E-mail, SMS, telephonic calls, ERP tools	Periodical as and when required	Obtaining quotes for services and supply, entering into contract, helping in onboarding etc.
Local community	No	Newspaper, website and other	Periodical as and when required	CSR related engagement
Investors	No	Email, newspaper, website, intimation to stock exchanges	Quarterly and event driven	Financial results, event driven and business updates of the company
Shareholders	No	Email, newspaper, website, intimation to stock exchanges	Quarterly and event driven	Financial results, event driven and business updates of the company

Leadership Indicators

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

Consultation with all stakeholders on economic, environmental and social topics is done on periodical basis. The feedback from such consultation is taken via emails, phone calls and text messages. The Board is updated by the CSR Committee/ESG council on the cited subjects for further proceedings and decision making.

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

No such instances.

(Note: The Company is open to using stakeholder consultation in the identification and management of environmental, and social topics.)

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

Not Applicable

Principle 5:

Businesses should respect and promote human rights

Essential Indicators

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

Category	FY'23			FY'22		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	615	115	18.6%	638	121	18.9%
Other than permanent	47	7	14.9%	42	7	16.6%
Total employees	662	122	33.5%	680	128	35.5%
Workers						
Permanent	Not Applicable					
Other than permanent						
Total workers						

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

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	615	-	-	615	100%	638	-	-	638	100%
Other than permanent	47	-	-	47	100%	42	-	-	42	100%
Total employees	662	-	-	662	100%	680	-	-	680	100%
Workers										
Permanent	Not Applicable									
Other than permanent										
Total workers										

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

	Male		Female	
	Number	#Median remuneration/ salary/ wages of respective category(INR)	Number	Median remuneration/ salary/ wages of respective category(INR)
Board of Directors (BoD)	-	-	-	NA
*Key Managerial Personnel	4	2,57,40,627	1	77,13,729
Employees other than BoD and KMP	474	13,44,200	136	10,81,498
Workers	-			

#including retiral benefits and other allowances etc.

* includes Chairman & CEO, CFO, CS and executive directors on the board of subsidiary companies

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

Yes, Tanla has focal point for facing any kind of human rights issue.

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

Tanla has formulated an employee grievance mechanism where employees can raise their concerns and grievances at Speakup@Tanla.com. This email id is monitored by the General Counsel of the Company. We take our commitment towards safeguarding the human rights of our employees on priority and hence conduct awareness sessions and also encourage our employees to report any violations or concerns without any fear of retaliation. We also ensure to protect the identity of the aggrieved individual if requested to ensure that the issue is smoothly resolved.

All employees are encouraged to report any grievance or concern related to their reporting manager, if the registered concern is not effectively resolved they may immediately escalate the matter through the email-id as mentioned above to immediately draw attention of the General counsel.

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

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	NA	-	-	NA
Discrimination at workplace	-	-	NA	-	-	NA
Child Labour	-	-	NA	-	-	NA
Forced Labour/ Involuntary Labour	-	-	NA	-	-	NA
Wages	-	-	NA	-	-	NA
Other human rights related issues	-	-	NA	-	-	NA

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

Tanla has a zero tolerance to retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be violation of any of the policies. All complaints are treated confidentially.

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

Yes, Human rights requirements are part of our business agreements and contracts.

9. Assessments of the year

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

* Indian operations

Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable. There were no significant risks/concerns arising from the human rights assessments.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

Not Applicable

2. Details of the scope and coverage of any Human rights due-diligence conducted

Tanla is cognizant of the significance of human rights and takes proactive measures to ensure that human rights are embedded into its system effectively. Tanla has undertaken a human rights due diligence in order to indicate prevention and mitigation approaches associated with the UN Guiding Principles on Business and Human Rights (UNGP) and UN Global Compact and other national and international relevant laws to cope with human rights issues which may occur from the business operations. Four stakeholder vulnerable groups were identified for the purpose of this diligence, including female employees, permanent employees, temporary employees, including disabled employees, suppliers as areas where risks might be present with respect to the business processes. The objective of the due diligence was to identify human rights risks in the business operations and throughout the supply chain and to create awareness about human rights issues, promote protection, respect and remedy concepts to relevant internal and external stakeholders.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Tanla strives to be an inclusive workplace where it recognizes the significance of providing equal opportunities and appropriate facilities to leverage the best of our services to our valued stakeholders. At our workplace locations, we provide ramps and lifts to ensure smooth accessibility for all our visitors and other stakeholders.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	-
Discrimination at workplace	
Child labour	
Forced/involuntary labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not Applicable

Principle 6: Businesses should respect and make efforts to protect and restore the environment**Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total electricity consumption (A)	3572.82 GJ	1883.31 GJ
Total fuel consumption (B)	224.95 GJ	228.06 GJ
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	3797.77 GJ*	2111.37 GJ
Energy intensity per rupee of turnover (Total energy consumption in GJ/ turnover in lakhs INR)	0.03306092	0.01838
Energy intensity (optional) – the relevant metric may be selected by the entity		

Note:

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - NO

*GJ(Gigajoule)

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	NA	NA
(iii) Third party water (Municipal water supplies)	5,829.2	3,159.7
(iv) Seawater / desalinated water	NA	NA
(v) Others - Drinking water	256.9	158
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	6086	3317.7
Total volume of water consumption (in kilolitres)	6086	3317.7
Water intensity per lakh of turnover (Water consumed in KL / turnover in lakhs INR)	1.8143	0.140038
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency. - NO

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Not Applicable

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Not Applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - NO

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	TCO ₂	16.7	12
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	TCO ₂	705	413
Total Scope 1 and Scope 2 emissions per lakh INR of turnover	TCO ₂	0.006283	0.0037
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - NO

7. Does the entity have any project related to reducing GreenHouse Gas emission? If Yes, then provide details.

Not Applicable

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	-	0.6
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	5.47	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	10.10	5.08
Total (A+B + C + D + E + F + G + H)	15.57	5.68

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste		
(i) Recycled	5.47	0.6
(ii) Re-used	Not Applicable	Not Applicable
(iii) Other recovery operations	10.10	5.08
Total	15.57	5.68

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste		
(i) Incineration	Not Applicable	Not Applicable
(ii) Landfilling	Not Applicable	Not Applicable
(iii) Other disposal operations	Not Applicable	Not Applicable
Total	Not Applicable	Not Applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?
(Y/N) If yes, name of the external agency. -NO

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We are committed to environmental sustainability and has implemented an e-waste policy to address the growing problem of electronic waste. As an environmentally conscious organization, we actively practice e-waste recycling and disposal through authorized recyclers to minimize adverse effects. We emphasize the importance of recycling in preserving ecological balance, reducing landfills, and conserving resources. By recycling e-waste, the organization aims to save energy, prevent pollution, and contribute to a greener environment. We also encourage employees to follow the policy by handing over electronic products only to authorized recyclers. Overall, the focus of our e-waste policy is on promoting responsible e-waste management practices.

As part of our policy, we practice waste segregation directly at each of our office sites. This segregation involves categorizing waste into paper waste, plastic waste, food waste, batteries, and e-waste. Non-hazardous solid waste is then responsibly handed over to the municipal corporation corresponding to each office location. Furthermore, any e-waste and battery waste generated is carefully transferred to authorized vendors for proper recycling.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not Applicable

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not Applicable

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Not Applicable

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	NA	NA
Total fuel consumption (B)	NA	NA
Energy consumption through other sources (C)	NA	NA
Total energy consumed from renewable sources (A+B+C)	NA	NA
From non-renewable sources		
Total electricity consumption (D)	3572.82 GJ	1883.31 GJ
Total fuel consumption (E)	224.95 GJ	228.06 GJ
Energy consumption through other sources (F)	-	-
Total energy consumed fro non-renewable sources (D+E+F)	3797.77 GJ	2111.37 GJ

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. -NO

2. Provide the following details related to water discharged:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	NA	NA
- No treatment	-	-
- With treatment – please specify level of treatment		
(ii) To Groundwater	NA	NA
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater	NA	NA
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
- No treatment	6086	3317.66
- With treatment – please specify level of treatment	-	-
(v) Others	NA	NA
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	6086	3317.66

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area:- NA

(ii) Nature of operations: NA

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	NA	NA
(iii) Third party water	NA	NA
(iv) Seawater / desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kilolitres)	NA	NA

Total volume of water consumption (in kilolitres)	NA	NA
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(ii) Into Groundwater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iii) Into Seawater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iv) Sent to third-parties	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(v) Others	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. -NO

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	TCO2	467	314
Total Scope 3 emissions per lakh INR of turnover		0.004065	0.002733
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. -NO

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Not Applicable

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Business Continuity Plan:

- a. Business Continuity Plan is in place for timely incident response & management and recovery of pre-identified critical facilities and processes in the event of major disruption, from whatever cause. Karix Business Continuity Plan has list of activities to be undertaken to respond to, mitigate the effects of, and restore production / supply / service capability, quality and capacity following a significant incident.
- b. Critical business processes have been identified and required resources determined to ensure these processes running effectively.
- c. An assessment of the threats which could prevent key offices being utilized has been conducted and appropriate, cost justified controls have been put in place to manage those threats should they occur and to reduce the likelihood of them happening in the first place.
- d. Operations can continue to be supported in the event of a complete loss of a single office, contents, and infrastructure through utilizing a combination of unaffected offices and data centers together with business recovery site seating secured under a contract agreement.
- e. Formal emergency response and business continuity plans exist to allow incidents to be managed effectively and for return to business as usual status in the optimum time. This includes a technical plan for recovering IT systems and data communications. Plans are tested and reviewed at least annually to provide confidence that they would work in practice should they need to be used in earnest.
- f. Emergency Response and Crisis Management Teams are in place, comprising a mix of key individuals and managers from across the business, to oversee the appropriate response to any adverse situation, supported by a clear and fast escalation process to ensure that incidents are assessed quickly and dealt with correctly.

Disaster Management Plan

- a. Disaster Management Plan comprises of appropriate systems/ mechanisms to address various risks through implementation of computer emergency response plan, succession plan, data study, criticality of service list, data back up and restoration plan, equipment replacement plan, mass media management and guidance on appropriate practices to be followed during the occurrence of any disaster.
- b. Along with disaster management plan, the company has disaster recovery plan which details procedure to be followed at response phase, resumption phase and restoration phases addressing the disaster from notifying the incident till the restoration phase.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Not applicable

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Not Applicable

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

One

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such a body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	The Federation of Telangana Chambers of Commerce and Industry (FTCCI)	State

2. Provide details of corrective action taken or underway on any issues related to anti competitive conduct by the entity, based on adverse orders from regulatory authorities.

Not Applicable

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Not Applicable

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Not Applicable, the company does not have requirement to conduct social impact assessment.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not Applicable

3. Describe the mechanisms to receive and redress grievances of the community.

The three pillars of CSR activities of Tanla are outlined as 'EEE' - Education, Employment & Environment. Within its areas of work, Tanla has robust mechanisms to assess the impact of projects on intended beneficiaries. These mechanisms include a grievance mailbox (speakup@tanla.com), site visits, one-on-one and group discussions with beneficiaries to independent external assessments, among others, and provide ample opportunity to receive and redress grievances of the intended beneficiaries.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	25%	15%
Sourced directly from within the district and neighboring districts	62%	50%

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
1	Telangana	Khammam	170.34 lakhs

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No

(b) From which marginalized /vulnerable groups do you procure?

Not Applicable

(c) What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not Applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1,	Education - Govt Schools	1100 students	100%
2	Skill Training & Placement	500 youth	100%
3	Scholarships - IITM	5 students	EBS
4	Heal - A - Child Foundation	Donation to NGO	100%

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We have robust mechanism to receive, track and respond to consumer complaints in the delivery of our services. We have various modes for communication of complaints such as emails, telephonic calls, whatsapp messages and feedback forms etc

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Not Applicable

3. Number of consumer complaints in respect of the following:

	FY 2022-23 (Current Financial Year)		Remarks	FY 2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	NA	-	-	NA
Advertising	-	-	NA	-	-	NA
Cyber-security	-	-	NA	-	-	NA
Delivery of essential services	5	0	-	7	0	-
Restrictive Trade Practices	-	-	NA	-	-	NA
Unfair Trade Practices	-	-	NA	-	-	NA
Other	16	-	NA	17	-	NA

4. Details of instances of product recalls on account of safety issues:

Not Applicable

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the Company has a policy on information security that is approved by the Board, which details its commitment towards protection of information assets, maintaining the confidentiality, integrity of their businesses, applications, data, and processes and to continually improve their Information security management system through the establishing requisite practices and procedures. The policy is available in the public domain at <https://www.tanla.com/esg/assets/governance/cybersecurity/tanlaa01informationsecuritypolicyv1.6.pdf>.

The policy is applicable to all employees of Tanla and other users of Tanla's information processing facilities and the oversight of this policy lies with the CEO and the senior management ensuring the effective communication of the policy at all levels throughout the organization.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

None

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Refer to www.tanla.com

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Not Applicable

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not Applicable

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief.

Not Applicable

5. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, we interact with our clients on regular basis and the feedback is collected through a feedback forms, emails etc.

6. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact

- The Company has not witnessed any instances of data breaches for the current reporting year.

b. Percentage of data breaches involving personally identifiable information of customers

- as the Company has not witnessed any instances of data breaches involving personally identifiable information of customers.



Financial Statements

INDEPENDENT AUDITOR'S REPORT

To The Members of Tanla Platforms Limited (formerly known as Tanla Solutions Limited) Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tanla Platforms Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information in which are included the Returns for the year ended on that date audited by the branch auditor of the Company's branch located at Dubai – United Arab Emirates ("Dubai Branch").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of branch auditor on separate financial information of Dubai Branch, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS"), as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2023 (current year). These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr.No	Key Audit Matters	How the Key Audit Matter was addressed in our audit
1	<p>Revenue Recognition:</p> <p>Refer to the disclosures related to Revenue Recognition in Note 2.10 to the Standalone Financial Statements.</p> <p>The Company provides mobile messaging and payment solutions for application to Peer (A2P) messaging services. The messaging platform has advanced security, reliability, analytics, service levels along with the proven ability to process the largest volume of messages per second.</p> <p>Considering the nature of business in which Company operates, there is complexity of the IT systems, significance of volumes of data processed by the IT systems, the impact of changing pricing models and inherent risk in relation to accuracy and completeness of revenue recognition.</p>	<p>Our audit procedures in respect of this area included:</p> <ol style="list-style-type: none"> 1. Assessed the Company's revenue recognition accounting policies are in compliance with IND AS 115 - Revenue from Contracts with Customers (Ind AS 115). 2. Understood and evaluated the integrity of the general information and technology control environment and performed test on mitigating manual controls as applicable. 3. Tested the design, implementation and operating effectiveness of relevant controls in respect of revenue recognition and measurement. 4. Performed substantive testing on test check basis and verified supporting documentation for revenue

Hence due to the above complexities, significant volume of data processed through operations in a highly competitive marketplace coupled with the impact of changing pricing models, we have considered this as a key audit matter.

transactions recorded during the year which included sales invoices, customer contracts and bank statements; apart from that performed analytical procedures.

5. Evaluated contracts (on a test check basis) including management discussion with an objective to ascertain whether the same are onerous in nature.
6. Tested inter se reconciliations between relevant IT systems reports with general ledger, and performed verification of revenue recognised, deferred and unbilled revenue.
7. Assessed disclosures in standalone financial statements in respect of revenue, as specified in Ind AS 115.

2 Assessment for impairment of investments

Refer note 2.8 to the accompanying standalone financial statements for accounting policies and note 6 for financial disclosures with respect to carrying value of investments in subsidiaries.

The Company has non-current investments in unlisted subsidiaries amounting to Rs. 32,742.44 lakhs as at March 31, 2023 which is 36.87% of the total assets of the Company. We considered the valuation of such investments to be significant to the audit, because of the materiality of the investments to the standalone financial statements of the Company and the sensitivity thereof to the various unobservable valuation inputs, uncertain future cash flows and assumptions that require considerable judgement.

The management assesses at least annually the existence of impairment indicators of each unlisted investment. The determination of recoverable amounts of the unlisted investments relies on management's estimates of future cash flows and their judgement with respect to the investees' performance.

Hence, due to the materiality of the impairment amount in the context of the standalone financial statements and significant degree of judgement and subjectivity involved in the estimates and key assumptions used as above, this is considered to be the area which requires significant audit focus and accordingly, the matter is determined as a key audit matter.

Our audit procedures in respect of this area included:

1. Assessed the Company's impairment accounting policies are in compliance line with IND AS 36 - Impairment of Assets (Ind AS 36).
2. Obtained an understanding from the management with respect to process and controls followed by the Company to perform impairment test related to investments.
3. Assessed the Company's internal controls over preparation of annual budgets and future forecasts for the subsidiaries and the approach followed for impairment test and key assumptions applied.
4. Assessed the appropriateness of the valuation methodology applied and reasonableness of the assumptions used i.e., the discount rate and long-term growth rates used in the forecast including comparison to economic and industry forecasts where appropriate.
5. Assessed the reasonableness of the revenue and margin projections, the historical accuracy of the Company's estimates and its ability to produce accurate long-term forecasts.
6. Verified the arithmetical / mathematical accuracy of the management computations.
7. Assessed and validated the adequacy and appropriateness of the disclosures made by the management in the standalone financial statements.
8. Ensured the compliance of Ind AS 36 with respect to disclosures.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether 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

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

In preparing the standalone financial statements, 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.

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

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

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

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

Other Matters

A Branch is located outside India whose financial statements has been prepared in accordance with the accounting principles generally accepted in its respective country and which has been audited by branch auditor under generally accepted auditing standards applicable in its respective country. The Company's Management has converted the financial statements of such branch located outside India from accounting principles generally accepted in its respective country to accounting principles generally accepted in India.

We have audited these conversion adjustments made by the Company's Management. Our opinion on the standalone financial statements, in so far as it relates to the financial statements of such branch located outside India is based on the report of the branch auditor and conversion adjustments prepared by the Management of the Company and audited by us.

Our opinion is not modified in respect of this matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - c. The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
 - d. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
 - e. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - f. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 43 to the standalone financial statements;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - IV.
 - i. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - ii. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - iii. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

V.

- i. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.
- ii. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 38 to the Standalone financial statements).

- VI. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

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

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

UDIN: 23214198BGXCQC3615

Hyderabad

April 26, 2023

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2023 (current year) and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

UDIN: 23214198BGXCQC3615

Hyderabad

April 26, 2023

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TANLA PLATFORMS LIMITED FOR THE YEAR ENDED ON MARCH 31, 2023

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

- I.
- a.
- A. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- b. Property, Plant and Equipment have been physically verified by the management at reasonable intervals during the year and no material discrepancies were identified on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties as disclosed in the financial statements are held in the name of the Company.
- d. According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment or intangible assets or both during the year. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the Company.
- e. According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.

- II.
- a. The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) (a) of the Order are not applicable to the Company.
- b. The Company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from Banks/financial institutions on the basis of security of current assets. Quarterly returns / statements are filed with such Banks till the date of this report which are in agreement with the books of account.

- III.
- a. According to the information explanation provided to us, the Company has provided loans, given guarantee to any other entity.
- A. The details of such loans or advances and guarantees or security to subsidiaries are as follows:

Particulars	Guarantees	Loans
Aggregate amount granted/provided during the year		
Subsidiaries	Rs. 13,688.67 Lakhs	Rs. 2,132.45 Lakhs
Balance Outstanding as at balance sheet date in respect of above cases Subsidiaries	Rs. 13,688.67 Lakhs	Rs. 8,538.14 Lakhs

- b. According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions in relation to grant of all loans and advances in the nature of loans and guarantees are not prejudicial to the interest of the Company.
- c. In case of the loans which are repayable on demand, during the year, the Company has not demanded such loans. Having regard to the fact that the repayment of principal or payment of interest, wherever applicable, has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular.

The loans are repayable on demand. During the year, the Company has not demanded such loans or interest.

- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no amounts overdue for more than ninety days in respect of the loan granted to Company.
- e. According to the information explanation provided to us, the loan or advance in the nature of loan granted has not been demanded by the Company during the year. Hence, the requirements under paragraph 3(iii) (e) of the Order are not applicable to the Company.
- f. According to the information explanation provided to us, the Company has granted loans repayable on demand. The details of the same are as follows:

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand	-	-	Rs. 8,538.14 Lakhs
Percentage of loans/ advances in nature of loans to the total loans	-	-	100%

- IV. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made.
- V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- VI. The provisions of sub-Section (1) of Section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.

VII.

- a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, service tax, duty of customs, cess, and other statutory dues have been regularly deposited by the Company with appropriate authorities in all cases during the year.

There are no undisputed amounts payable in respect of Goods and Services tax, provident fund, employees' state insurance, income-tax, service tax, duty of customs, cess, and other statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- b. According to the information and explanation given to us and examination of records of the Company, details of statutory dues referred to in sub Clause (a) above which have not been deposited as on March 31, 2023 on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded Rs in Lakhs.	Amount Paid Rs in Lakhs.	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Finance Act,1992	Service tax due	193.69	-	June'2007 to September'2010	CESTAT, Hyderabad	-
Finance Act,1992	Service tax due	136.72	-	May'2008 to March'2011	CESTAT, Hyderabad	-

- VII. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

IX

- a. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- b. According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. In our opinion and according to the information explanation provided to us, no money was raised by way of term loans. Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable to the Company.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e. According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries.
- f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, reporting under the Clause 3(ix)(f) of the order is not applicable to the Company.

X.

- a. In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, the provisions stated in paragraph 3 (x) (a) of the Order are not applicable to the Company.
- b. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Hence, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.

XI

- a. Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company nor on the Company has been noticed or reported during the course of our audit.
- b. We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the standalone financial statement for the year ended March 31, 2023, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.
- c. As represented to us by the management, there are no whistle-blower complaints received by the Company during the course of audit. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.

XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.

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

XIV.

- a. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered internal audit reports of the Company issued till date, for the period under audit.

XV. According to the information and explanations given to us, in our opinion, during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of Section 192 of the Act are not applicable to Company.

XVI.

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

- b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company
- c. The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph 3 (xvi)(c) of the Order are not applicable to the Company.
- d. The Group does not have any CIC as part of its group. Hence the provisions stated in paragraph 3 (xvi) (d) of the order are not applicable to the Company.
- XVII. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph 3 (xvii) of the Order are not applicable to the Company
- XVIII. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are 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 realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- XX. The Company has not transferred the amount remaining unspent in respect of ongoing projects, to a Special Account till the date of our report. However, the time period for such transfer i.e., thirty days from the end of the financial year as permitted under the sub-Section (6) of Section 135 of the Act, has not elapsed till the date of our report.
- XXI. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

UDIN: 23214198BGXCQC3615

Hyderabad

April 26, 2023

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

[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Tanla Platforms Limited on the Standalone Financial Statements for the year ended March 31, 2023]

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

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Tanla Platforms Limited ("the Company") as of March 31, 2023, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

A Company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls With reference to Standalone financial statements

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

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

UDIN: 23214198BGXCQC3615

Hyderabad

April 26, 2023

Balance Sheet as at March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3	2,258.97	2,384.62
(b) Other Intangible assets	4	571.33	762.07
(c) Capital work-in-progress	5	97.80	-
(d) Financial assets			
(i) Investments	6	32,742.44	32,797.44
(ii) Other financial assets	7	10.00	-
(e) Deferred tax assets (net)	8	2,255.12	2,813.24
(f) Other non-current assets	9	2,971.52	1,826.50
Total non-current assets		40,907.18	40,583.87
(2) Current assets			
(a) Financial assets			
(i) Trade receivables	10	17,631.19	23,414.69
(ii) Cash and cash equivalents	11	11,216.19	19,864.57
(iii) Bank balances other than Cash and cash equivalents	12	238.33	189.39
(iv) Loans	13	8,538.14	11,349.07
(v) Other financial assets	14	9,440.39	13,793.45
(b) Other current assets	15	840.53	2,704.05
Total current assets		47,904.77	71,315.22
TOTAL ASSETS		88,811.95	1,11,899.09
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	16	1,344.00	1,357.46
(b) Other equity	17	55,389.09	68,682.86
Total equity		56,733.09	70,040.32
(2) Non-current liabilities			
(a) Financial liabilities			
(i) Other financial liabilities	18	80.76	42.92
(b) Provisions	19	57.47	53.47
(c) Other non-current liabilities	20	61.85	46.85
Total non-current liabilities		200.08	143.24
(3) Current liabilities			
(a) Financial liabilities			
(i) Trade payables	21		
- total outstanding dues of micro and small enterprises		7.87	4.62
- total outstanding dues of creditors other than micro enterprises and small enterprises		23,124.97	30,896.58
(ii) Other financial liabilities	22	7,870.03	10,569.54
(b) Other current liabilities	23	865.41	241.88
(c) Provisions	19	10.50	2.91
Total current liabilities		31,878.78	41,715.53
TOTAL EQUITY AND LIABILITIES		88,811.95	1,11,899.09

The accompanying notes form an integral part of the Standalone financial statements 1 - 50

As per our report of even date attached

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

Hyderabad

April 26, 2023

Tanla Annual Report 2022-23

For and on behalf of the Board of Directors of

Tanla Platforms Limited

CIN: L72200TG1995PLC021262

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO

DIN : 00003382

Sd/-

Aravind Viswanathan

Chief Financial Officer

Sd/-

Seshanuradha Chava

General Counsel and Company

Secretary

Membership No. 15519

Statement of Profit and Loss for the year ended March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Note	Year Ended March 31, 2023	Year Ended March 31, 2022
Income			
I. Revenue from operations	24	1,14,871.87	1,24,687.30
II. Other income	25	11,676.43	2,731.56
III. Total Income (I+II)		1,26,548.30	1,27,418.86
IV. Expenses			
Cost of services	26	97,303.04	1,02,933.93
Employee benefits expense	27	4,671.56	4,822.30
Depreciation and amortisation expense	28	687.69	643.59
Connectivity and related expenses	29	576.02	736.96
Finance cost	30	20.13	15.50
Other expenses	31	3,699.36	2,882.58
Total Expenses (IV)		1,06,957.81	1,12,034.86
V. Profit before exceptional items and tax (III - IV)		19,590.49	15,384.00
VI. Exceptional items		-	-
VII. Profit before tax (V-VI)		19,590.49	15,384.00
VIII. Tax expense:			
Current tax		1,573.26	2,602.39
Adjustment of tax relating to earlier periods	32	-	15.75
Deferred tax		642.34	897.62
Total Tax expense (VIII)		2,215.60	3,515.76
IX. Profit for the year (VII-VIII)		17,374.89	11,868.24
X. Other comprehensive income ('OCI')			
(i) Items that will not be reclassified to profit or loss			
Remeasurement of the net defined benefit liability/(asset) (net)	17	(355.62)	(15.69)
Income tax relating to items that will not be reclassified to profit or loss		84.22	2.92
(ii) Items that will be reclassified to profit or loss			
Exchange difference in translating financial statements of foreign operations	17	58.81	59.56
Total other comprehensive income, net of taxes		(212.59)	46.79
XI. Total comprehensive income for the year (IX+X)		17,162.30	11,915.03
XII. Earnings per equity share of par value, Re 1/- each			
1. Basic	46	12.89	8.75
2. Diluted		12.89	8.75

The accompanying notes form an integral part of the Standalone financial statements 1 - 50
As per our report of even date attached

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

Sd/-
Amit Kumar Agarwal
Partner
Membership No. 214198
Hyderabad
April 26, 2023

For and on behalf of the Board of Directors of
Tanla Platforms Limited
CIN: L72200TG1995PLC021262

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
DIN : 00003382

Sd/-
Aravind Viswanathan
Chief Financial Officer

Sd/-
Seshanuradha Chava
General Counsel and Company
Secretary
Membership No. 15519

Statement of Cash Flows for the year ended March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax	19,590.49	15,384.00
Adjusted for :		
Depreciation and amortisation expense	687.69	643.59
Interest and other income	(1,507.24)	(1,380.29)
Dividend income	(10,169.19)	(1,351.28)
Employee stock compensation expense	952.55	666.76
Foreign exchange fluctuation	42.77	178.26
Loss in Capital Siri Investments	35.37	-
Provision for gratuity and leave encashment	58.87	85.02
Provision for expected credit loss	10.18	81.04
Operating profits before working capital changes	9,701.49	14,307.10
Changes in working capital		
Increase/(Decrease) in financial and non-financial liabilities	(2,441.18)	2,918.61
Increase/(Decrease) in trade payables and other liabilities	(7,768.35)	6,244.16
(Increase)/Decrease in trade receivables	5,783.50	(3,423.42)
(Increase)/Decrease in financial and non-financial assets	4,269.04	(5,100.20)
Cash generated from operations	9,544.51	14,946.25
Income taxes paid	(515.03)	(5,225.22)
Net cash inflows from operating activities (A)	9,029.49	9,721.03
B CASH FLOW FROM INVESTING ACTIVITIES:		
Payment for Purchase of property, plant and equipment and Intangible assets	(421.31)	(594.78)
Proceeds from disposal of investment in subsidiary	55.00	149.00
Loan to subsidiary	2,810.93	(6,279.03)
Dividend received from subsidiary	10,169.19	1,351.28
Interest and other income received	1,857.52	1,102.01
Net cash inflows from/(used in) investing activities (B)	14,471.32	(4,271.52)
C CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of equity share capital	0.72	109.95
Shares bought back including transaction cost and buyback tax	(21,241.32)	(8,192.22)
Dividend paid	(10,859.64)	(1,353.31)
Net cash inflows from/(used in) financing activities (C)	(32,100.25)	(9,435.58)
D Net increase / (decrease) in Cash and cash equivalents	(8,599.44)	(3,986.07)
E Cash and cash equivalents at the beginning of the year	20,053.96	24,040.03
F Cash and cash equivalents at the end of the year (refer note 11 and 12)	11,454.52	20,053.96

The accompanying notes form an integral part of the Standalone financial statements 1 - 50
As per our report of even date attached

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

Sd/-
Amit Kumar Agarwal
Partner
Membership No. 214198

Hyderabad
April 26, 2023

For and on behalf of the Board of Directors of
Tanla Platforms Limited
CIN: L72200TG1995PLC021262

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
DIN : 00003382

Sd/-
Aravind Viswanathan
Chief Financial Officer

Sd/-
Seshanuradha Chava
General Counsel and Company
Secretary
Membership No. 15519

Statement of changes in equity for the year ended March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

A. Equity Share Capital

Particulars	Note	As at March 31, 2023		As at March 31, 2022	
		No. of shares	Amount	No. of shares	Amount
Equity shares of Rs 1 each issued, subscribed and fully paid:					
Opening	16	13,57,45,523	1,357.46	13,60,36,450	1,360.36
Add: Issued during the year		71,500	0.71	4,14,750	4.15
Less: Buyback during the year		(14,16,666)	(14.17)	(7,05,677)	(7.05)
Total		13,44,00,357	1,344.00	13,57,45,523	1,357.46

B. Other Equity

Particulars	Note	Reserves & Surplus				Items of OCI			Total	
		Capital Reserve	General Reserve	Securities Premium Account	Capital Redemption Reserve	Money received against share warrants	Employee stock option outstanding account	Retained Earnings		Foreign currency translation reserve
Balance as at April 01, 2021		699.20	2,548.18	50,665.54	166.93	-	201.57	(801.39)	21.07	65,286.61
Profit for the year	17	-	-	-	-	-	-	-	-	11,868.24
Other comprehensive income (net of tax)	17	-	-	-	-	-	-	59.57	(12.78)	46.79
Issue of equity shares	16	-	-	307.37	-	-	-	-	-	307.37
Buyback of equity shares	16	-	-	(8,185.14)	7.05	-	-	-	-	(8,178.09)
Dividend paid	17	-	-	-	-	-	(1,353.31)	-	-	(1,353.31)
Amortisation of share based payment expense	17	-	-	-	-	-	906.83	-	-	906.83
Exercise of share options	17	-	-	-	-	-	(201.57)	-	-	(201.57)
Balance as at March 31, 2022		699.20	2,548.18	42,787.77	173.98	-	906.83	(741.82)	8.29	68,682.86
Balance as at April 01, 2022		699.20	2,548.18	42,787.77	173.98	-	906.83	(741.82)	8.29	68,682.86
Profit for the year	17	-	-	-	-	-	-	-	-	17,374.89
Other comprehensive income (net of tax)	17	-	-	-	-	-	-	58.81	(271.40)	(212.59)
Issue of equity shares	16	-	-	-	-	-	-	-	-	-
Buyback of equity shares	16	-	-	(21,255.49)	14.17	-	-	-	-	(21,241.32)
Dividend paid	17	-	-	-	-	-	(10,859.64)	-	-	(10,859.64)
Adjustment of tax relating to earlier periods	32	-	-	-	-	-	(46.41)	-	-	(46.41)
Amortisation of share based payment expense	17	-	-	-	-	-	1,691.30	-	-	1,691.30
Exercise of share options	17	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023		699.20	2,548.18	21,532.29	188.15	-	2,598.13	(683.01)	(263.11)	55,389.09

The accompanying notes form an integral part of the Standalone financial statements 1 - 50
As per our report of even date attached

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

Hyderabad

April 26, 2023

For and on behalf of the Board of Directors of

Tanla Platforms Limited

CIN: L72200TG1995PLC021262

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO

DIN : 000003382

Sd/-

Aravind Viswanathan

Chief Financial Officer

General Counsel and Company Secretary

Membership No. 15519

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

1. General Information

Tanla Platforms Limited (formerly known as Tanla Solutions Limited) (hereinafter referred to as "Tanla") ('the Company') is an A2P messaging platform provider globally. The Company was incorporated on July 28, 1995 in Hyderabad, India under the provisions of Companies Act, 1956 and is currently listed on BSE and NSE. Tanla has its headquarters and development facilities in Hyderabad, India and serves a global customer base through its subsidiaries and a branch in Dubai. Tanla develops and delivers cutting-edge technology and products which meet the discerning needs of a diverse clientele, from enterprises to carriers across geographies.

2. Significant accounting policies

Significant accounting policies adopted by the company are as under:

2.1 Basis of Preparation of Financial Statements

(a) Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Accounting policies have been consistently applied to all the years presented except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use. These financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date March 31, 2023.

The Ind AS financial statements were approved by the Board of Directors of the Company on April 26, 2023.

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-

- I. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)
- II. Net defined employee benefit assets / (liability) are measured at fair value of plan assets, less present value of defined benefit obligations.
- III. Share based payment transaction

(c) Use of estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected. Refer Note 2.19 for detailed discussion on estimates and judgements.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

- Useful lives of property, plant and equipment;
- Impairment;
- Financial instruments;
- Employee benefits;
- Provisions;
- Income taxes

2.2 Current and non-current classification

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II – Ind AS Schedule III to the Act. The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold 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 classified as 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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.3 Property, plant and equipment

Items of property, plant and equipment are measured at historical cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, taxes (other than those subsequently recoverable from tax authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

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

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, estimated useful lives

The Company depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Schedule II (Years)	Useful Life (Years)
Buildings & Interiors	60	6
Computer	3-6	3-6
(i) Servers and networks	6	6
(ii) End user devices, such as, desktops, laptops, etc.	3	3
Furniture & Fixtures	10	1.67
Office Equipment	5	1.67

Vehicle	8	3
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Based on the technical assessment of useful life, certain items of property plant and equipment are being depreciated over useful lives different from the prescribed useful lives under Schedule II to the Act. Management believes that such estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.4 Other Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation.

The Company amortises intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets is as follows:

Intangible Assets	Useful Life (Years)
Platforms	6

2.5 Investment in Subsidiaries

Investment in Subsidiaries are valued at cost. Dividend income from subsidiaries is recognised when its right to receive the dividend is established.

2.6 Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within the normal trade cycle as per agreement. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.7 Foreign Currency Transactions

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency. The amounts in the financial statements are rounded off to nearest Rupees lakhs.

(b) Transactions and balances

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting period are translated into the functional currency at the exchange rate at that date. Non-monetary items denominated in foreign currencies which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates at the date when the fair value was measured.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Statement of profit and loss in the year in which they arise.

(c) The assets and liabilities of the branch are translated into Indian Rupees at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at average exchange rates. Equity items, other than retained earnings, are translated at the spot rate in effect on each related transaction date (specific identification). Retained earnings

are translated at the weighted average exchange rate for the relevant year. The exchange differences arising on translation for consolidation are recognised in OCI.

2.8 Impairment of non-financial assets/unlisted equity investments

The carrying amounts of the Company's tangible and intangible assets, including unlisted equity investments are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets.

An impairment loss is recognised in the statement of profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been previously recognised.

2.9 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 accessible to the Company.

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

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

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

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 (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.10 Revenue from contract with customer

The Company derives revenues primarily from Messaging services(A2P), International Long Distance & Voice services.

- (a) Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration we expect to receive in exchange for those services.
- (b) Revenue from messaging services are recognised based on the number of messages delivered on a fixed price, fixed-time frame contracts where there is no uncertainty as to measurement or collectability. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(c) Revenue on time proportion based contract are recognised as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognised as accrued income (contract assets).

Other Income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

2.11 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered 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 year end date. 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.

(b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.12 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits.

Cash dividend to equity holders

The Company recognises a liability to make cash to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

2.13 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2.14 Financial instruments

Initial Recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value and, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

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.

(a) Financial assets

i. Initial Recognition

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

ii. Subsequent measurement

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

- a. at amortised cost; or
- b. at fair value through other comprehensive income; or
- c. at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on 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 Other Income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Statement of Profit and Loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

iii. Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortised cost and FVTOCI.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Life time ECLs 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 year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognised during the year is recognised as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortised cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

iv. Derecognition of financial assets

A financial asset is derecognised only when

- a. the rights to receive cash flows from the financial asset is transferred or
- b. retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

(b) Financial liabilities

i. Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortised cost, as appropriate.

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

ii. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities at amortised cost

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

iii. 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 and Loss as finance costs.

(c) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.15 Employee Benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognised in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Other long-term employee benefit obligations

I. Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

II. Defined benefit plans

Gratuity: The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the other comprehensive income in the year in which they arise.

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. Leaves under define benefit plans can be encashed only on discontinuation of service by employee.

III. Share-based payments

Certain employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.16 Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company; or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

2.17 Leases

Short-term leases and leases of low-value assets

The Company has all the leases which are short term having tenure of less than 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2.18 Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, impairment of investment, impairment of goodwill, significant disposal of property, plant and equipment etc.

2.19 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares.

2.20 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

I. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end 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 assumptions when they occur.

(a) Defined benefit plans gratuity benefits

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

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

(b) Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 37.

2.21 Recent accounting pronouncements

(a) Standards (including amendments) issued but not yet effective

The Ministry of Corporate Affairs ("MCA") has notified Companies (Indian Accounting Standard) Amendment Rules, 2023 dated March 31, 2023 to amend certain Ind ASs which are effective from April 01, 2023:

Below is a summary of such amendments:

I. Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements

The MCA issued amendments to Ind AS 1, providing guidance to help entities meet the accounting policy disclosure requirements. The amendments aim to make accounting policy disclosures more informative by replacing the requirement to disclose 'significant accounting policies' with 'material accounting policy information'. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure.

The amendments are effective for annual reporting periods beginning on or after 01 April 2023. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

II. Definition of Accounting Estimates – Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are effective for annual reporting periods beginning on or after April 01, 2023. The amendments are not expected to have a material impact on the Company's financial statements.

III. Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to Ind AS 12 Income taxes

The amendment to Ind AS 12, requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.

The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate. Ind AS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already

accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments.

The Company is currently assessing the impact of the amendments.

(b) Standards that became effective during the year

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022 to amend the following Ind AS which are effective from 01, April 2022 :

I. Onerous Contracts- Cost of Fulfilling a Contract - Amendments to Ind AS 37

Ind AS 37 defines an onerous contract as a contract in which the unavoidable costs (costs that the Company has committed to pursuant to the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

The amendments to Ind AS 37 clarify, that the costs relating directly to the contract consist of both:

- The incremental costs of fulfilling that contract- e.g. direct labour and material; and
- An allocation of other costs that relate directly to fulfilling contracts: e.g. Allocation of depreciation charge on property, plant and equipment used in fulfilling the contract.

The Company, prior to the application of the amendments, did not have any onerous contracts.

II. References to the Conceptual Framework Amendments to Ind AS 103

The amendments update a reference to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations. The amendment also add a new exception in Ind AS 103 for liabilities and contingent liabilities.

III. Property, Plant and Equipment: Proceeds Before Intended Use- Amendment to Ind AS 16

The amendment to Ind AS 16 clarifies that any excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

These amendments had no impact on the year-end financial statements of the Company as there were no sales of such items.

IV. Ind AS 109 Financial Instruments - Fees in the '10 per cent' test for derecognition of financial liability

The amendment clarifies which fees an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

These amendments had no impact on the financial statements of the Company as there are no financial instruments of such nature during the year.

V. Taxation in fair value measurements Amendments to Ind AS 41

The amendment removes the requirement in Ind AS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113, Fair Value Measurement.

Note 3 Property, plant and equipment

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Gross carrying amount			Depreciation			Net carrying amount	
	As at April 01, 2022	Additions	Deductions/ Adjustments	As at March 31, 2023	For the year	Deductions/ Adjustments	As at March 31, 2023	As at 31 March 2022
Owned assets								
Land	765.70	-	-	765.70	-	-	765.70	765.70
Buildings	970.48	-	-	970.48	49.64	-	188.69	238.33
Furniture	280.46	5.26	-	285.72	9.20	-	0.50	4.45
Computers	2,863.37	341.68	-	3,205.05	420.64	-	1,265.89	1,344.85
Platforms & Deployments	41,644.48	-	-	41,644.48	-	-	-	-
Office Equipment	264.36	24.36	-	288.72	17.47	-	36.04	29.15
Vehicles	42.92	-	-	42.92	-	-	2.15	2.15
Total	46,831.77	371.30	-	47,203.07	496.95	-	2,258.97	2,384.62

Particulars	Gross carrying amount			Depreciation			Net carrying amount	
	As at April 01, 2021	Additions	Deductions/ Adjustments	As at March 31, 2022	For the year	Deductions/ Adjustments	As at March 31, 2022	As at 31 March 2021
Owned assets								
Land	765.70	-	-	765.70	-	-	765.70	765.70
Buildings	937.13	33.35	-	970.48	77.33	-	238.33	282.31
Furniture	274.56	5.90	-	280.46	12.41	-	4.44	10.95
Computers	2,301.08	562.29	-	2,863.37	334.69	-	1,344.85	1,117.25
Platforms & Deployments	41,644.48	-	-	41,644.48	-	-	-	-
Office Equipment	248.29	16.07	-	264.36	19.20	-	29.15	32.28
Vehicles	42.92	-	-	42.92	10.89	-	2.15	13.04
Total	46,214.16	617.61	-	46,831.77	454.52	-	2,384.61	2,221.53

Notes:

- Land represents freehold land at Tanla Technology Centre, Madhapur, Hyderabad- 500081
- See accounting policy in Note 2.3 and Note 2.4
- Refer to Note 36 for information on property, plant and equipment pledged as security by the Company.

Note 4 Intangible Assets

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Gross carrying amount		Amortisation		Net carrying Amount	
	As at April 01, 2022	As at March 31, 2023	As at April 01, 2022	For the year Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2022
Platforms	1,146.36	1,146.36	384.29	190.74	575.03	762.07
Total	1,146.36	1,146.36	384.29	190.74	575.03	762.07
Particulars	Gross carrying amount		Amortisation		Net carrying Amount	
	As at April 01, 2021	As at March 31, 2022	As at April 01, 2021	For the year Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2021
Platforms	1,115.05	1,146.36	195.22	189.07	384.29	919.83
Total	1,115.05	1,146.36	195.22	189.07	384.29	919.83

Note 5

Capital Work-in-Progress

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Work in Progress	97.80	-
Total	97.80	-

Particulars	As at April 01, 2022	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at March 31, 2023
Construction of interiors to building	-	97.80	-	-	-	97.80

Particulars	As at April 01, 2022	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at March 31, 2023
	-	-	-	-	-	-

Capital work in progress as at March 31, 2023 comprises expenditure for the towards construction of interiors to building. Total amount of CWIP is Rs. 97.80 (March 31, 2022: Rs. NIL).

(a) Ageing schedule

March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	97.80	-	-	-	97.80
Projects temporarily suspended	-	-	-	-	-
Total	97.80	-	-	-	97.80

March 31, 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(b) There are no projects as Capital Work in Progress as at March 31, 2023 and March 31, 2022 whose completion is overdue or cost of which has exceeds in comparison to its original plan.

Note 6

Investments

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current financial investments		
(i) Investments in unquoted equity shares (fully paid up, carried at amortised cost (net of impairment) unless stated otherwise)		
(a) In Subsidiaries (carried at cost, net of impairment)		
Karix Mobile Private Limited (formerly Tanla Corporation Private Limited), India		
68,06,460 (March 31, 2022: 68,06,460) equity shares of Rs.10 each	28,483.41	28,483.41
Tanla Mobile Asia Pacific Pte Ltd, Singapore		
7,50,001 (March 31, 2022: 7,50,001 equity shares of SGD 1 each)	309.29	309.29
Capitalsiri Investments Private Limited, India (refer note below)		
20,50,000 (March 31, 2022: 20,50,000) equity shares of Rs. 10 each	-	55.00
Gamooga Softtech Private Limited, India		
1,00,000 (March 31, 2022: 1,00,000) equity shares of Rs.10 each	4,845.00	4,845.00
Less: Provision for impairment of investment	(901.26)	(901.26)
	3,943.74	3,943.74
Tanla Digital Labs Private Limited, India		
50,000 (March 31, 2022: 50,000) equity shares of Rs.10 each	5.00	5.00
Tanla Foundation, India		
9,999 (March 31, 2022: 9,999) equity shares of Rs.10 each	1.00	1.00
Total	32,742.44	32,797.44
Aggregate value of unquoted investments	32,742.44	32,797.44
Aggregate value of impairment/(reversal) in value of investments	901.26	901.26

Note:

During the year ended March 31, 2023, an amount of Rs. 19.48 (March 31, 2022: Rs. 150) has been received from the liquidator of Capitalsiri Investments Private Limited, as part of its liquidation and has been adjusted towards the carrying value of the investment. Accordingly, net loss on liquidation of Rs. 35.37 (March 31, 2022: Rs. Nil) has been shown under other expenses in the Statement of profit and loss. Order of National Company Law Tribunal for the liquidation is yet to be received as on March 31, 2023.

Note 7

Other financial assets-Non current

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Earnest money deposits	10.00	-
Total	10.00	-

Note 8

Deferred tax, net

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax asset	2,255.12	2,813.24
Total	2,255.12	2,813.24

Deferred tax relates to following (Also refer Note 32):

Particulars	April 01, 2022	Recognised in statement of profit and loss	Other comprehensive income	March 31, 2023
Deferred tax assets				
On property, plant and equipment	2,774.88	(729.15)		2,045.73
On others	38.36	86.81	84.22	209.39
Subtotal (A)	2,813.24	(642.34)	84.22	2,255.12
Deferred tax liabilities				
On property, plant and equipment	-	-	-	-
Subtotal (B)	-	-	-	-
Deferred tax asset-net (A-B)	2,813.24	(642.34)	84.22	2,255.12

Particulars	April 01, 2021	Recognised in statement of profit and loss	Other comprehensive income	March 31, 2022
Deferred tax assets				
On property, plant and equipment	3,660.09	(885.21)	-	2,774.88
On others	53.69	(12.41)	(2.92)	38.36
Subtotal (A)	3,713.78	(897.62)	(2.92)	2,813.24
Deferred tax liabilities				
On property, plant and equipment	-	-	-	-
Subtotal (B)	-	-	-	-
Deferred tax asset-net (A-B)	3,713.78	(897.62)	(2.92)	2,813.24

In assessing the realisability of deferred tax assets, the management considers whether some portion or all of the deferred 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. The management considers the scheduled reversals of deferred 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 tax assets are deductible, the management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Note 9

Other non-current assets

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Advances recoverable in cash or kind	72.32	27.29
(ii) Balances with revenue authorities	2,899.20	1,799.21
Total	2,971.52	1,826.50

Note 10

Trade Receivables

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured		
Trade receivables-considered good *	17,766.74	23,536.10
Less: Allowances for expected credit loss	(135.55)	(121.41)
Trade receivables-credit impaired	-	-
Less: Allowances for expected credit loss	-	-
Total	17,631.19	23,414.69

* Includes dues from subsidiaries (refer note 45)

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person nor from firms or private companies respectively in which any director is a partner, or director or a member (other than wholly owned subsidiaries, referred to in Note 45).

As at March 31, 2023

Particulars	Outstanding for following periods from the date of the invoice					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables:						
Considered good	16,517.36	392.49	775.60	5.11	76.18	17,766.74
Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables						
Considered good	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Total	16,517.36	392.49	775.60	5.11	76.18	17,766.74
Less: Allowance for expected credit loss	-	-	-	-	-	(135.55)
Balance at the end of the year	16,517.36	392.49	775.60	5.11	76.18	17,631.19

As at March 31, 2022

Particulars	Outstanding for following periods from the date of the invoice					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables:						
Considered good	21,749.95	1,259.16	407.97	80.99	38.03	23,536.10
Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables						
Considered good	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Total	21,749.95	1,259.16	407.97	80.99	38.03	23,536.10
Less: Allowance for expected credit loss	-	-	-	-	-	(121.41)
Balance at the end of the year	21,749.95	1,259.16	407.97	80.99	38.03	23,414.69

Movement in the allowance for expected credit loss is mentioned below:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	121.41	132.33
Additional provision/(reversal) (net) (refer note 31)	10.18	81.04
Write off as bad debts/Exchange difference	3.96	(91.96)
Closing balance	135.55	121.41

Note 11

Cash and cash equivalents

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Balances with banks		
- Cash on hand	0.00	0.00
- Current accounts	3,008.26	3,574.99
- Fixed Deposits with original maturity of less than 3 months (refer notes below)	8,207.93	16,289.58
Total	11,216.19	19,864.57

Notes:

- The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.
- The Company has pledged their book debts, fixed deposit with the same bank and Commercial property as on March 31, 2023 and March 31, 2022 to fulfill collateral requirements. Refer to Note 36 for further details.

Note 12

Bank balances other than cash and cash equivalents

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Unclaimed dividends	87.45	49.61
(ii) Deposits held as margin money/security for bank guarantees (Refer notes below)	150.88	139.78
Total	238.33	189.39

Notes:

- Deposits held as margin money represents bank guarantees given to various telcos/PSU banks and government agencies.
- The Company has pledged their book debts, fixed deposit with the same bank and Commercial property as on March 31, 2023 and March 31, 2022 to fulfill collateral requirements. Refer to Note 36 for further details.

Note 13

Loans

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Loan to subsidiary (refer note below)	8,538.14	11,349.07
Total	8,538.14	11,349.07

Notes:

- Loan to Tanla Digital Labs Private Limited is repayable on demand and carries an interest rate of 7.00% p.a (March 31, 2022: 7.00%).

Note 14

Other financial assets-current

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
(i) Loan to employees	35.96	2.31
(ii) Receivable from Group Companies	132.77	728.20
(iii) Accrued income	9,130.28	12,428.41
(iv) Interest receivable on fixed deposits	43.35	434.30
(v) Other receivables	98.03	200.23
Total	9,440.39	13,793.45

Note 15

Other current assets

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Balances with revenue authorities	-	2,288.86
(ii) GST receivable	42.04	51.08
(iii) Advances recoverable in cash or kind	299.34	233.79
(iv) Other receivables	499.15	130.32
Total	840.53	2,704.05

Note 16

Equity Share Capital

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Authorised		
20,00,00,000 (March 31, 2022: 20,00,00,000) equity shares of Re. 1/- each	2,000.00	2,000.00
(ii) Issued, subscribed and fully paid up:		
13,44,00,357 (March 31, 2022: 13,57,45,523) equity Shares of Re. 1/- each	1,344.00	1,357.46
Total	1,344.00	1,357.46

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Equity Shares:				
Shares outstanding at the beginning of the year	13,57,45,523	1,357.46	13,60,36,450	1,360.36
Add: Issued and allotted during the year (Refer note 40)	71,500	0.72	4,14,750	4.15
Less: Shares bought back during the year	(14,16,666)	(14.16)	(7,05,677)	(7.05)
Shares outstanding at the end of the year	13,44,00,357	1,344.00	13,57,45,523	1,357.46

During the year, the Company has bought back 14,16,666 (March 31, 2022: 7,05,677) equity shares representing 1.04% (March 31, 2022: 0.52%) of the total number of equity shares in the existing total paid-up capital of the Company.

ii) Terms/Rights and restrictions attached to the equity shares:

The Company has only one class of equity shares having a face value of Rs. 1/-. Each shareholder is eligible for one vote per share held. The Company declares and pays dividends in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

iii) Details of shareholders holding more than 5% shares in the Company:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	in %	No. of Shares	in %
D Uday Kumar Reddy	2,92,39,225	21.76%	2,92,39,225	21.54%
D Tanuja Reddy	2,10,88,127	15.69%	2,10,88,127	15.54%
Smallcap World Fund, Inc	91,90,777	6.84%	91,90,777	6.77%

iv) Employee stock based compensation

The Company instituted the Employee Stock Purchase Plan 2015 ('ESOP 2015') and Employee Stock Purchase Scheme (ESPS 2018) during the fiscal 2019; and Tanla Platforms Limited-Restricted Stock Unit Plan 2021 during fiscal year 2021 have been approved by the Board of Directors. Refer note 40 for further details.

v) Buyback of Equity shares

The Board of Directors at their meeting held on September 08, 2022, approved the Buyback of the fully paid up equity shares having face value of Re. 1/- each not exceeding 14,16,666 equity shares at a price of Rs. 1,200/- (Indian Rupees Twelve Hundred Only) per Equity Share for an aggregate maximum amount not exceeding Rs. 17,000.00 (Indian Rupees One Hundred and Fifty Four Crores Only). Subsequent to the Board Meeting, the Company obtained the Shareholders' approval for buy-back on October 11, 2022. The Public Announcement was published on October 12, 2022 and the Draft Letter of Offer was filed with SEBI on October 17, 2022. Total cost incurred towards buyback was Rs. 21,241.32, of which Rs. 3,893.54 was paid towards buyback tax @ 23.36% and transaction cost of Rs. 317.07 was incurred as part of buyback. The buyback was closed on January 14, 2023. In accordance with section 69 of the Act, the Company has created 'Capital Redemption Reserve' of Rs. 14.16 equivalent to the nominal value of the shares bought back.

vi) No class of shares have been issued as bonus shares or for consideration other than cash by the Company in the last five preceding financial years.

vii) Details of shares held by promoters in the Company:

Particulars	Number of shares			% of holding of equity shares	% Change during the year
	March 31, 2022	Change	March 31, 2023		
D Uday Kumar Reddy	2,92,39,225	-	2,92,39,225	21.76%	0.00%
D Tanuja Reddy	2,10,88,127	-	2,10,88,127	15.69%	0.00%
Blue Green Technologies Private Limited	3,20,000	-	3,20,000	0.24%	0.00%
Veda Matha Technologies Private Limited	3,05,000	-	3,05,000	0.23%	0.00%
Mobile Techsol Private Limited	20,85,000	-	20,85,000	1.55%	0.00%
TNA Corporation LLP	34,79,000	-	34,79,000	2.59%	0.00%
Ram Avenues LLP	2,40,710	-	2,40,710	0.18%	0.00%
Anmitha Ventures LLP	10,76,684	-	10,76,684	0.80%	0.00%
S R Holdings	3,87,500	-	3,87,500	0.29%	0.00%
Msquare Vision Infra	1,59,000	-	1,59,000	0.12%	0.00%
M V Corporation	2,20,000	-	2,20,000	0.16%	0.00%
M & M Holdings	7,70,036	-	7,70,036	0.57%	0.00%

Particulars	Number of shares			% of holding of equity shares	% Change during the year
	March 31, 2021	Change	March 31, 2022		
D Uday Kumar Reddy	2,87,98,295	4,40,930	2,92,39,225	21.54%	1.53%
D Tanuja Reddy	2,10,88,127	-	2,10,88,127	15.54%	0.00%
Blue Green Technologies Private Limited	3,20,000	-	3,20,000	0.24%	0.00%
Veda Matha Technologies Private Limited	3,05,000	-	3,05,000	0.22%	0.00%
Mobile Techsol Private Limited	20,85,000	-	20,85,000	1.54%	0.00%
TNA Corporation LLP	34,79,000	-	34,79,000	2.56%	0.00%
Ram Avenues LLP	-	2,40,710	2,40,710	0.18%	-
Anmitha Ventures LLP	-	10,76,684	10,76,684	0.79%	-
S R Holdings	-	3,87,500	3,87,500	0.29%	-
Msquare Vision Infra	-	1,59,000	1,59,000	0.12%	-
M V Corporation	-	2,20,000	2,20,000	0.16%	-
M & M Holdings	-	7,70,036	7,70,036	0.57%	-

Note 17

Other equity

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Capital reserve	699.20	699.20
(ii) Capital redemption reserve	188.15	173.98
(iii) General reserve	2,548.18	2,548.18
(iv) Securities premium reserve	21,532.29	42,787.77
(v) Employee stock options outstanding account	2,598.13	906.83
(vi) Retained Earnings	28,769.27	22,300.43
(vii) Foreign currency translation reserve	(683.01)	(741.82)
(viii) Items of other comprehensive income	(263.11)	8.29
Total	55,389.09	68,682.86

(i) Capital reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	699.20	699.20
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	-	-

Closing balance	699.20	699.20
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(ii) Capital redemption reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	173.98	166.93
Add: Additions during the year	14.17	7.05
Less: Deletions/transfer during the year	-	-
Closing balance	188.15	173.98

(iii) General reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	2,548.18	2,548.18
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	-	-
Closing balance	2,548.18	2,548.18

(iv) Securities premium reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	42,787.77	50,665.54
Add: Premium on issue of equity shares	-	307.37
Less: Utilised on account of buyback of shares	(21,255.49)	(8,185.14)
Closing balance	21,532.29	42,787.77

(v) Employee stock options outstanding account:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	906.83	201.57
Add: Amortisation of share based payment expense	1,691.30	906.83
Less: Transfer on account of exercise of stock options	-	(201.57)
Closing balance	2,598.13	906.83

(vi) Retained earnings:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	22,300.43	11,785.50
Profit for the year	17,374.89	11,868.24
Less: Adjustment of tax relating to earlier periods	(46.41)	-
Less: Dividend paid during the year	(10,859.64)	(1,353.31)
Closing balance	28,769.27	22,300.43

(vii) Foreign currency translation:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	(741.82)	(801.39)
Add: Additions during the year	58.81	59.57

Less: Deletions/transfer during the year	-	-
Closing balance	(683.01)	(741.82)

(viii) Items of other comprehensive income:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	8.29	21.07
Add: Additions during the year	(271.40)	(12.78)
Less: Deletions/transfer during the year	-	-
Closing balance	(263.11)	8.29

Nature and purpose of reserves:

- Capital Reserve:** Represents capital reserve balances of acquired entities which are transferred to the Company upon mergers in the earlier years.
- Capital Redemption Reserve:** In accordance with Section 69 of the Act, capital redemption reserve is created equal to the nominal value of the shares bought back as an appropriation from securities premium reserve.
- General Reserve:** The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Act.
- Securities premium Account:** The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of options. This reserve will be utilised in accordance with provisions of Section 52 of the Act.
- Employee stock options outstanding account:** The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to Employee Stock Options Outstanding Account. This will be utilised for allotment of equity shares against outstanding employee stock options.
- Retained earnings:** Retained earnings are the profits that the Company has earned till date less any transfers to general reserve, dividends or other distribution to shareholders.
- Foreign currency translation reserve:** The exchange differences arising from the translation of financial statements of foreign branch with functional currency other than Indian rupees is recognised in other comprehensive income and is presented within equity.
- Items of other comprehensive income:** Represents re-measurement of defined employee benefit plan, i.e. Difference between the interest income on plan assets and the return actually achieved, any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and subsequently not reclassified into Statement of profit and loss.

Note 18**Other financial liabilities**

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unclaimed dividend	80.76	42.92
Total	80.76	42.92

Note 19

Provisions

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Provisions-non current		
Provision for gratuity (refer note 37)	-	-
Provision for leave encashment	57.46	50.55
Others	0.01	2.92
Provisions-non current (A)	57.47	53.47
Provisions-current		
Provision for leave encashment	10.50	2.91
Provisions-current (B)	10.50	2.91
Total (A)+(B)	67.97	56.38

Note 20

Other current liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Other security deposits	61.85	46.85
Total	61.85	46.85

Note 21

Trade payables

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payables		
total outstanding dues of micro and small enterprises	7.87	4.62
total outstanding dues of creditors other than micro enterprises and small enterprises	23,124.97	30,896.58
Total	23,132.84	30,901.20

Notes:

1. Refer note 41 for the details of amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).
2. Refer note 45 for the details of trade payables due to related parties.
3. Creditors other than micro and small enterprises are non-interest bearing and are settled as per the normal trade cycle.
4. The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in note 34.

Trade payables ageing schedule:**As at March 31, 2023**

Particulars	Outstanding for following periods from the date of invoice				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
i) MSME	7.87	-	-	-	7.87
ii) Others	21,978.54	404.11	705.35	36.97	23,124.97
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
Total	21,986.41	404.11	705.35	36.97	23,132.84

As at March 31, 2022

Particulars	Outstanding for following periods from the date of invoice				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
i) MSME	4.62	-	-	-	4.62
ii) Others	30,154.24	705.35	18.45	18.54	30,896.58
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
Total	30,158.86	705.35	18.45	18.54	30,901.20

Note 22**Other financial liabilities**

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Payables for capital goods	17.62	44.90
Other payables- cost of services	6,951.58	10,208.50
Other liabilities	900.83	316.14
Total	7,870.03	10,569.54

Note 23**Other current liabilities**

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory liabilities	865.41	241.88
Total	865.41	241.88

Note 24

Revenue from operations

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Overseas	69.38	2,382.14
Domestic: India	1,14,802.49	1,22,305.16
Total	1,14,871.87	1,24,687.30

Refer note 42 for details

Note 25

Other Income

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income	567.72	659.13
Interest and other income from subsidiaries (refer note 45)	898.85	621.22
Dividend from subsidiary	10,169.19	1,351.28
Miscellaneous Income	40.67	99.68
Gain on disposal of investment (refer note below)	-	0.25
Total	11,676.43	2,731.56

Note:

During the year ended March 31, 2022, the Company has disposed investment in Jengatron Gaming Private Limited which was fully provided for impairment in the earlier years, hence proceeds from the disposal of investment of Rs. 0.25 is recognised as other income during the same year.

Note 26

Cost of services

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of services	97,303.04	1,02,933.93
Total	97,303.04	1,02,933.93

Note 27

Employee benefit expense

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages (refer note below)	3,255.99	3,819.79
Employee stock option cost (refer note 37)	952.55	666.76
Contribution to provident and other funds (refer note 34)	239.26	192.66
Staff welfare expenses	223.76	143.09
Total	4,671.56	4,822.30

Note: Amount recognised in statement of profit and loss in respect of gratuity is Rs. 31.81 (FY 2021-22: 45.29) and in respect of leave encashment is Rs. 27.06 (FY 2021-22: 39.72)

Note 28

Depreciation and amortisation expense

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property, plant and equipment	496.95	454.52
Amortisation on intangible assets	190.74	189.07
Total	687.69	643.59

Note 29

Connectivity and related expenses

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Data centre and hosting charges	231.15	231.88
Internet and cloud computing charges	344.87	505.08
Total	576.02	736.96

Note 30

Finance cost

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Bank guarantee commission and processing charges	20.13	15.50
Total	20.13	15.50

Note 31

Other expenses

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Communication expenses	24.19	61.43
Travelling expenses	437.08	183.92
Conveyance and other expenses	11.16	20.25
Repairs and maintenance expenses	255.13	157.10
Advertisement and marketing expenses	490.74	452.22
Rent, rates and taxes	146.78	23.36
Printing and stationery	4.78	4.36
Office maintenance expenses	80.06	58.54
Power and fuel	38.44	27.83
Insurance	181.05	116.17
Listing fees to stock exchanges	18.50	32.66
Professional charges (refer note 1 below)	1,660.69	1,409.21
Foreign exchange fluctuation	42.77	7.30
Bank charges	5.78	10.81
Allowance for credit losses	10.18	81.04
Corporate social responsibility expenses (refer note 39)	113.94	-
Loss on liquidation of subsidiary (refer note 6)	35.37	-
General expenses	142.72	236.37
Total	3,699.36	2,882.58

Note 1:

Following is the break-up of Auditors remuneration (exclusive of GST)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory audit	53.50	53.50
Other matters	29.75	29.50
Reimbursement of expenses	3.10	3.49
Total	86.35	86.49

Note 32

Income tax and deferred tax

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Income tax expense		
Current tax	1,573.26	2,602.39
Prior period taxes	46.41	15.75
Deferred tax	642.34	897.62
Total income tax expense recognised in Statement of Profit & Loss / Retained earnings	2,262.01	3,515.76
(ii) Income tax expense charged to OCI		
Net loss/(gain) on remeasurements of defined benefit plans	84.22	2.92
Income tax charged to OCI	84.22	2.92

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (March 31, 2022: 25.17%) and the reported tax expense in the statement of profit and loss is as follows:

(a) Reconciliation of effective tax rate:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Profit before tax	19,590.49	15,384.00
Statutory income tax rate	25.17%	25.17%
Tax at statutory income tax rate	4,930.93	3,872.15
(ii) Tax effect of:		
- Depreciation deductible for tax purposes (net)	-	-
- Effect of exempt non-operating income	(2,559.59)	(340.11)
- Taxes pertaining to earlier years	(46.41)	(15.75)
- Other expenses not deductible for tax purposes (net)	(62.92)	(0.53)
Income tax expense	2,262.01	3,515.76

Note 33

Fair values of financial assets and financial liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The fair value of other current financial assets, cash and cash equivalents, trade receivables, trade payables, and other financial liabilities approximate the carrying amounts because of the short term nature of these financial instruments.

Financial assets that are neither past due nor impaired include cash and cash equivalents, term deposits, and other financial assets.

Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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).

No financial assets/liabilities have been valued using level 1 fair value measurements.

Financial instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value.

Particulars	Carrying value as at March 31, 2023	Fair value as at March 31, 2023	Carrying value as at March 31, 2022	Fair value as at March 31, 2022
(i) Financial Assets:				
Amortised cost				
Trade receivables	17,631.19	17,631.19	23,414.69	23,414.69
Cash and bank balances	11,454.52	11,454.52	20,053.96	20,053.96
Loans and Other financial assets	17,978.53	17,978.53	25,142.52	25,142.52
Total financial assets	47,064.24	47,064.24	68,611.17	68,611.17
(ii) Financial Liabilities:				
Amortised cost				
Trade payables	23,132.84	23,132.84	30,901.20	30,901.20
Other financial liabilities	7,870.03	7,870.03	10,569.54	10,569.54
Total financial liabilities	31,002.87	31,002.87	41,470.74	41,470.74

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented. For all other amortised cost instruments, carrying value represents the best estimate of fair value. For financial assets measured at fair values, the carrying amounts are equal to the fair values.

Note 34

Financial risk management

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The Company is exposed to various financial risks. These risks are categorised into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(a) 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 comprise three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency). The Company operates in Dubai through its branch and is exposed to foreign currency rate risk through operating activities.

The foreign currency risks from financial instruments is as follows:

Particulars	AED	USD	EURO
As at March 31, 2023			
Financial Assets			
Trade receivables	427.50	609.95	1.07
Cash and cash equivalents	6.07	432.05	-
Total	433.57	1,042.00	1.07
Financial Liabilities			
Trade payables	1.59	1,295.96	-
Total	1.59	1,295.96	-
As at March 31, 2022			
Financial assets			
Trade receivables	569.92	943.11	1.10
Cash and cash equivalents	19.53	131.54	-
Total	589.45	1,074.65	1.10
Financial liabilities			
Trade payables	17.37	1,017.42	8.37
Total	17.37	1,017.42	8.37

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's investment in deposits with banks are for short durations and therefore do not expose the Company to significant interest rate risk.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company

manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The table below summarises the maturity profile of the Company's financial liabilities:

Particulars	Due in 1 year	1 - 2 years	3-5 years
As at March 31, 2023			
Financial Liabilities			
Trade payables	23,132.84	-	-
Other financial liabilities	7,870.03	-	-
Total	31,002.87	-	-
As at March 31, 2022			
Financial liabilities			
Trade payables	30,901.20	-	-
Other financial liabilities	10,569.54	-	-
Total	41,470.74	-	-

(c) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does not foresee any credit risks on deposits with regulatory authorities.

Trade receivables

The customer's credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management.

Credit quality of a customer is assessed based on the individual credit limits are defined in accordance with the assessment and outstanding customer receivables are regularly monitored.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to Rs. 17,631.19 (March 31, 2022: Rs. 23,414.69).

The movement in allowance for impairment in respect of trade receivables during the year is as follows:

Particulars	March 31, 2023	March 31, 2022
Allowance for doubtful debts		
Opening balance	121.41	132.33
Additional provision/(reversal) (net)	10.18	81.04
Bad debts written off	3.96	(91.96)
Closing balance	135.55	121.41

Note 35

Capital Management

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Hence, the Company may adjust any dividend payments, return capital to shareholders or issue new shares or sell assets to reduce debt. Total capital is the equity as shown in the statement of financial position. Currently, the Company primarily monitors its capital structure on the basis of the following gearing ratio. Management is continuously evolving strategies to optimise the returns and reduce the risks. It includes plans to optimise the financial leverage of the Company.

The capital for the reporting year under review is summarised as follows:

Particulars	March 31, 2023	March 31, 2022
Total Borrowings	-	-
Less: Cash and cash equivalents and Bank balances other than Cash and cash equivalents	11,454.52	20,053.96
Total Surplus/(debt)	11,454.52	20,053.96
Total Equity	56,733.09	70,040.32
Gearing ratio	0.00%	0.00%

The Company is predominantly equity financed which is evident from the capital structure table. Further, the Company has always been a net cash Company with cash and bank balances along with investments which is predominantly in liquid and short term mutual funds and fixed deposits being far in excess of debt.

Note 36

Assets Pledged as Security

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	Notes	March 31, 2023	March 31, 2022
Current assets			
Trade receivables	10	17,631.19	23,414.69
Fixed deposits	11	6,920.25	4,054.25
Total Current assets pledged as security		24,551.44	27,468.94
Non-Current assets			
Freehold land	3	765.70	765.70
Total Non-Current assets pledged as security		765.70	765.70
Total Assets pledged as security		25,317.14	28,234.64

Note:

Sanctioned limit has been secured by giving security as collateral being books debts, fixed deposits with the same bank and commercial property.

Note 37

Employee benefits

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The Company has following post employment benefit plans:

(a) Defined contribution plan

Contributions were made to provident fund and Employee State Insurance in India for the employees of the Company as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any other constructive obligation. The expense recognised during the year in the statement of profit and loss towards defined contribution plan is Rs. 239.26 (March 31, 2022: Rs. 192.66).

(b) Defined benefit plan

The Company has a defined benefit gratuity plan and governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to a gratuity on departure at 15 days salary for each completed year of service. The scheme is funded through a policy with Life Insurance Corporation of India. The following table summarises net benefit expense recognized in the statement of Profit and Loss, the status of funding and the amount recognised in the balance sheet for the gratuity plan.

S.no	Particulars	March 31, 2023	March 31, 2022
A	Net Employee Benefit Expense (Recognised in Employee Benefit Expense)		
	Current service cost	58.95	46.84
	Interest cost	9.65	10.51
	Expected return on plan assets	(36.79)	(12.06)
	Net employee benefit expense	31.81	45.29
B	Amount recognised in Balance Sheet		
	Defined benefit obligation	431.54	208.27
	Fair value of plan assets	805.20	217.33
	(Asset)/Liability recognised in Balance sheet*	(373.66)	(9.06)
C	Changes in the present value of the defined benefit obligation		
	Opening defined benefit obligation	208.27	152.39
	Current service cost	58.95	46.84
	Interest cost	9.65	10.51
	Benefits paid	(153.86)	-
	Net actuarial (gains)/losses on obligation for the year recognised under OCI	308.53	(1.47)
	Closing defined benefit obligation	431.54	208.27
D	Changes in the fair value of plan assets		
	Opening fair value of plan assets	217.33	144.15
	Interest income	36.79	12.06
	Employer contribution	720.27	61.23
	Benefits paid	(153.86)	-
	Fund charges	(15.33)	(0.11)
	Closing fair value of plan assets	805.20	217.33
E	Actuarial Assumptions		
	Discount Rate	7.51%	7.35%
	Rate of increase in Salary	6.00%	6.00%
	Expected average remaining working lives of employees (years)	25.18	26.42
	Attrition Rate	10.00%	1.00% to 3.00%

* As at March 31, 2023, closing net defined asset of Rs. 373.66 is classified as part of Other receivables, Note 15.

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

Particulars	March 31, 2023	March 31, 2022
Impact on defined benefit obligation	-	-
Discount rate		
1% increase	406.62	185.62
1% decrease	459.58	235.43
Rate of increase in salary		
1% increase	451.47	228.30
1% decrease	412.53	189.46
Attrition Rate		
1% increase	434.98	211.88
1% decrease	427.62	204.01

Particulars	March 31, 2023	March 31, 2022
Maturity profile of defined benefit obligation		
1 year	48.77	5.73
2 years	46.18	6.05
3 years	58.11	25.80
4 years	43.66	6.37
5 years onwards	577.72	164.32

Composition of plan assets:

Plan assets comprise of 100% insurer managed funds. Fund is managed by Life Insurance Corporation as per Insurance Regulatory and Development Authority of India guidelines, category wise composition of plan assets is not available.

Note 38

Dividend distribution to equity shareholders

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The Board of Directors of the Company in their meeting held on April 26, 2023 (PY: April 29, 2022) have proposed final dividend of Rs. 4/- (PY: Rs. 2/-) per equity share amounting to Rs. 5,376.01 (PY: 2,714.91) subject to approval of shareholders at the ensuing Annual General Meeting ('AGM') and the same was not recognised as liability as at the balance sheet date.

Effective from April 01, 2020, dividends will be taxed in the hands of recipient, hence there will be no liability in the hands of Company.

Note 39

Corporate Social Responsibility

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

As per Section 135 of the Act, a company meeting the applicable threshold needs to spend at least 2% of its average net profit of the immediately preceding three financial years as an expense towards Corporate Social Responsibility (CSR) activities. The provisions of section 135(1) of the Act is applicable to the Company.

Details of CSR expenditure :

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(i) Gross amount required to be spent by the Company during the year	82.43	-
(ii) Amount of expenditure incurred	82.43	-
(iii) Shortfall at the end of the year	NA	-
(iv) Total of previous years shortfall	NA	NA
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	Refer note below	
(vii) Details of related party transactions	NA	NA
(viii) Where a provision is made in respect to a liability incurred by entering into a contractual obligation, the movements in provision	NA	NA

Note:

Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Note 40

Employee Stock Based Compensation

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

A. Employee Stock Option Plan (ESOP) :

The Company instituted the Tanla ESOP Plan 2015, in which 50,00,000 stock options were approved by the Shareholders at 19th AGM held on September 16, 2015.

Tanla ESOP Plan :

The Company has allotted as at March 31, 2023 NIL (March 31, 2022: 4,14,750) equity shares of face value Rs. 1/- each under Employee Stock Option Scheme. Options under this program has been granted to eligible employees at an grant price of Rs. 26.51/-. The fair value of share option grant amounting to Rs. 14.26/- is estimated at the date of the grant using Black-Scholes method, taking into account the terms and conditions upon which the share option where granted.

Disclosures as per IND AS 102 for outstanding options:

(i) Details of options granted under Tanla ESOP Plan 2015 are as below:

Grant	Grant Date	Number of options granted	Number of options outstanding (as on March 31, 2023)	Exercise Price (in Rs.)	Fair value at grant date (in Rs.)
1st Grant	November 18, 2015	30,87,000	-	26.51	14.26

(ii) Exercise price and other details:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Weighted average exercise price for outstanding options at year end (in Rs)	26.51	26.51
Weighted average remaining contractual life for outstanding options at year end	0.67 years	0.67 years
Range of exercise prices for outstanding options at year end (in Rs)	26.51	26.51

Details of the grant/issue as at March 31, 2023 are given below:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of share options	Weighted average exercise price in Rs.	No. of share options	Weighted average exercise price in Rs.
Options outstanding at the beginning of the year	-	-	4,14,750	26.51
Granted during the year	-	-	-	-
Vested during the year	-	-	4,14,750	26.51
Exercised during the year	-	-	4,14,750	26.51
Lapsed during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Options outstanding at the end of the year	-	-	-	-
Options vested and exercisable at the end of the year	-	-	-	-

B. Employee Stock Purchase Scheme (ESPS) :

The Company instituted the Tanla ESPS Plan 2018, in which 80,00,000 shares were approved by the Shareholders at EGM held on September 17, 2018 and 74,76,126 shares were granted and exercised till March 31, 2022 and the balance remaining in the pools is 5,23,875 shares as at March 31, 2023. During the year, no ESPS were granted out of this pool.

C. Restricted Stock Unit Plan 2021

The Company has instituted Tanla Platforms Limited-Restricted Stock Unit (RSU) Plan 2021, wherein shareholders of the Company have approved 30,00,000 (Thirty lakh) RSUs to the eligible employees of the Company. The RSUs will vest over a period of 1-4 years.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of RSUs	Weighted average exercise price in Rs.	No. of RSUs	Weighted average exercise price in Rs.
RSUs outstanding at the beginning of the year	2,97,000	1.00	-	-
Granted during the year	1,25,000	1.00	4,67,500	1.00
Vested during the year	79,500	1.00	-	-
Exercised during the year	71,500	1.00	-	-
Lapsed during the year	30,000	1.00	1,70,500	1.00
Forfeited during the year	-	-	-	-
RSU outstanding at the end of the year	3,20,500	1.00	2,97,000	1.00
RSUs vested and exercisable at the end of the year	8,000	1.00	-	-

Break-up of employee stock compensation expense (refer note 28)

Particulars	Tanla Platforms Limited Restricted Stock Unit Plan 2021	
	March 31, 2023	March 31, 2022
KMP	491.01	441.77
Employees other than KMP	461.54	224.99
Total	952.55	666.76

The following assumptions were used for calculation of fair value of RSUs:

RSU Plan 2021	Assumptions
Exercise price (in Rs.)	1
*Grant date share price (in Rs.)	889.35 - 1,514.20
Dividend yield (%)	0.04
Expected volatility (%)	49.45%
Risk-free-interest (%)	5.1 - 6.3
Expected term (in years)	2 - 4

*The fair value of each option is estimated on the date of grant using the Black Scholes model.

Note 41

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The details of amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at March 31, 2023 and March 31, 2022 by the Company. The disclosure pursuant to the said act is as under:

Particulars	March 31, 2023	March 31, 2022
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
- Principal	7.87	4.62
- Interest	-	-
(b) the amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of the each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act.	-	-

The information has been determined to the extent such parties have been identified on the basis of the information available with the Company.

Note 42

Revenue from operations

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

(a) Revenue recognised from customer contracts

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue recognised from customer contracts	1,14,871.87	1,24,687.30
Less:-Impairment losses recognised	-	-
Total Revenue	1,14,871.87	1,24,687.30

(b) Disaggregate revenue information

The Company disaggregates the revenue from customers by types of services rendered geographically which is A2P SMS Services. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of the revenues and cash flows are affected by industry, market and other economic factors.

Geographic revenue

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Overseas	69.38	2,382.14
India	1,14,802.49	1,22,305.16
Total Revenue	1,14,871.87	1,24,687.30

(c) Contract balances

Following table covers the movement in contract balances during the year.

Particulars	Contract Asset	
	March 31, 2023	March 31, 2022
Opening balance (A)	12,428.41	7,870.88
Add/(Less): Revenue recognised during the year	1,14,871.87	1,24,687.30
Add/(Less): Progress Bills raised during the year (net of adjustments)	(1,18,170.00)	(1,20,129.77)
Closing Balance (B)	9,130.28	12,428.41

Contract liabilities as at March 31, 2023 and March 31, 2022 is Nil.

Note 43**Contingent Liabilities**

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Outstanding guarantees given by the Company	a	14,669.67	4,502.00
Claims against Company, not acknowledged as debts	b & c	330.41	455.41

Note**(a) Guarantees outstanding**

Total Guarantees outstanding as of March 31, 2023 amounting to Rs. 14,669.67 (March 31, 2022: Rs. 4,502.00) have been issued by banks on behalf of the Company, includes Rs. 13,688.67 (March 31, 2022: Rs. 3,500) towards bank guarantee on behalf of Subsidiary. These guarantees have been given to telcos/banks/public sector undertakings towards performance guarantee of the Company.

b) Demand of service tax under ITSS and DSC service

The Company received service tax orders from the Department of Customs, Central excise and Service tax for the financial years 2007-08 to 2009-10 demanding INR 900.30 on account of taxable service on import of information technology and software services including interest and penalty amounting to Rs. 745.92.

Against this demand, the Commissioner of Central Tax vide order no. HYD-EXCUS-004-COM-010 2020-21 dated 25-03-2021 has dropped demand of Rs. 557.08 as the demand is eligible to take cenvat credit as per Cenvat Credit Rules, 2004. The order has confirmed a final demand of Rs. 193.69. Based on the strength of the case, management does not expect the same to have materially adverse effect on its financial position, as it believes the likelihood of any loss is not probable.

(c) Denial of cenvat credit on various input services

The department conducted audit during the year financial year 2011 and raised a demand for Rs. 121.78 and Rs. 14.94 along with interest and penalty under Section 78 of the Finance Act, 1994. The Company preferred an appeal to the Commissioner against the order of the department. The Commissioner allowed the CENVAT credit to the extent of Rs. 121.78. Aggrieved by the order, the department has filed an appeal with CESTAT seeking denial of cenvat credit of Rs. 121.78, while the Company filed further appeal before CESTAT for the allowance remaining of balance cenvat credit of Rs. 14.94. The legal consultants advised that the Company has a strong case to be allowed the Cenvat credit of INR 121.78 (Department appeal). Hence, no provision is considered necessary for interest and penalty of INR 14.94.

(d) Contemporanea Eventi matter

The Company entered into an agreement with Contemporanea Eventi SL, for the construction of a temporary building, namely an exhibition booth, in Barcelona, Spain during the MWC 2020 international exhibition, which was cancelled due to the covid19 pandemic, Contemporanea Eventi, filed suit in Dubai court demanding payment of the balance amount Rs. 125.00 (€154,826.18) as per the agreement. The Company has filed an appeal against the claim for payment of the balance amount for which order is passed against the company during the year. Pursuant to this, payment made is written off and charged to the statement of profit and loss as on 31-03-2023.

Note 44

Segment Information

The Company publishes this standalone financial statements along with the consolidated financial statements. In accordance with Ind AS 108 Operating segments, the Company has disclosed the segment information in the consolidated financial statements.

Note 45

Related Party Disclosure

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

A) List of Related Parties:

(i) Name of the Related Party	Country	Relationship with the Entity
Tanla Mobile Asia Pacific Pte Limited	Singapore	Wholly-owned subsidiary
Tanla Digital Labs Private Limited	India	Wholly-owned subsidiary
Gamooga Softtech Private Limited	India	Wholly-owned subsidiary
Karix Mobile Private Limited (formerly known as Tanla Corporation Private Limited)	India	Wholly-owned subsidiary
Tanla Digital (India) Private Limited	India	Step Down subsidiary
Tanla Digital Labs FZ-LLC	Dubai	Step Down subsidiary
Tanla Digital Labs UK Private Limited., London,(UK) (w.e.f June 22, 2022)	United Kingdom	Step Down subsidiary
Tanla Foundation	India	Wholly-owned subsidiary
Z-Axis Management Consultants and Strategic Advisors LLP	India	Entity in which KMP is a Designated Partner

Notes:

During the year ended March 31, 2023, an amount of Rs. 19.48 has been received from the liquidator of Capitalsiri Investments Private Limited, as part of its liquidation and has been adjusted towards the carrying value of the investment. As at March 31, 2023, liquidation of Capitalsiri Investments Private Limited has been completed and order is yet to be received. (refer note 6)

(ii) Key Managerial Personnel

D Uday Kumar Reddy - Founder Chairman & CEO

Aravind Viswanathan - Chief Financial Officer

Seshanuradha Chava - General Counsel and Chief Regulatory Officer

B) Related party Transactions for the year ended March 31, 2023:

Nature of Transactions/ Name of the Subsidiary	Transactions Dr/ (Cr)		Balance Outstanding Dr/(Cr)	
	For the year ended March 31, 2023	For the year ended March 31, 2022	As at March 31, 2023	As at March 31, 2022
Tanla Mobile Asia Pacific Pte Ltd				
Services received	121.29	105.59	(1,278.32)	(654.23)
Services rendered	-	(325.74)	24.98	-
Other advances given/(taken)	-	(459.23)	(499.58)	(459.23)
Dividend received	(10,169.19)	(1,351.28)	-	-
Karix Mobile Private Limited				
Services rendered	(55,643.50)	(56,695.43)	5,966.29	5,171.71
Services received	8,853.11	15,225.39	-	-
Other advances given	3,778.86	1,357.89	-	(35.18)
Other advances repaid	(3,743.68)	(1,344.14)	-	-
Interest income	-	(6.87)	-	-
Other income	(6.00)	(6.00)	-	-
Guarantees given	-	-	13,688.67	3,500.00
Tanla Digital Labs Private Limited				
Loans given	2,132.45	6,371.26	8,538.14	11,349.07
Loans and advances repaid	(6,988.14)	(92.23)	-	-
Reimbursement of expenses	1,701.02	400.58	56.85	-
Interest income	(842.46)	(574.13)	-	400.59
Other income	(0.48)	(0.48)	1.04	-
Capitalsiri Investments Private Limited				
Other advances given/(taken)	-	0.31	-	0.31
Amount received on liquidation	(19.48)	(150.00)	-	-

Gamooga Softtech Private Limited

Other advances given/(taken)	150.91	649.47	(80.20)	390.29
Other advances repaid	(621.40)	(287.90)		-
Rental income	(22.32)	(22.32)	8.04	-
Interest income	(27.11)	(11.05)		-

Tanla Digital (India) Private Limited

Other advances given/(taken)	7.77	137.48	145.26	137.87
Rental income	0.48	0.36	0.91	-

Tanla Digital Labs FZ LLC

Services rendered	-	(617.51)	-	349.98
Other advances given/(taken)	(13.76)	16.62	0.89	16.62
Z-Axis Management Consultants and Strategic Advisors LLP Professional services received	87.10	216.00	-	-

C) Transactions with key management personnel

Particulars	Transactions Dr/(Cr)		Balance Outstanding Dr/(Cr)	
	For the year ended March 31, 2023	For the year ended March 31, 2022	As at March 31, 2023	As at March 31, 2022
Salaries and other employee benefits to KMP	576.22	529.83	-	-
Other benefits to non-executive directors	77.00	110.00	-	-
Shared based payments	491.01	441.77	-	-
Total	1,144.23	1,081.60	-	-

The above does not include the amounts pertaining to post retirement benefits that are estimated through actuarial valuation

Note 46**Earnings Per Share (EPS)**

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Basic earnings per share is calculated by dividing the profit/(loss) for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit/(loss) attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit after tax (including prior period tax)	17,374.89	11,868.24
Basic:		
Number of equity shares at the beginning of the year	13,57,45,523	13,60,36,450
Add: Issue of equity shares	71,500	4,14,750
Less: Buyback of equity shares	(14,16,666)	(7,05,677)
Number of equity shares at the end of the year	13,44,00,357	13,57,45,523
Weighted average number of equity shares	13,44,33,437	13,56,00,998
Basic earnings per share	12.89	8.75
Diluted:		
Effect of potential equity shares on RSUs outstanding	68,018	85,934
Weighted average number of equity shares for computation of Diluted EPS	13,45,01,455	13,56,86,931
Diluted earnings per share	12.89	8.75

Note 47

Ratios

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% of Variance	Reason for variance
(a) Current ratio	Current assets	Current liabilities	1.50	1.71	-12.10%	Note 1
(b) Debt-equity ratio	Total debt	Shareholders equity	NA	NA	NA	Note 1
(c) Debt Service Coverage ratio	Net profit after taxes+Non-cash operating expenses +finance cost	Interest and lease payments + Principal repayments	NA	NA	NA	Note 1
(d) Return on equity ratio	Net profits after taxes	Average shareholders equity	27.34%	17.37%	57.38%	Increase in return on equity is due to increase in profits by 46% when compared with FY 2021-22 and also on account of buyback resulting in a reduced denominator
(e) Trade receivables turnover ratio	Net sales	Average trade and unbilled receivables	3.67	3.91	-6.14%	Note 1

(f) Trade payables turnover ratio	Cost of services + connectivity expenses + other expenses + Employee benefit expenses	Average Trade Payables and other payables towards cost of services	2.98	3.04	-1.82%	Note 1
(g) Net capital turnover ratio	Net sales	Working capital=Current assets-Current liabilities	7.17	4.21	70.16%	Increase in net capital turnover ratio is due to decrease in working capital by 46% and sales is decrease by 8% in 2022-23, as compared to FY 2021-2022
(h) Net profit ratio	Net profit after taxes	Net sales	15.09%	9.52%	58.48%	Increase in return on equity is due to increase in profits by 46% mainly on account of dividend received in FY 2022-23 compared to FY 2021-22
(i) Return on capital employed	Earnings before interest, taxes and other income	Capital employed=Total equity	13.99%	18.09%	-22.68%	Note 1
(j) Return on investment	Interest income	Average fixed deposits	4.63%	3.51%	32.23%	Increase in ROI is due to Increase in FD interest rates and decrease in average fixed deposits by 35% when compared to FY 2021-22

Note 1: As the variation in the respective ratios does not exceed 25%, no explanation is provided for the variance.

Note 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 transactions with companies struck off under section 248 of the Companies Act, 2013.
- iii. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

- vi. The Company has not advanced or loaned or invested funds to any other person or entity, 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.
- vii. The Company has not received any fund from any person or entity, 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 the like on behalf of the Ultimate Beneficiaries.
- viii. 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).
- ix. The Company has been sanctioned working capital limits from Banks on the basis of security of current assets. Quarterly returns / statements are filed with such Banks are in agreement with the books of accounts.

Note 49

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

Note 50

Previous year figures have been regrouped/reclassified wherever necessary to correspond with current year's classification/disclosures.

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

Sd/-
Amit Kumar Agarwal
 Partner
 Membership No. 214198
 Hyderabad
 April 26, 2023

For and on behalf of the Board of Directors of
Tanla Platforms Limited
 CIN: L72200TG1995PLC021262

Sd/-
D. Uday Kumar Reddy
 Founder Chairman & CEO
 DIN : 00003382

Sd/-
Aravind Viswanathan
 Chief Financial Officer

Sd/-
Seshanuradha Chava
 General Counsel and Company
 Secretary
 Membership No. 15519

INDEPENDENT AUDITOR'S REPORT

To,
The Members of Tanla Platforms Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Tanla Platforms Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements and on the other financial information of subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2023, of consolidated profit, other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2023 (current year). These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters..

Sr.No	Key Audit Matters	How the Key Audit Matter was addressed in our audit
1	<p>Revenue Recognition:</p> <p>Refer to the disclosures related to Revenue Recognition in Note 2.9 to the Consolidated Financial Statements.</p> <p>The Group provides mobile messaging and payment solutions for Application to Peer (A2P) messaging services. The messaging platform has advanced security, reliability, analytics, service levels along with the proven ability to process the largest volume of messages per second.</p> <p>Considering the nature of business in which Group operates, there is complexity of the IT systems, significance of volumes of data processed by the IT systems, the impact of changing pricing models and inherent risk in relation to accuracy and completeness of revenue recognition.</p>	<p>Our audit procedures in respect of this area included:</p> <ol style="list-style-type: none"> 1. Assessed the Company's revenue recognition accounting policies are in compliance with IND AS 115 - Revenue from Contracts with Customers (Ind AS 115). 2. Understood and evaluated the integrity of the general information and technology control environment and performed test on mitigating manual controls as applicable. 3. Tested the design, implementation and operating effectiveness of relevant controls in respect of revenue recognition and measurement. 4. Performed substantive testing on test check basis and verified supporting documentation for revenue

As the complexities of the nature, significant volume of data processed, operation in highly competitive marketplace and impact of different pricing models, we have considered this as a key audit matter.

transactions recorded during the year which included sales invoices, customer contracts and bank statements; apart from that performed analytical procedures.

5. Evaluated contracts (on a test check basis) including management discussion with an objective to ascertain whether the same are onerous in nature.
6. Tested inter se reconciliations between relevant IT systems reports with general ledger, and performed verification of revenue recognised, deferred and unbilled revenue.
7. Assessed disclosures in Consolidated financial statements in respect of revenue, as specified in Ind AS 115.

Impairment of Goodwill

Refer Note 2.4 to the consolidated financial statements. Goodwill is tested for impairment by the Management on an annual basis as required by IND AS 36 - Impairment of Asset. In determining the fair value/ value in use of business reporting units, the Group has applied judgment in estimating future revenues, operating profit margins, long-term growth rate and discount rates. As at March 31, 2023, Goodwill represents 6% of the Group's total assets and 9% of the Group's total shareholder's equity. The Group has performed its annual impairment test of goodwill and determined that no impairment is required to be done.

Hence, due to the materiality of the amount in the context of the consolidated financial statements and significant management judgement required for estimation of fair value/ value in use of business reporting units, this is considered to be the area which requires significant audit focus and accordingly, the matter is determined as a key audit matter.

Our audit procedures in respect of this area included:

1. Obtained an understanding from the management with respect to process and controls followed by the Company to perform annual impairment test related to goodwill and its appropriateness with the accounting policy.
2. Assessed the Company's internal controls over preparation of annual budgets and future forecasts for the business as a whole and the approach followed for annual impairment test and key assumptions applied.
3. Assessed the appropriateness of the valuation methodology applied and reasonableness of the assumptions used i.e. the discount rate and long-term growth rates used in the forecast including comparison to economic and industry forecasts where appropriate.
4. Assessed the reasonableness of the projections revenue and margins, the historical accuracy of the Group's estimates and its ability to produce accurate long-term forecasts
5. Verified the arithmetical / mathematical accuracy of the management computations.
6. Assessed and validated the adequacy and appropriateness of the disclosures made by the management in the consolidated financial statements.
7. Ensured the Verification of compliance with Ind AS 36 - 'Impairment of Assets' with respect to disclosures.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we 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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group entities are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

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

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

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

Other Matters

- a. We did not audit the financial statements of two subsidiaries and a branch, whose financial statements reflect total assets of Rs. 21,597.43 lakhs as at March 31, 2023, total revenues of Rs. 62,555.09 lakhs and net cash flows amounting to Rs.1,864.68 lakhs for the year ended on that date, as considered in the consolidated financial statements. whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and branch, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and branch, is based solely on the reports of the other auditors.

Certain of these subsidiaries and branch are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries and branch located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India.

We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary and branch located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The reports on the accounts of the branch office of the Holding Company audited under Section 143 (8) of the Act by branch auditor have been sent to us and have been properly dealt with in preparing this report.
 - d. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - e. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group, and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 42 to the consolidated financial statements.
 - II. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.
- IV.
 - i. The respective Managements of the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - ii. The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries, from any person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or any of such subsidiaries 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.

- iii. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
- V. On the basis of our verification, interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.
- On the basis of our verification, we report that:
- i. The final dividend paid by the Holding Company, during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
 - ii. The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of their respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 39 to the consolidated financial statements).
- VI. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company, and its subsidiary companies incorporated in India only w.e.f. April 1, 2023, reporting under this clause is not applicable.
2. In our opinion, according to information, explanations given to us, the remuneration paid by the Group to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.
 3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports issued by the statutory auditors of subsidiaries included in the consolidated financial statements of the Group to which reporting under CARO is applicable, we report that there are no Qualifications/ adverse remarks.

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

UDIN: 23214198BGXCQB9408

Hyderabad

April 26, 2023.

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TANLA PLATFORMS LIMITED

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

UDIN: 23214198BGXCQB9408

Hyderabad

April 26, 2023.

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TANLA PLATFORMS LIMITED

[Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Tanla Platforms Limited on the consolidated Financial Statements for the year ended March 31, 2023]

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

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls reference to consolidated financial statements of Tanla Platforms Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding company, its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies which are companies incorporated in India.

Meaning of Internal Financial Controls With reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls With reference to Consolidated financial statements

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

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to five subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

UDIN: 23214198BGXCQB9408

Hyderabad

April 26, 2023.

Balance Sheet as at March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
I. ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	16,587.92	4,285.06
(b) Intangible assets	4	10,346.63	7,884.86
(c) Intangible assets under development	5A	5,656.45	4,022.76
(d) Capital work in progress	5B	782.92	1,335.21
(e) Goodwill on consolidation	6	13,455.69	13,455.69
(f) Right-of-use assets	7	7,965.60	4,843.96
(g) Financial assets			
Other financial assets	8	1,490.49	7,114.11
(h) Deferred tax assets (net)	9	3,627.46	3,954.21
(i) Other non-current assets	10	7,860.35	3,096.43
Total non-current assets		67,773.51	49,992.29
Current assets			
(a) Financial assets			
(i) Trade receivables	11	57,000.88	56,033.02
(ii) Cash and cash equivalents	12	56,573.94	84,214.85
(iii) Bank balances other than cash and cash equivalents	13	14,582.86	2,012.10
(iv) Other financial assets	14	42,028.78	39,509.34
(b) Other current assets	15	3,298.36	6,403.74
Total current assets		1,73,484.82	1,88,173.05
TOTAL ASSETS		2,41,258.32	2,38,165.34
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	16	1,344.00	1,357.46
(b) Other equity	17	1,50,405.35	1,34,046.91
Total equity		1,51,749.35	1,35,404.37
Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	18	7,317.79	4,467.80
(ii) Other financial liabilities	19	80.76	42.92
(b) Provisions	20	179.77	705.81
(c) Other non-current liabilities	21	61.85	46.85
Total non-current Liabilities		7,640.17	5,263.38

Current liabilities

(a) Financial liabilities

(i) Lease liabilities	18	940.76	885.16
(ii) Trade payables	22		
-total outstanding dues of micro enterprises and small enterprises		187.71	5.65
-total outstanding dues of creditors other than micro enterprises and small enterprises		53,670.80	67,844.41
(iii) Other financial liabilities	23	24,428.81	24,432.54
(b) Other current liabilities	24	2,033.50	2,717.29
(c) Provisions	20	129.02	109.13
(d) Current tax liabilities (net)	25	478.20	1,503.41
Total current liabilities		81,868.80	97,497.60
Total Liabilities		89,508.97	1,02,760.98
TOTAL EQUITY AND LIABILITIES		2,41,258.32	2,38,165.34

The accompanying notes form an integral part of the consolidated financial statements 1 - 51
As per our report of even date attached

For M S K A & Associates
Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

Hyderabad

April 26, 2023

For and on behalf of the Board of Directors of
Tanla Platforms Limited

CIN: L72200TG1995PLC021262

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO

DIN : 00003382

Hyderabad

April 26, 2023

Sd/-

Aravind Viswanathan

Chief Financial Officer

Sd/-

Seshanuradha Chava

General Counsel and
Company Secretary

Membership No. 15519

Statement of Profit and Loss for the year ended March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Note	Year Ended March 31, 2023	Year Ended March 31, 2022
Income			
I. Revenue from operations (net)	26	3,35,455.49	3,20,597.33
II. Other income	27	2,619.92	1,612.62
III. Total Income (I+II)		3,38,075.41	3,22,209.95
IV. Expenses			
Cost of services	28	2,51,783.40	2,29,793.74
Employee benefits expense	29	13,380.82	12,684.54
Depreciation and amortisation expense	30	4,617.13	4,085.63
Connectivity and bandwidth charges	31	1,437.41	1,344.64
Finance cost	32	136.61	132.18
Other expenses	33	10,060.21	6,757.38
Total expenses (IV)		2,81,415.58	2,54,798.11
V. Profit before exceptional items, share of profit/(loss) of associate and tax (III - IV)		56,659.83	67,411.84
VI. Exceptional items		-	-
VII. Profit before share in net profit/(loss) of associate and tax (V-VI)		56,659.83	67,411.84
VIII. Share in net profit/(loss) of associate		-	-
IX. Profit before tax (VII - VIII)		56,659.83	67,411.84
X. Tax expense:			
Current tax	34	11,538.59	13,371.09
Prior period tax/(MAT)		(550.41)	(636.95)
Deferred tax		906.79	749.79
XI. Profit for the year (IX - X)		44,764.86	53,927.91
XII. Other comprehensive income			
(I) Items that will not be reclassified to profit or loss			
Remeasurement of the net defined benefit asset/liability	17	(217.53)	126.97
Income tax relating to items that will not be reclassified to profit or loss	34	25.85	(32.78)
(II) Items that will be reclassified to profit or loss			
Exchange differences in translating financial statements of foreign operations	17	2,194.92	593.71
Total Other comprehensive income, net of taxes		2,003.24	687.90
XIII. Total Comprehensive income for the year (XI + XII)		46,768.10	54,615.81
XIV. Total Comprehensive income for the year attributable to:			
Equity holders of the Company		46,768.10	54,615.81
Non-controlling interest		-	-
XV. Earnings per equity share of par value, Re. 1/- each			
1. Basic	48	33.05	39.77
2. Diluted		33.04	39.74

The accompanying notes form an integral part of the consolidated financial statements 1 - 51
As per our report of even date attached

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

Hyderabad

April 26, 2023

For and on behalf of the Board of Directors of

Tanla Platforms Limited

CIN: L72200TG1995PLC021262

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO

DIN : 00003382

Hyderabad

April 26, 2023

Sd/-

Aravind Viswanathan

Chief Financial Officer

Sd/-

Seshanuradha Chava

General Counsel and

Company Secretary

Membership No. 15519

Statement of Cash Flows for the year ended March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	56,659.83	67,411.84
Adjusted for :		
Depreciation and amortisation expense	4,617.13	4,085.63
Interest and other income	(2,644.92)	(1,612.62)
Employee stock compensation expense	1,691.30	906.83
Foreign exchange fluctuation	1,292.76	622.77
Loss on sale of investment in subsidiary	35.37	-
Interest on lease liabilities	116.43	109.50
Provision for gratuity and leave encashment	240.00	318.58
Provision for doubtful debts	486.73	644.44
Operating profits before working capital changes	62,494.63	72,486.97
Changes in working capital		
Increase/(Decrease) in other financial liabilities	(1,335.93)	7,190.50
Increase/(Decrease) in trade payables and other liabilities	(18,197.31)	14,405.03
(Increase)/Decrease in trade receivables	(967.86)	(19,362.78)
(Increase)/Decrease in other financial assets	(3,007.08)	(14,431.14)
Cash generated from operations	38,986.45	60,288.58
Income taxes paid	(14,315.42)	(11,646.35)
Net cash generated from operating activities	24,671.03	48,642.23
B CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, plant and equipment and intangible assets	(15,604.55)	(6,166.78)
Interest and other income received	2,644.92	1,073.97
Movement in other bank balances	6,000.00	(5,995.81)
Net cash used in investing activities	(6,959.63)	(11,088.62)
C CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of equity shares	0.72	109.95
Shares bought back including transaction cost and buyback tax	(21,241.32)	(8,192.22)
Payment of lease liabilities	(681.31)	(305.23)
Dividends paid	(10,859.64)	(1,353.31)
Net cash used in financing activities	(32,781.55)	(9,740.81)
D Net increase/(decrease) in Cash and cash equivalents	(15,070.15)	27,812.80
E Cash and cash equivalents at the beginning of the year	86,226.95	58,414.15
F Cash and cash equivalents at the end of the year (refer note 12 & 13)	71,156.80	86,226.95

The accompanying notes form an integral part of the consolidated financial statements 1 - 51
As per our report of even date attached

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

Sd/-
Amit Kumar Agarwal
Partner
Membership No. 214198
Hyderabad
April 26, 2023

For and on behalf of the Board of Directors of
Tanla Platforms Limited
CIN: L72200TG1995PLC021262

Sd/-
D. Uday Kumar Reddy
Founder Chairman & CEO
DIN : 00003382
Hyderabad
April 26, 2023

Sd/-
Aravind Viswanathan
Chief Financial Officer

Sd/-
Seshanuradha Chava
General Counsel and
Company Secretary
Membership No. 15519

Statement of changes in equity for the year ended March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

A. Equity Share Capital

Particulars	Note	As at March 31, 2023		As at March 31, 2022	
		No. of shares	Amount	No. of shares	Amount
Equity shares of Re 1 each issued, subscribed and fully paid:					
Opening	16	13,57,45,523	1,357.46	13,60,36,450	1,360.36
Add: Issued during the year		71,500	0.72	4,14,750	4.15
Less: Buyback during the year		(14,16,666)	(14.17)	(7,05,677)	(7.05)
Total		13,44,00,357	1,344.00	13,57,45,523	1,357.46

B. Other Equity

Particulars	Note	Reserves & Surplus				Items of OCI			Total	
		Capital Reserve	General Reserve	Securities Premium Account	Capital Redemption Reserve	Employee stock option outstanding account	Retained Earnings	Foreign currency translation reserve		Remeasurements of the net defined benefit Plans
Balance as at April 01, 2022		699.20	2,548.18	42,787.77	173.98	906.85	85,192.45	1,648.05	90.43	1,34,046.91
Profit for the year	17	-	-	-	-	-	44,764.86	-	-	44,764.86
Other comprehensive income (net of tax)	17	-	-	-	-	-	-	2,194.92	(191.68)	2,003.24
Buyback of shares	16	-	-	(21,255.50)	14.17	-	-	-	-	(21,241.33)
Issue of equity shares	16	-	-	-	-	-	-	-	-	-
Dividend paid during the year	17	-	-	-	-	-	(10,859.64)	-	-	(10,859.64)
Amortisation of share based payment expense	17	-	-	-	-	1,691.31	-	-	-	1,691.31
Exercise of share options	17	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023		699.20	2,548.18	21,532.27	188.15	2,598.16	1,19,097.67	3,842.97	(101.25)	1,50,405.35
Balance as at April 01, 2021		699.20	2,548.18	50,665.55	166.93	201.57	32,617.85	1,054.34	(3.76)	87,949.86
Profit for the year	17	-	-	-	-	-	53,927.91	-	-	53,927.91
Other comprehensive income (net of tax)	17	-	-	-	-	-	-	593.71	94.19	687.90
Buyback of shares	16	-	-	(8,185.15)	-	-	-	-	-	(8,185.15)
Issue of equity shares	16	-	-	307.37	7.05	-	-	-	-	314.42
Dividend paid during the year	17	-	-	-	-	-	(1,353.31)	-	-	(1,353.31)
Amortisation of share based payment expense	17	-	-	-	-	906.85	-	-	-	906.85
Exercise of share options	17	-	-	-	-	(201.57)	-	-	-	(201.57)
Balance as at March 31, 2022		699.20	2,548.18	42,787.77	173.98	906.85	85,192.45	1,648.05	90.43	1,34,046.91

The accompanying notes form an integral part of the consolidated financial statements 1 - 51
As per our report of even date attached

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

Hyderabad

April 26, 2023

For and on behalf of the Board of Directors of

Tanla Platforms Limited

CIN: L72200TG1995PLC021262

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO

DIN : 00003382

Hyderabad

April 26, 2023

Sd/-

Seshanuradha Chava

General Counsel and

Company Secretary

Membership No. 15519

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2023

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

1. General Information

Tanla Platforms Limited (formerly known as Tanla Solutions Limited) (hereinafter referred to as "Tanla") ('the Company') is an A2P messaging platform provider globally. The Company was incorporated on July 28, 1995 in Hyderabad, India under the provisions of Companies Act, 1956 and is currently listed on BSE and NSE. Tanla has its headquarters and development facilities in Hyderabad, India and serves a global customer base through its subsidiaries and a branch in Dubai. Tanla develops and delivers cutting-edge technology and products which meet the discerning needs of a diverse clientele, from enterprises to carriers across geographies.

2. Significant accounting policies

2.1 Basis of Preparation of Financial Statements

(a) Statement of Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Accounting policies have been consistently applied to all the years presented except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use. These financial statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective at the Group's annual reporting date March 31, 2023.

The consolidated financial statements comprise financial statements of Tanla and its subsidiaries in India and abroad (collectively referred to as 'the Group')

The Ind AS financial statements were approved by the Board of Directors of the Company on April 26, 2023.

(b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-

- I. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)
- II. Net defined employee benefit assets / (liability) are measured at fair value of plan assets, less present value of defined benefit obligations.
- III. Share based payment transactions

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

(c) Classification between Current and Non-current

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Division II – Ind AS Schedule III to the Act. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold 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 classified as 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 the Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(d) Use of estimates

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected. Refer Note 2.22 for detailed discussion on estimates and judgements.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

- 2.3 Useful lives of property, plant and equipment;
- 2.12 & 2.15 Impairment;
- 2.15 Financial instruments;
- 2.16 Employee benefits;
- 2.13 Provisions;
- 2.10 Income taxes

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at March 31, 2023.

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has 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. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
 - Exposure, or rights, to variable returns from its involvement with the investee, and
 - The ability to use its power over the investee to affect its returns
- Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:
- The contractual arrangement with the other vote holders of the investee
 - Rights arising from other contractual arrangements
 - The Group's voting rights and potential voting rights
 - The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders"

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains

control until the date the Group ceases to control the subsidiary.

(a) Principles of Consolidation

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated balance sheet, consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively, if any.

(b) Interest in the subsidiaries and associate

The following subsidiaries have been considered for the purpose of preparation of the consolidated financial statements.

1. Karix Mobile Pvt Ltd (formerly known as Tanla Corporation Private Limited), India
2. Tanla Mobile Asia Pacific Pte Ltd., Singapore
3. Capitalsiri Investments Private Limited India,(disposed off in FY 2021-22)
4. Gamooga Softtech Private Ltd., India
5. Tanla Digital Labs Private Ltd., India
6. Tanla Digital Labs FZ-LLC, Dubai
7. Tanla Digital (India) Private Limited., India
8. Tanla Foundation, India
9. Jengatron Gaming Private Limited, India- Associate (liquidated and disposed off in FY 2021-22)

2.3 Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, taxes (other than those subsequently recoverable from tax authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

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

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated statement of profit and loss when the asset is derecognised.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, estimated useful lives

The Group depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Schedule II (Years)	Useful Life (Years)
Leasehold improvement	10	Lower of useful life of asset or lease period
Buildings & Interiors	60	6
Computer	3-6	3-6
(i) Servers and networks	6	6
(ii) End user devices, such as, desktops, laptops, etc.	3	3
Furniture & Fixtures	10	1.67-10
Office Equipment	5	1.67-10
Vehicle	8	3-4

Based on the technical experts assessment of useful life, certain items of property plant and equipment are being depreciated over useful lives different from the prescribed useful lives under Schedule II to the Companies Act, 2013. Management believes that such estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The residual values are not more than 5% of the original cost of the asset.

Depreciation on property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/ deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Consolidated Statement of Profit and Loss under Other Income/Other expenses, as applicable.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.4 Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. Goodwill is not amortised; however it is tested annually for impairment and whenever there is an indication that the unit may be impaired and carried at cost less any accumulated impairment losses.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the fair value of net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in other comprehensive income and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through other comprehensive income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

For the purpose of impairment testing, the goodwill is allocated to a cash-generating-unit ('CGU') or Group of CGUs ('CGUs'), which are expected to benefit from the acquisition-related synergies and represent the lowest level within the entity at which the goodwill is monitored for internal management purposes, within an operating segment. A CGU is the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or Group of assets.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent

periods.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

2.5 Other Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation.

The Group amortises intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful Life (Years)
Platforms	6 years
Other intangible assets includes Customer Relationships, Trade name, Technology and Non Compete	2-8 years

2.6 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within the normal trade cycle as per agreement. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.7 Foreign Currency Transactions

(a) Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is the Group's functional and presentation currency. Also refer Note 2.21

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Consolidated Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date and the exchange differences are recognised in the Consolidated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

(c) The assets and liabilities of the foreign branch and foreign subsidiaries are translated into Indian Rupees at the rate of exchange prevailing at the reporting date. Income and expenses are translated at average exchange rates. Resultant exchange differences arising on translation for consolidation are recognised in other comprehensive income.

(d) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income, if any. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate, if any.

2.8 Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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

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

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

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Group's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the consolidated 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 (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.9 Revenue from contract with customer

(a) Revenue

The Group derives revenues primarily from Messaging services (A2P), International Long Distance & Voice services and others.

- i. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration we expect to receive in exchange for those services.
- ii. Revenue from messaging services is recognised based on the no. of messages submitted/delivered on a fixed price, fixed-time frame contracts where there is no uncertainty as to measurement or collectability. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.
- iii. Revenue on time proportion based contract are recognised as the related services are performed and revenue from the

end of the last invoicing to the reporting date is recognised as unbilled revenue (contract assets).

(b) Other Income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

(c) Contract Balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Group's right to an amount of consideration that is unconditional.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Trade Receivable

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

2.10 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered 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 year end date. 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.

Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in Consolidated financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or

directly in equity, respectively.

2.11 Leases

The Group as a lessee

The Group's lease asset classes primarily consist of leases for the premises taken for office purposes. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- i. The contract involves the use of an identified asset
- ii. The Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- iii. The Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

- Lease liabilities include the net present value of the following lease payments:
 - fixed payments (including in-substance fixed payments), less any lease incentives receivable
 - variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
 - amounts expected to be payable by the Group under residual value guarantees
 - the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
 - payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.12 Impairment of non-financial assets

The Group assesses at each year end whether there is any objective evidence that a non financial asset or a Group of non financial assets is impaired. If any such indication exists, the Group estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Consolidated statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the

purpose of impairment testing, assets are Grouped together into the smallest Group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or Groups of assets (the "cash-generating unit").

2.13 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.14 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft.

Cash Flow Statement

Cash flows are reported using the indirect method, whereby Profit / (loss) before exceptional items, share of profit/loss of associate and income tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

2.15 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.

a. Financial assets

I. Initial Recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

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.

II. Subsequent measurement

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

- a. at amortised cost; or
- b. at fair value through other comprehensive income; or
- c. at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Consolidated Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Consolidated Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, 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 profit and loss.

III. Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortised cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Life time ECLs 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 year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognised during the year is recognised as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortised cost is presented as an allowance, i.e. as an

integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

IV. Derecognition of financial assets

- A. financial asset is derecognised only when
- i. the rights to receive cash flows from the financial asset is transferred or
 - ii. retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

b. Financial liabilities

I. Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortised cost, as appropriate.

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

II. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the Consolidated Statement of Profit and Loss.

Financial liabilities at amortised cost

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

III. 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 Consolidated Statement of Profit and Loss as finance costs.

C. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.16 Employee Benefits

a. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognised in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The

liabilities are presented as current employee benefit obligations in the balance sheet.

b. Other long-term employee benefit obligations

I. Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Consolidated Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Consolidated Statement of Profit and Loss.

II. Defined benefit plans

Gratuity: The Group provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The estimated future payments which are denominated in a currency other than INR, are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Consolidated statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Consolidated statement of changes in equity and in the Consolidated balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Leave Encashment: Accumulated leave balances, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated leave balances, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise.

Leaves under define benefit plans can be encashed only on discontinuation of service by employee.

III. Share-based payments

Certain employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in employee stock option outstanding account (ESOP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The Consolidated statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised

in employee benefits expense.

2.17 Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Group's financial performance. Items which may be considered exceptional are significant restructuring charges, impairment of investment, impairment of goodwill, significant disposal of property, plant and equipment etc.

2.18 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the parent company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.19 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Summary Statements.

The operating segments have been identified on the basis of the nature of products/services. Further:

- i. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter segment revenue. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.
- ii. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.
- iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
- iv. Segment results includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.
- v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.
- vi. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.

2.20 Rounding off amounts

All amounts disclosed in consolidated financial statements and notes have been rounded off to the nearest lakhs as per requirement of Schedule III of the Act, unless otherwise stated.

2.21 Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Estimates and assumptions

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

a. Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 40.

b. Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation. Refer Note 34.

c. Defined benefit plans (gratuity benefits and leave encashment)

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

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. For details refer Note 40.

d. Intangible asset under development

The Group capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

e. Impairment of non-financial assets and goodwill

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

2.22 Standards (including amendments) issued but not yet effective

The Ministry of Corporate Affairs ("MCA") has notified Companies (Indian Accounting Standard) Amendment Rules, 2023 dated March 31, 2023 to amend certain Ind ASs which are effective from April 01, 2023:

Below is a summary of such amendments:

i. Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements

The MCA issued amendments to Ind AS 1, providing guidance to help entities meet the accounting policy disclosure

requirements. The amendments aim to make accounting policy disclosures more informative by replacing the requirement to disclose 'significant accounting policies' with 'material accounting policy information'. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure.

The amendments are effective for annual reporting periods beginning on or after April 01, 2023. The Group is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

ii. **Definition of Accounting Estimates – Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors.**

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are effective for annual reporting periods beginning on or after April 01, 2023. The amendments are not expected to have a material impact on the Group's financial statements.

iii. **Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12 Income taxes**

The amendment to Ind AS 12, requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.

The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate. Ind AS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments. The Group is currently assessing the impact of the amendments.

2.23 Standards that became effective during the year

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022 to amend the following Ind AS which are effective from April 01, 2022:

i. **Onerous Contracts- Cost of Fulfilling a Contract - Amendments to Ind AS 37**

Ind AS 37 defines an onerous contract as a contract in which the unavoidable costs (costs that the Group has committed to pursuant to the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

The amendments to Ind AS 37 clarify, that the costs relating directly to the contract consist of both:

- The incremental costs of fulfilling that contract- e.g. direct labour and material; and
- An allocation of other costs that relate directly to fulfilling contracts: e.g. Allocation of depreciation charge on property, plant and equipment used in fulfilling the contract. the Group, prior to the application of the amendments, did not have any onerous contracts.

As a result of the amendments, certain other directly related costs have now been included by the Group in determining the costs of fulfilling the contracts. The Group has therefore recognised an additional onerous contract provision as at April 01, 2022.

In accordance with the transitional provisions, the Group applies the amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments (the date of initial application) and has not restated its comparative information.

ii. **References to the Conceptual Framework - Amendments to Ind AS 103**

The amendments update a reference to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations. The amendment also add a new exception in Ind AS 103 for liabilities and contingent liabilities.

iii. **Property, Plant and Equipment: Proceeds Before Intended Use - Amendment to Ind AS 16**

The amendment to Ind AS 16 clarifies that any excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

These amendments had no impact on the year-end consolidated financial statements of the Group as there were no sales of such items.

iv. **Ind AS 109 Financial Instruments - Fees in the '10 per cent' test for derecognition of financial liability**

The amendment clarifies which fees an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

These amendments had no impact on the consolidated financial statements of the Group as there were no modifications of the Group's financial instruments during the year.

v. **Taxation in fair value measurements - Amendments to Ind AS 41**

The amendment removes the requirement in Ind AS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113, Fair Value Measurement.

Note 3

Property, plant and equipment

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Gross carrying amount			Depreciation		Net carrying Amount		
	As at April 01, 2022	Additions	Deductions/ Adjustments	As at March 31, 2023	For the year	Deductions/ Adjustments	As at March 31, 2023	As at 31 March 2022
Owned assets								
Land	765.70	-	-	765.70	-	-	765.70	765.70
Buildings	970.47	-	-	970.47	49.64	-	188.67	238.31
Leasehold improvements	287.43	6,129.54	-	6,417.17	59.01	-	6,070.73	-
Furniture	366.83	2,059.00	-	2,425.83	36.65	-	2,052.86	30.52
Computers	10,085.44	4,996.94	-	15,082.38	915.81	-	7,265.38	3,184.25
Platforms & Deployments	41,644.48	-	-	41,644.48	-	-	-	-
Office Equipment	514.90	179.07	-	693.97	30.01	-	2,13.21	64.14
Vehicles	73.28	30.94	-	104.212	1.72	-	31.37	2.15
Total	54,708.53	13,395.68	-	68,104.21	1,092.83	-	16,587.92	4,285.06

Particulars	Gross carrying amount			Depreciation		Net carrying Amount		
	As at April 01, 2021	Additions	Deductions/ Adjustments	As at March 31, 2022	For the year	Deductions/ Adjustments	As at March 31, 2022	As at 31 March 2021
Owned assets								
Land	765.70	-	-	765.70	-	-	765.70	765.70
Buildings	937.12	33.35	-	970.47	77.33	-	238.31	282.29
Leasehold improvements	287.43	-	-	287.43	-	-	-	-
Furniture	346.50	20.33	-	366.83	16.85	-	30.52	27.04
Computers	8,229.09	1,856.37	-	10,085.46	496.95	-	3,184.25	1,824.83
Platforms & Deployments	41,644.48	-	-	41,644.48	-	-	-	-
Office Equipment	478.56	36.32	-	514.88	25.86	-	64.13	53.66
Vehicles	73.28	-	-	73.28	10.89	-	2.15	13.04
Total	52,762.16	1,946.37	-	54,708.53	627.87	-	4,285.06	2,966.56

Notes:

- Land represents freehold land at Tanla Technology Centre, Madhapur, Hyderabad- 500081
- See accounting policy in Note 2.3
- Refer to Note 38 for information on property, plant and equipment pledged as security by the Company.

Note 4

Intangible Assets

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Gross carrying amount			Amortisation			Net carrying Amount		
	As at April 01, 2022	Additions	Deductions/ Adjustments	As at March 31, 2023	As at April 01, 2022	For the year March 31, 2023	Deductions/ Adjustments	As at March 31, 2023	As at 31 March 2022
Platforms	6,879.32	5,603.80	-	12,483.12	2,041.77	1,696.94	-	8,744.41	4,837.55
Customer Relationships	6,214.72	-	-	6,214.72	3,640.19	1,242.94	-	1,331.59	2,574.52
Trade name	1,088.29	-	-	1,088.29	1,050.95	14.46	-	22.88	3735
Technology	1,112.32	-	-	1,112.32	978.68	133.64	-	-	133.64
Non Compete	507.42	-	-	507.42	205.62	54.05	-	247.75	301.80
Total	15,802.07	5,603.80	-	21,405.87	7,917.21	3,142.03	-	10,346.63	7,884.86

Particulars	Gross carrying amount			Amortisation			Net carrying Amount		
	As at April 01, 2021	Additions	Deductions/ Adjustments	As at March 31, 2022	As at April 01, 2021	For the year March 31, 2022	Deductions/ Adjustments	As at March 31, 2022	As at 31 March 2021
Platforms	4,690.54	2,188.78	-	6,879.32	735.62	1,306.16	-	4,837.55	3,954.92
Customer Relationships	6,214.72	-	-	6,214.72	2,397.25	1,242.94	-	2,574.532	3,817.47
Trade Name	1,088.29	-	-	1,088.29	697.82	353.12	-	37.35	390.47
Technology	1,112.32	-	-	1,112.32	749.57	229.11	-	133.64	362.75
Non Compete	507.42	-	-	507.42	151.57	54.05	-	301.80	355.85
Total	13,613.29	2,188.78	-	15,802.08	4,731.84	3,185.38	-	7,917.21	8,881.46

Notes:

- See accounting policy in Note 2.5

Note 5A

Intangible assets under development

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	4,022.76	638.67
Add: Additions during the year	7,237.49	5,572.86
Less: Capitalisations during the year	(5,603.80)	(2,188.78)
Balance at the end of the year	5,656.45	4,022.76

Note: Intangible assets under development represents platforms and software under development being internally developed, whose cost includes salaries and wages and professional consultancy charges attributable to development.

Intangible assets under development ageing schedule

Balance as at March 31, 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	5,656.45	-	-	-	5,656.45
Projects temporarily suspended	-	-	-	-	-

Balance as at March 31, 2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	3,905.76	117.00	-	-	4,022.76
Projects temporarily suspended	-	-	-	-	-

Note 5B

Capital work in progress

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at April 01, 2022	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at March 31, 2023
Leasehold improvements	1,153.01	685.12	1,153.01	-	-	685.12
Furniture and Fixtures	182.20	-	182.20	-	-	-
Construction of interiors to building	-	97.80	-	-	-	97.80
Total	1,335.21	782.92	1,335.21	-	-	782.92

Particulars	As at April 01, 2021	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at March 31, 2022
Leasehold improvements	-	1,153.01	-	-	-	1,153.01
Furniture and Fixtures	-	182.20	-	-	-	182.20
Total	-	1,335.21	-	-	-	1,335.21

Capital work in progress as at March 31, 2023 comprises expenditure for the towards construction of interiors to buildings, leasehold improvements and furniture. Total amount of CWIP is Rs. 782.92 (March 31, 2022: Rs. 1,335.21)

(a) Ageing schedule

March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	782.92	-	-	-	782.92
Projects temporarily suspended	-	-	-	-	-
Total	782.92	-	-	-	782.92

March 31, 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,335.21	-	-	-	1,335.21
Projects temporarily suspended	-	-	-	-	-
Total	1,335.21	-	-	-	1,335.21

(b) There are no projects as Capital Work in Progress as at March 31, 2023 and March 31, 2022 whose completion is overdue or cost of which has exceeds in comparison to its original plan.

Note 6

Goodwill on consolidation

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Goodwill represents the excess of purchase consideration over the net fair value of identifiable assets, liabilities and contingent liabilities of the subsidiary companies as on the date of investment. Goodwill is not amortised but is tested for impairment on annual basis and impairment losses are recognised where applicable.

Reconciliation of the carrying amount of goodwill:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	13,455.69	13,455.69
Add: Additions during the year	-	-
Less: Impairment during the year	-	-
Closing Balance	13,455.69	13,455.69

The recoverable amount of the above cash generating unit ("CGU") has been assessed using a value-in-use model. The recoverable value is computed based on the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows. The cash flow projections include estimates for five years developed using internal forecasts and a terminal growth rate thereafter of 5% (March 31, 2022: 3%-5%). The planning horizon reflects the assumptions for short-to-mid term market developments which are based on key assumptions such as margins, expected growth rates based on past experience, and management's expectations / extrapolation of normal increase / steady terminal growth rate. Discount rate reflects the current market assessment of the risks and is estimated based on the weighted average cost of capital for the Company. Post-tax discount rates used were 21% (March 31, 2022: 21%) for the year ended March 31, 2023. The management believes that any reasonable possible change in the key assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

Note 7

Right-of-use assets

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Leases where Group is a lessee:

The Group's lease assets primarily consist of buildings for corporate offices having various lease terms.

Particulars	As at March 31, 2023	As at March 31, 2022
(i) The movement in right-of-use assets is as follows:		
Opening balance	4,843.96	385.79
Addition during the year	3,503.90	4,730.55
Depreciation charge for the year (refer note 30)	(382.27)	(272.38)
Closing balance	7,965.60	4,843.96
(ii) The movement in lease liabilities is as follows:		
Opening balance	5,352.96	434.91
Addition during the year	3,470.46	5,113.78
Accretion of interest (refer note 32)	116.43	109.50
Payment of principal portion of lease liabilities	(681.31)	(305.23)
Closing balance	8,258.55	5,352.96
(iii) The break-up of current and non-current lease liabilities is as follows:		
Non-current lease liabilities	7,317.79	4,467.80
Current lease liabilities	940.76	885.16
(iv) The contractual maturities of lease liabilities on an undiscounted basis are as follows:		
Less than one year	940.76	885.16
One to five years	5,536.58	3,322.00
More than five years	1,781.21	1,145.80

Note:

Rental expense for low value assets and short-term leases was Rs. 231.47 (March 31, 2022: Rs. 211.35) included under other expenses in the consolidated statement of profit and loss under Note 33.

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

Note 8

Other financial assets-Non-current

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Security deposits		
Earnest Money Deposits	826.49	645.23
Rental deposits	368.00	438.38
Other deposits	290.05	30.50
(ii) Bank deposits with more than twelve months maturity		
	5.95	6,000.00
Total	1,490.49	7,114.11

Note 9

Deferred tax, net

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax asset (net)	3,627.46	3,954.21
Total	3,627.46	3,954.21

Deferred tax relates to following:

Particulars	As at April 1, 2022	Recognised in Profit & Loss	Recognised in OCI	Other adjustments	As at March 31, 2023
Deferred tax assets					
On property, plant and equipment	3,582.46	(291.85)	-	-	3,290.61
On Unabsorbed Losses	255.87	(43.19)	-	-	212.68
On Provision for employee benefits	80.28	30.41	25.85	-	136.54
On others	162.26	505.56	-	35.28	703.10
On MAT	405.00	(588.82)	-	-	(183.82)
Subtotal (A)	4,485.88	(387.89)	25.85	35.28	4,159.12
Deferred tax liabilities					
On property, plant and equipment	-	-	-	-	-
On others	531.66	(31.51)	-	-	531.66
Subtotal (B)	531.66	(31.51)	-	-	531.66
Deferred tax asset, net (A-B)	3,954.21	(356.38)	25.85	35.28	3,627.46

Particulars	As at April 1, 2021	Recognised in Profit & Loss	Recognised in OCI	Other adjustments	As at March 31, 2022
Deferred tax assets					
On property, plant and equipment	4,640.49	(1,058.03)	-	-	3,582.46
On Unabsorbed Losses	-	255.87	-	-	255.87
On Provision for employee benefits	175.54	(62.48)	-32.78	-	80.28
On others	-	114.85	-	47.41	162.26
On MAT	-	405.00	-	-	405.00
Subtotal (A)	4,816.03	(344.79)	(32.78)	47.41	4,485.88
Deferred tax liabilities					
On others	531.66	-	-	-	531.66
Subtotal (B)	531.66	-	-	-	531.66
Deferred tax asset net (A-B)	4,284.37	(344.79)	(32.78)	47.41	3,954.21

In assessing whether the deferred tax assets will be realised, management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategy in making this assessment. Based on the level of historical taxable income and projections of future taxable income over the periods in which the deferred tax assets are deductible, management believes that the Group will realise the benefits of those recognised deductible differences. Recoverability of deferred tax assets is based on estimates of future taxable income and any changes in such future taxable income would impact the recoverability of deferred tax assets. However, management believes that any reasonable possible change in the key assumptions would not effect the Group's ability to recover the deferred tax asset.

Note 10

Other non-current assets

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Income tax asset, net*	7,824.81	2,683.21
(ii) Capital advances	35.54	413.22
Total	7,860.35	3,096.43

* Represents advance income tax and tax deducted at source of the Group.

Note 11

Trade Receivables

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured		
Trade receivables-considered good	58,494.06	57,031.48
Less: Allowances for expected credit loss	(1,493.18)	(998.46)
Trade receivables-credit impaired	-	-
Less: Allowances for expected credit loss	-	-
Total	57,000.88	56,033.02

Trade Receivables ageing schedule:

As at March 31, 2023

Particulars	Outstanding for following periods from the date of the invoice					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables:	53,785.86	62.44	3,866.17	305.01	474.58	58,494.06
Considered good	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables						
Considered good	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Total	53,785.86	62.44	3,866.17	305.01	474.58	58,494.06
Less: Allowance for expected credit loss						(1,493.18)
Balance at the end of the year	53,785.86	62.44	3,866.17	305.01	474.58	57,000.88

As at March 31, 2022

Particulars	Outstanding for following periods from the date of the invoice					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables:						
Considered good	51,827.58	2,314.41	2,604.03	206.76	78.70	57,031.49
Credit impaired	-	-	-	16.92	-	-
Disputed Trade Receivables	-	-	-	-	-	-
Considered good	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Total	51,827.58	2,314.41	2,604.03	223.69	78.70	57,031.48
Less: Allowance for expected credit loss						(998.46)
Balance at the end of the year	51,827.58	2,314.41	2,604.03	223.69	78.70	56,033.02

Movement in the allowance for expected credit loss is mentioned below:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	998.46	1,036.71
Additional provision/(reversal) (net) (refer note 33)	486.73	644.44
(Write off as bad debts)/Exchange difference	7.99	(682.69)
Closing balance	1,493.18	998.46

Note 12

Cash and cash equivalents

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Cash on hand	0.00	0.00
(ii) Balances with banks		
- in Current accounts	21,500.47	38,041.35
- in fixed deposits with original maturity of less than 3 months (Refer notes below)	35,073.47	46,173.50
Total	56,573.94	84,214.85

Notes:

- The deposits maintained by the Company with banks comprises time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.
- The Company has pledged their book debts, fixed deposit with the same bank and Commercial property as on March 31, 2023 and March 31, 2022 to fulfil collateral requirements. Refer to Note 38 for further details.

Note 13

Bank balances other than cash and cash equivalents

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Unclaimed dividends	87.45	49.61
(ii) Deposits held as margin money/security for bank guarantees (Refer notes below)	2,682.52	1,962.49
(iii) Deposit with maturity for more than 3 months but less than 12 months (Refer notes below)	11,812.89	-
Total	14,582.86	2,012.10

Notes:

- Deposits held as margin money represents bank guarantees given to various telcos/PSU banks and government agencies.
- The Company has pledged their book debts, fixed deposit with the same bank and Commercial property as on March 31, 2023 and March 31, 2022 to fulfil collateral requirements. Refer to Note 38 for further details.

Note 14

Other financial assets-current

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Accrued income	41,162.88	38,625.14
(ii) Interest receivable	732.16	695.24
(iii) Other receivables	133.74	188.96
Total	42,028.78	39,509.34

Note 15

Other current assets

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Advances recoverable in cash or kind	2,220.29	568.34
(ii) GST Input credit	336.32	1,674.04
(iii) Balances with revenue authorities *	741.75	4,161.36
Total	3,298.36	6,403.74

* Represents advance income tax, TDS receivables of the Group.

Note 16

Equity Share Capital

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Authorised		
20,00,00,000 (March 31, 2022: 20,00,00,000) equity shares of Re 1/- each	2,000.00	2,000.00
(ii) Issued, subscribed and fully paid up:		
13,44,00,357 (March 31, 2022: 13,57,45,523) equity Shares of Re. 1/- each	1,344.00	1,357.46
Total	1,344.00	1,357.46

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Equity Shares:				
Shares outstanding at the beginning of the year	13,57,45,523	1,357.46	13,60,36,450	1,360.36
Add: Issued and allotted during the year	71,500	0.72	4,14,750	4.15
Less: Shares bought back during the year	(14,16,666)	(14.16)	(7,05,677)	(7.05)
Shares outstanding at the end of the year	13,44,00,357	1,344.00	13,57,45,523	1,357.46

During the year, the Company has bought back 14,16,666 equity shares representing 1.04% of the total number of equity shares in the existing total paid-up capital of the Company.

ii) Terms/Rights and restrictions attached to the equity shares:

The Company has only one class of equity shares having a face value of Re 1/-. Each shareholder is eligible for one vote per share held. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

iii) Details of shareholders holding more than 5% shares in the Company:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	in %	No. of Shares	in %
D Uday Kumar Reddy	2,92,39,225	21.76%	2,92,39,225	21.54%
D Tanuja Reddy	2,10,88,127	15.69%	2,10,88,127	15.54%
Smallcap World Fund, Inc	91,90,777	6.84%	91,90,777	6.77%

iv) Employee stock based compensation

The Company instituted the Employee Stock Purchase Plan 2015 ('ESOP 2015') and Employee Stock Purchase Scheme (ESPS 2018) during the fiscal 2019; and Tanla Platforms Limited-Restricted Stock Unit Plan 2021 during fiscal year 2021 have been approved by the Board of Directors. Refer note 40 for further details.

v) Buyback of Equity shares

The Board of Directors at their meeting held on September 08, 2022, approved the Buyback of the fully paid up equity shares having face value of Re. 1/- each not exceeding 14,16,666 equity shares at a price of Rs. 1200/- (Indian Rupees Twelve Hundred Only) per Equity Share for an aggregate maximum amount not exceeding Rs. 17,000.00 (Indian Rupees One Hundred and Seventeen Crores Only). Subsequent to the Board Meeting, the Company obtained the Shareholders' approval for buy-back on October 11, 2022. The Public Announcement was published on October 12, 2022 and the Draft Letter of Offer was filed with SEBI on October 17, 2022. Total cost incurred towards buyback was Rs. 21,241.32, of which Rs. 3,893.54 was paid towards buyback tax @ 23.36% and transaction cost of Rs.317.07 was incurred as part of buyback. The buyback was closed on January 14, 2023. In accordance with section 69 of the Companies Act, 2013 the Company has created 'Capital Redemption Reserve' of Rs.14.16 equivalent to the nominal value of the shares bought back.

vi) No class of shares have been issued as bonus shares or for consideration other than cash by the Company in the last five preceding financial years.

vii) Details of shares held by promoters in the Company:

Particulars	Number of shares			% of holding of equity shares	% Change during the year
	March 31, 2022	Change	March 31, 2023		
D Uday Kumar Reddy	2,92,39,225	-	2,92,39,225	21.76%	0.00%
D Tanuja Reddy	2,10,88,127	-	2,10,88,127	15.69%	0.00%
Blue Green Technologies Private Limited	3,20,000	-	3,20,000	0.24%	0.00%
Veda Matha Technologies Private Limited	3,05,000	-	3,05,000	0.23%	0.00%
Mobile Techsol Private Limited	20,85,000	-	20,85,000	1.55%	0.00%
TNA Corporation LLP	34,79,000	-	34,79,000	2.59%	0.00%
Ram Avenues LLP	2,40,710	-	2,40,710	0.18%	0.00%
Anmitha Ventures LLP	10,76,684	-	10,76,684	0.80%	0.00%
S R Holdings	3,87,500	-	3,87,500	0.29%	0.00%
Msquare Vision Infra	1,59,000	-	1,59,000	0.12%	0.00%
M V Corporation	2,20,000	-	2,20,000	0.16%	0.00%
M & M Holdings	7,70,036	-	7,70,036	0.57%	0.00%

Particulars	Number of shares			% of holding of equity shares	% Change during the year
	March 31, 2021	Change	March 31, 2022		
D Uday Kumar Reddy	2,87,98,295	4,40,930	2,92,39,225	21.54%	1.53%
D Tanuja Reddy	2,10,88,127	-	2,10,88,127	15.54%	0.00%
Blue Green Technologies Private Limited	3,20,000	-	3,20,000	0.24%	0.00%
Veda Matha Technologies Private Limited	3,05,000	-	3,05,000	0.22%	0.00%
Mobile Techsol Private Limited	20,85,000	-	20,85,000	1.54%	0.00%
TNA Corporation LLP	34,79,000	-	34,79,000	2.56%	0.00%
Ram Avenues LLP	-	2,40,710	2,40,710	0.18%	-
Anmitha Ventures LLP	-	10,76,684	10,76,684	0.79%	-
S R Holdings	-	3,87,500	3,87,500	0.29%	-
Msquare Vision Infra	-	1,59,000	1,59,000	0.12%	-
M V Corporation	-	2,20,000	2,20,000	0.16%	-
M & M Holdings	-	7,70,036	7,70,036	0.57%	-

Note 17

Other equity

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Capital Reserve	699.20	699.20
(ii) Capital Redemption Reserve	188.15	173.98
(iii) General Reserve	2,548.18	2,548.18
(iv) Securities premium account	21,532.27	42,787.77
(v) Employee stock options outstanding account	2,598.16	906.85
(vi) Retained earnings	1,19,097.67	85,192.45
Other comprehensive income		
(vii) Foreign currency translation reserve	3,842.97	1,648.05
(viii) Items of other comprehensive income	(101.25)	90.43
Total	1,50,405.35	1,34,046.91

(i) Capital reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	699.20	699.20
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	-	-
Closing balance	699.20	699.20

(ii) Capital redemption reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	173.98	166.93
Add: Additions during the year on account of buyback of shares	14.17	7.05
Less: Deletions/transfer during the year	-	-
Closing balance	188.15	173.98

(iii) General reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	2,548.18	2,548.18
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	-	-
Closing balance	2,548.18	2,548.18

(iv) Securities premium account:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	42,787.77	50,665.55
Add: Premium on issue of equity shares	-	307.37
Less: Deletions/transfer during the year on account of buyback of shares	(21,255.50)	(8,185.15)
Closing balance	21,532.27	42,787.77

(v) Employee stock options outstanding account:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	906.85	201.57
Add: Amortisation of share based payment expense	1,691.31	906.85
Less: Deletions on issue of shares	-	(201.57)
Closing balance	2,598.16	906.85

(vi) Retained earnings:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	85,192.45	32,617.85
Profit for the year	44,764.86	53,927.91
Less: Dividend paid during the year	(10,859.64)	(1,353.31)
Closing balance	1,19,097.67	85,192.45

(vii) Foreign currency translation:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	1,648.05	1,054.34
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	2,194.92	593.71
Closing balance	3,842.97	1,648.05

(viii) Items of other comprehensive income:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	90.43	(3.76)
Add: Remeasurement of the net defined benefit asset/liability	(191.68)	94.19
Closing balance	(101.25)	90.43

Nature and purpose of reserves:

- Capital Reserve:** Represents capital reserve balances of acquired entities which are transferred to the Company upon mergers in the earlier years.
- Capital Redemption Reserve:** In accordance with Section 69 capital redemption reserve is created equal to the nominal value of the shares bought back as an appropriation from securities premium reserve.
- General Reserve:** The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- Securities premium Account:** The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of stock options. This reserve will be utilised in accordance with provisions of Section 52.
- Employee stock options outstanding account:** The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to Employee Stock Options Outstanding Account. This will be utilised for allotment of equity shares against outstanding employee stock options.
- Retained earnings:** Retained earnings are the profits that the Company has earned till date less any transfers to general reserve, dividends or other distribution to shareholders.

7. **Foreign currency translation reserve:** The exchange differences arising from the translation of financial statements of foreign branch/foreign subsidiaries with functional currency other than Indian rupees is recognised in other comprehensive income and is presented within equity.
8. **Items of other comprehensive income:** Represents re-measurement on defined employee benefit plan, i.e. Difference between the interest income on plan assets and the return actually achieved, any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and subsequently not reclassified into statement of profit and loss.

Note 18

Lease liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities- non current (refer note 7)	7,317.79	4,467.80
Lease liabilities- current (refer note 7)	940.76	885.16
Total	8,258.55	5,352.96

Note 19

Other financial liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Unclaimed dividend	80.76	42.92
Total	80.76	42.92

Note 20

Provisions

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Long-term provisions		
Gratuity (refer note 41)	-	519.34
Leave encashment	179.77	186.47
Total (A)	179.77	705.81
Short term provisions		
Gratuity (refer note 41)	71.29	83.92
Leave encashment	57.73	25.21
Total (B)	129.02	109.13
Total (A)+(B)	308.79	814.94

Note 21

Other non-current liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Other security deposits	61.85	46.85
Total	61.85	46.85

Note 22

Trade payables

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
total outstanding dues of micro and small enterprises	187.71	5.65
total outstanding dues of creditors other than micro enterprises and small enterprises	53,670.80	67,844.41
Total	53,858.51	67,850.06

Notes:

1. Creditors other than micro enterprises and small enterprises are non-interest bearing and are settled as per the normal trade cycle.
2. The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in note 36.

Trade payables ageing schedule:

As at March 31, 2023

Particulars	Outstanding for following periods from the date of invoice				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
i) MSME	187.71	-	-	-	187.71
ii) Others	49,170.69	3,184.69	670.15	645.26	53,670.80
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
v) Unbilled dues	-	-	-	-	-
Total	49,358.40	3,184.69	670.15	645.26	53,858.51

As at March 31, 2022

Particulars	Outstanding for following periods from the date of invoice				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
i) MSME	5.65	-	-	-	5.65
ii) Others	63,096.74	3,979.97	79.00	688.70	67,844.41
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
v) Unbilled dues	-	-	-	-	-
Total	63,102.39	3,979.97	79.00	688.70	67,850.06

Note 23

Other financial liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Other payable - Cost of services	20,137.43	23,293.17
Payable for capital creditors	1,138.51	44.91
Other financial liabilities	3,152.87	1,094.46
Total	24,428.81	24,432.54

Note 24

Other current liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory liabilities	1,241.66	2,682.02
Other liabilities	791.84	35.27
Total	2,033.50	2,717.29

Note 25

Current tax liabilities (net)

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Provision for income tax	478.20	1,503.41
Total	478.20	1,503.41

Note 26

Revenue from operations (net)

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Overseas	1,05,611.61	1,01,535.94
Domestic: India	2,29,843.88	2,19,061.39
Total	3,35,455.49	3,20,597.33

Refer note 44 for details

Note 27

Other income

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income	2,481.63	1,306.19
Miscellaneous income	138.29	306.18
Gain on disposal of investment	-	0.25
Total	2,619.92	1,612.62

Note: During the year ended March 31, 2022, the Company has disposed investment in Jengatron Gaming Private Limited which was fully provided for impairment in the earlier years, hence proceeds from the disposal of investment of Rs. 0.25 is recognised as other income during the same year.

Note 28

Cost of services

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of services	2,51,783.40	2,29,793.74
Total	2,51,783.40	2,29,793.74

Note 29

Employee benefits expense

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages (refer note below)	10,739.52	11,060.33
Employee stock compensation expense (refer note 40)	1,691.32	906.85
Contribution to provident and other funds (refer note 41)	600.16	517.77
Staff welfare expenses	349.82	199.58
Total	13,380.82	12,684.54

Note: Amount recognised in the consolidated statement of profit and loss in respect of gratuity is Rs. 147.50 (FY 2021-22: 177.93) and in respect of leave encashment is Rs. 92.50 (FY 2021-22: 129.82).

Note 30

Depreciation and amortisation expense

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation of Property, plant and equipment	1,092.83	627.87
Depreciation of Right-of-use assets (Refer note 7)	382.27	272.38
Amortisation of Intangible assets	3,142.03	3,185.38
Total	4,617.13	4,085.63

Note 31

Connectivity and bandwidth charges

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Data centre and hosting charges	890.39	783.48
Internet and cloud computing charges	547.02	561.16
Total	1,437.41	1,344.64

Note 32

Finance cost

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on finance lease	116.43	109.50
Other finance cost	20.18	22.68
Total	136.61	132.18

Note 33

Other expenses

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Advertisement expense	298.88	129.87
Communication expenses	59.84	103.77
Travelling expenses	1,087.62	387.66
Conveyance and others	11.14	20.25
Repairs and maintenance expenses	378.64	190.48
Rent, rates and taxes	479.52	236.35
Printing and stationery	29.44	9.77
Office maintenance	512.82	221.38
Power and fuel	38.44	27.86
General expenses	198.53	259.26
Insurance expenses	274.23	200.55
Listing fees to stock exchanges	18.50	32.66
Professional charges (refer note 2 below)	3,437.83	2,916.22
Foreign exchange fluctuation	1,292.76	432.94
Bank charges	215.27	175.43
Allowance for doubtful debts (refer note 11)	486.73	644.44
Corporate social responsibility expense	377.04	138.76
Marketing expenses	827.60	629.73
Loss on investment in Subsidiary (refer note 1 below)	35.37	-
Total	10,060.21	6,757.38

Note 1:

During the year ended March 31, 2023, an amount of Rs. 19.48 has been received from the liquidator of Capitalsiri Investments Private Limited, as part of its liquidation and has been adjusted towards the carrying value of the investment, net loss on liquidation of Rs. 35.37 has been transferred to profit and loss account shown under other expenses. Order of NCLT for the liquidation is yet to be received as on March 31, 2023.

Note 2:

Following is the break-up of Auditors remuneration (exclusive of GST)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Statutory audit	95.50	95.50
Other matters	42.75	42.00
Reimbursement of expenses	5.28	5.34
Total	143.53	142.84

Note 34

Income tax and deferred tax

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Income tax expense		
Current tax	11,538.59	13,371.09
Adjustment of tax relating to earlier periods	3.78	(231.95)
MAT credit	(554.19)	(405.00)
Total Current tax	10,988.18	12,734.13
Deferred tax	906.79	749.79
Total Deferred tax	906.79	749.79
Total income tax expense recognised in the Consolidated Statement of Profit and Loss	11,894.97	13,483.93
(ii) Income tax expense recognised in OCI		
Income tax relating to items that will not be reclassified to profit or loss	25.85	(32.78)
Total income tax expense recognised in OCI	25.85	(32.78)

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (March 31, 2022: 25.17%) and the reported tax expense in the consolidated statement of profit and loss is as follows:

(b) Reconciliation of effective tax rate:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Profit before tax	56,659.83	67,411.84
Statutory income tax rate	25.17%	25.17%
Tax at statutory income tax rate	14,261.28	16,967.56
(ii) Tax effect of:		
Different tax rate of subsidiary operating in different jurisdiction	(75.79)	(963.88)
No taxation of subsidiary operating in different country	(1,031.25)	(1,134.13)
Exemptions/deductions for tax purposes/tax holidays/depreciation deductible for tax purposes (net)	(1,867.01)	(1,284.50)
Others (net)	607.75	(101.11)
Income tax expense	11,894.97	13,483.93

Note 35

Fair values of financial assets and financial liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The fair value of other current financial assets, cash and cash equivalents, trade receivables, trade payables and other financial liabilities approximates the carrying amounts because of the short term nature of these financial instruments. Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits, term deposits and other financial assets. Similarly, carrying values of non-current security deposits and non-current term deposits are not significant and therefore the impact of fair value is not considered for disclosure.

Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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).

No financial assets/liabilities have been valued using level 1 fair value measurements.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Financial assets and financial liabilities measured at fair value

Particulars	Carrying value as at March 31, 2023	Fair value as at March 31, 2023	Carrying value as at March 31, 2022	Fair value as at March 31, 2022
(i) Financial Assets:				
Amortised cost				
Trade receivables	57,000.88	57,000.88	56,033.02	56,033.02
Cash and bank balances	71,156.80	71,156.80	86,226.95	86,226.95
Other financial assets	43,519.27	43,519.27	46,623.45	46,623.45
Total financial assets	1,71,676.95	1,71,676.95	1,88,883.42	1,88,883.42
(ii) Financial Liabilities:				
Amortised cost				
Trade payables	53,858.51	53,858.51	67,850.06	67,850.06
Lease liability	8,258.55	8,258.55	5,352.96	5,352.96
Other financial liabilities	24,509.57	24,509.57	24,475.46	24,475.46
Total financial liabilities	86,626.62	86,626.62	97,678.48	97,678.48

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented. For all other amortised cost instruments, carrying value represents the best estimate of fair value.

For financial assets measured at fair values, the carrying amounts are equal to the fair values.

Note 36

Financial risk management

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The Group is exposed to various financial risks. These risks are categorised into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

(a) 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: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency). The Group operates in Dubai and Singapore through its branch and subsidiaries respectively and is exposed to foreign currency rate risk through operating activities.

Particulars	AED	USD	EURO	SGD	GBP	ZAR	SAR
As at March 31, 2023							
Financial Assets							
Trade receivables	879.28	32,712.76	3,633.26	24.49	17.30	-	-
Cash and cash equivalents	410.11	10,338.59	6,396.01	189.63	27.59	-	-
Total	1,289.39	43,051.35	10,029.27	214.12	44.89	-	-
Financial Liabilities							
Trade payables	828.66	29,984.05	1,791.35	-	-	0.21	10.62
Total	828.66	29,984.05	1,791.35	-	-	0.21	10.62
As at March 31, 2022							
Financial assets							
Trade receivables	736.34	-	3,746.01	0.24	19.59	-	-
Cash and cash equivalents	28.78	-	8,362.77	664.67	34.58	-	-
Total	765.13	-	12,108.78	664.91	54.17	-	-
Financial liabilities							
Trade payables	647.81	1,017.42	4,998.55	3.78	351.92	0.22	-
Total	647.81	1,017.42	4,998.55	3.78	351.92	0.22	-

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's investment in deposits with banks are for short durations and therefore do not expose the Group to significant interest rate risk. The Group's principle source of liquidity are cash and cash equivalents and the cash flow is generated from operations. The Group believes that the working capital is sufficient to meet its current requirements and accordingly, no risk is perceived.

(b) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarises the maturity profile of the Company's financial liabilities:

Particulars	Due in 1 year	1 - 2 years	3-5 years	> 5 years
As at March 31, 2023				
Financial Liabilities				
Trade Payables	53,858.51	-	-	-
Lease liability	940.76	3,471.58	2,064.99	1,781.22
Other financial liabilities	24,428.82	80.76	-	-
Total	79,228.08	3,552.34	2,064.99	1,781.22
As at March 31, 2022				
Financial liabilities				
Trade Payables	67,850.06	-	-	-
Lease liability	885.16	937.00	2,385.00	1,145.80
Other financial liabilities	24,432.54	42.92	-	-
Total	93,167.76	979.92	2,385.00	1,145.80

(c) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, loans and advances and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Group limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Group does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Group also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk.

Trade receivables

The customer's credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management.

Credit quality of a customer is assessed based on the individual credit limits are defined in accordance with the assessment and outstanding customer receivables are regularly monitored.

The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to Rs.58,494.06 (March 31, 2022: Rs. 57,031.48). The movement in allowance for doubtful debts in respect of trade receivables during the year is as follows:

The movement in allowance for impairment in respect of trade receivables during the year is as follows:

Particulars	March 31, 2023	March 31, 2022
Opening balance	998.47	1,036.71
Allowance for doubtful debts	494.72	644.44
Less: Bad debts written off	-	(682.69)
Closing balance	1,493.18	998.47

Note 37**Capital Management**

(All amounts are in INR Lakhs, except for share data and where otherwise stated)The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Hence, the Group may adjust any dividend payments, return capital to shareholders or issue new shares or sell assets to reduce debt. Total capital is the equity as shown in the statement of financial position. Currently, the Group primarily monitors its capital structure on the basis of the following gearing ratio. Management is continuously evolving strategies to optimise the returns and reduce the risks. It includes plans to optimise the financial leverage of the Group.

The capital for the reporting year under review is summarised as follows:

Particulars	March 31, 2023	March 31, 2022
Total Borrowings	-	-
Less: Cash and cash equivalents and Bank balances other than Cash and cash equivalents	71,156.80	86,226.95
Total Surplus/(debt)	71,156.80	86,226.95
Total Equity	1,51,749.35	1,35,404.37
Gearing ratio	0%	0%

The Group is predominantly equity financed which is evident from the capital structure table. Further, the Group has always been a net cash surplus Group with cash and bank balances along with investments which is predominantly in liquid and short term mutual funds and fixed deposits being far in excess of debt.

Note 38

Assets Pledged as Security

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	Notes	March 31, 2023	March 31, 2022
Current assets			
Trade receivables	11	53,383.28	54,709.69
Fixed deposits	12 and 13	41,401.06	32,792.16
Total Current assets pledged as security		94,784.34	87,501.85
Non-Current assets			
Freehold land	3	765.70	765.70
Total Non-Current assets pledged as security		765.70	765.70
Total Assets pledged as security		95,550.04	88,267.55

Note:

Sanctioned limit has been secured by giving security as collateral being books debts, fixed deposits with the same bank and commercial property.

Note 39

Dividend distribution to equity shareholders:

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The Board of Directors of the Company in their meeting held on April 26, 2023 (PY: April 29, 2022) have proposed final dividend of Rs. 4/- (PY: Rs. 2/-) per equity share amounting to Rs. 5,376.01 (PY: 2,714.91) subject to approval of shareholders at the ensuing Annual General Meeting ('AGM') and the same was not recognised as liability as at the balance sheet date.

Effective from April 01, 2020, dividends are taxed in the hands of recipient, hence there is no liability in the hands of Company.

Note 40

Employee Stock Based Compensation:

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

A. Employee Stock Option Plan (ESOP) :

The Company instituted the Tanla ESOP Plan 2015, in which 50,00,000 stock options were approved by the Shareholders at 19th AGM held on September 16, 2015.

Tanla ESOP Plan :

During the year, the Company has allotted NIL (March 31, 2022: 4,14,750) equity shares of face value Re. 1/- each under Employee Stock Option Scheme. Options under this program has been granted to eligible employees at an grant price of Rs. 26.51/-. The fair value of share option grant amounting to Rs. 14.26/- is estimated at the date of the grant using Black-Scholes method, taking into account the terms and conditions upon which the share option were granted.

Disclosures as per IND AS 102 for outstanding options:

(i) Details of options granted under Tanla ESOP Plan 2015 are as below:

Grant	Grant Date	Number of options granted	Number of options outstanding (as on March 31, 2023)	Exercise Price (in Rs.)	Fair value at grant date (in Rs.)
1st Grant	November 18, 2015	30,87,000	-	26.51	14.26

(ii) Exercise price and other details:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Weighted average exercise price for outstanding options at year end (in Rs)	26.51	26.51
Weighted average remaining contractual life for outstanding options at year end	0.67 years	0.67 years
Range of exercise prices for outstanding options at year end (in Rs)	26.51	26.51

Details of the grant/issue as at March 31, 2023 are given below:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of share options	Weighted average exercise price in Rs.	No. of share options	Weighted average exercise price in Rs.
Options outstanding at the beginning of the year	-	-	4,14,750	26.51
Granted during the year	-	-	-	-
Vested during the year	-	-	4,14,750	26.51
Exercised during the year	-	-	4,14,750	26.51
Lapsed during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Options outstanding at the end of the year	-	-	-	-
Options vested and exercisable at the end of the year	-	-	4,14,750	26.51

B. Employee Stock Purchase Scheme (ESPS) :

The Company instituted the Tanla ESPS Plan 2018, in which 80,00,000 shares were approved by the Shareholders at EGM held on September 17, 2018 and 74,76,126 shares were granted and exercised till March 31, 2022 and the balance remaining in the pools is 5,23,875 shares as at March 31, 2023. During the year, no ESPS were granted out of this pool.

C. Restricted Stock Unit Plan 2021

The Company has instituted Tanla Platforms Limited-Restricted Stock Unit Plan 2021, wherein shareholders of the Company have approved 30,00,000 (Thirty lakh) RSUs to the eligible employees of the Company. The RSUs will vest over a period of 1-4 years.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of RSUs	Weighted average exercise price in Rs.	No. of RSUs	Weighted average exercise price in Rs.
RSUs outstanding at the beginning of the year	2,97,000		-	-
Granted during the year	1,25,000	1.00	4,67,500	1.00
Vested during the year	79,500	-	-	-
Exercised during the year	71,500	-	-	-
Lapsed during the year	30,000	-	1,70,500	-
Forfeited during the year	-	-	-	-
RSU outstanding at the end of the year	3,20,500	1.00	2,97,000	1.00
RSUs vested and exercisable at the end of the year	8,000	-	-	-

Particulars	Tanla Platforms Limited Restricted Stock Unit Plan 2021	
	March 31, 2023	March 31, 2022
Particulars	491.01	441.77
KMP	1,200.31	465.08
Employees other than KMP	1,691.32	906.85
Total	-	-

Break-up of employee stock compensation expense (refer note 29)

The following assumptions were used for calculation of fair value of RSUs:

RSU Plan 2021	Assumptions
Exercise price (in Rs.)	1
*Grant date share price (in Rs.)	889.35 - 1,514.20
Dividend yield (%)	0.04
Expected volatility (%)	49.45%
Risk-free-interest (%)	5.1 - 6.3
Expected term (in years)	2 - 4

*The fair value of each option is estimated on the date of grant using the Black Scholes model.

Note 41

Employee benefits

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The Group has following post employment benefit plans:

(a) Defined contribution plan

Contributions Contributions were made to provident fund and Employee State Insurance in India for the employees of the Group as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any other constructive obligation. The expense recognised during the year in the consolidated statement of profit and loss towards defined contribution plan is Rs. 600.16 (March 31, 2022: Rs. 517.77).

(b) Defined benefit plan

The Group has a defined benefit gratuity plan and governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to a gratuity on departure at 15 days salary for each completed year of service. The scheme is funded through a policy with Life Insurance Corporation of India. The following table summarises net defined benefit expense recognised in the Consolidated Statement of Profit and Loss, the status of funding and the amount recognised in the balance sheet for the gratuity plan.

S.no	Particulars	March 31, 2023	March 31, 2022
A	Net Employee Benefit Expense (Recognised in Employee Benefit Expense)		
	Current service cost	133.46	141.21
	Interest cost	50.84	48.77
	Actuarial (gain)/loss on obligation	-	-
	Interest income	(36.79)	(12.05)
	Net employee benefit expense	147.51	177.93
B	Amount recognised in Balance Sheet		
	Defined benefit obligation	876.49	811.53
	Fair value of plan assets	(805.20)	(217.34)
	Net Liability recognised in Balance sheet	71.29	594.19
	Liability recognised in Balance Sheet (refer note 20)	444.95	603.26
	Asset recognised in Balance Sheet (refer note 15)	373.66	9.07
C	Changes in the present value of the defined benefit obligation		
	Opening defined benefit obligation	811.53	707.73
	Current service cost	133.46	141.21
	Interest cost	50.84	48.77
	Benefits paid	(224.09)	-
	Net actuarial (gains)/losses on obligation for the year recognised under OCI	121.18	(86.18)
	Closing defined benefit obligation	892.92	811.53
D	Changes in the fair value of plan assets		
	Opening fair value of plan assets	217.34	142.69
	Interest income	36.79	12.06
	Employer contribution	720.27	61.23
	Fund charges	(15.33)	(0.11)
	Other adjustments	(153.87)	1.47
	Closing fair value of plan assets	805.20	217.34
E	Actuarial Assumptions		
	Discount Rate	7.52%	7.36%
	Rate of increase in Salary	6.00%	9.25%
	Expected average remaining working lives of employees (years)	26.04	26.33
	Attrition Rate	22.00%	1.0% to 3.0%

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

Particulars	March 31, 2023	March 31, 2022
Impact on defined benefit obligation		
Discount rate		
1% increase	836.86	756.67
1% decrease	920.39	874.77
Rate of increase in salary		
1% increase	912.31	855.30
1% decrease	842.27	769.70
Attrition Rate		
1% increase	879.66	813.73
1% decrease	872.79	808.54

Maturity profile of defined benefit obligation:

Year	March 31, 2023	March 31, 2022
Within 1 year	144.66	89.64
2 years	129.56	85.63
3 years	138.73	100.28
4 years	110.27	78.79
5 years and above	353.26	457.19

Composition of plan assets

Plan assets comprise of 100% insurer managed funds. Fund is managed by Life Insurance Corporation as per Insurance Regulatory and Development Authority of India guidelines, category wise composition of plan assets in not available.

Note 42

Contingent Liabilities

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Outstanding guarantees given by the Company	a	23,014.46	4,672.66
Claims against Company, not acknowledged as debts	b - d	1,201.66	1,325.32

Note

(a) Guarantees outstanding

Total Guarantees outstanding as of March 31, 2023 amounting to Rs. 23,014.46 (March 31, 2022 – Rs. 4,672.66) have been issued by banks on behalf of the Group. These guarantees have been given by the banks to mobile operators/banks/public sector undertakings towards performance guarantee from the Group.

b) Demand of service tax under ITSS and DSC service

The Company received service tax orders from the Department of Customs, Central excise and Service tax for the financial years

2007-08 to 2009-10 demanding INR 900.30 on account of taxable service on import of information technology and software services including interest and penalty amounting to Rs. 745.92. Against this demand, the Commissioner of Central Tax vide order no. HYD-EXCUS-004-COM-010 2020-21 dated 25-03-2021 has dropped demand of Rs. 557.08 as the demand is eligible to take cenvat credit as per Cenvat Credit Rules, 2004. The order has confirmed a final demand of Rs. 193.69. Based on the strength of the case, management does not expect the same to have materially adverse effect on its financial position, as it believes the likelihood of any loss is not probable.

(c) Denial of cenvat credit on various input services

The department conducted audit conducted the financial year 2011 and raised a demand for INR 121.78 and INR 14.94 along with interest and penalty under Section 78 of the Finance Act, 1994. The Company preferred an appeal to the Commissioner against the order of the department. The Commissioner allowed CENVAT Credit to the extent of INR 121.78. Aggrieved by the order, the department filed an appeal with CESTAT seeking denial of cenvat credit of INR 121.78, while the Company filed further appeal before CESTAT for the allowance of balance cenvat credit of INR 14.94. The legal consultants advised that the Company has a strong case to be allowed of Cenvat credit of INR 121.78 (Department appeal). Hence, no provision is considered necessary for interest and penalty of INR 14.94.

(d) Karix Mobile Private Limited- Income tax and GST assessments

- I. The Assessing Officer for the assessment year 2009-10 has disallowed certain expenditure on the grounds that tax was not deducted at source in accordance with Section 40(a) and income accrued is not offered to the Income-Tax Act, 1961 and demanded an additional tax of INR 93.22. The Karix Mobile Private Limited filed necessary appeals against the said demand with the Commissioner of Income-Tax (Appeals). The CIT(A) passed the order in favour of Assessee. Aggrieved by the order of CIT(A), the Department has filed an appeal with Income Tax Appellate Tribunal (ITAT). The ITAT passed the order in favour of Assessee, further the department filed an appeal with the High Court (Madras). The management, on the basis of its internal assessment of the facts of the case, the underlying nature of transactions, the history of judgements made by the various appellate authorities and the necessary advise received from the independent expert engaged in this regard, is of the view that the probability of the case being settled against the Assessee is remote and accordingly, no adjustments to the financial statements are considered necessary in this regard.
- II. The Assessing officer, vide Order dated September 21, 2021, disallowed an amount of Rs. 313.59 being 30% for the expenditure of Rs. 1,045.30 in relation to SMS provision under section 40a(ia) in the absence of documentary evidence being produced towards tax deducted at source and demanded Rs.107. The Company has filed an appeal with the CIT (Appeals) and is confident that case will settled in its favour, therefore no adjustment to the financial statements are considered necessary in this regard.
- III. Principal Commissioner of Income tax has appealed against Karix Mobile Private Limited in Madras High Court relating to AY 2013-14 regarding disallowance of payment made to foreign entities regarding usage of platform on account no TDS deducted on Rs. 220 paid as royalty. Further disallowance of Rs. 3,716.34 towards carrier payment made to foreign telephone operators, Rs. 20.75 on account of premium content to BSNL and Rs. 12.87 towards PF. The appeal is filed by the department and pending before the high court. Information is submitted by the company and the matter is not posted. Based on consultation from the legal advisors, the Company believes that the same will not result in financial impact, therefore no adjustment to the financial statements are considered necessary in this regard.
- IV. Show cause notice relating to AY 2019-20 issued by "DCIT INTL TAX 1(1), Chennai" stating that usage of platforms of international entities are to be treated as royalty and non deduction of TDS on the same. Notice of demand u/s 156 of the Income Tax Act, 1961 and Penalty proceedings under section 271C for non-deduction of TDS amounting to Rs. 33. Appeal filed by the company against the demand order during the month of January 2023, Rs. 6.67 is deposited under dispute by the company and stay order is granted by the department and given time for further hearing. Based on consultation from the legal advisors the Company believes that the same will not result in financial impact, therefore, no adjustment to the financial statements are considered necessary in this regard.
- V. The GST authorities have issued notices under section 65 and section 73 of the CGST Act, 2017, for an amount aggregating to Rs. 620.13 relating to financial year 2017-18 and 2018-19, directing to furnish a reply along with supporting documents for excess availment of Input Tax Credit (ITC) in GST returns compared with the data filed by suppliers. The Company has responded by relying on various judicial pronouncements which are applicable to the matter under consideration and mentioned the fact that the ITC is availed as per section 16 of the CGST Act, 2017.

While the Madras High Court in case of in case of D.Y. Beathel Enterprises Vs State Tax Officer (Data Cell) (Madras High Court) Appeal Number: W.P.(MD) Nos. 2127 of 2021 has provided a favourable judgement with respect of taxpayers, the GST department of State of Tamil Nadu has challenged this before the Supreme Court for which final order has not been passed. The Company is confident that it will not result in financial impact.

- VI. Show cause notice has been received relating to relating to FY 2017-18 for the difference in GSTR 2A and GSTR 3B amounts to Rs. 8.65 and applied penalty and interest amounts to Rs. 9.34 against which the company has submitted

reply. As a additional information GST authorities has requested for party ledger for some vendors and the order has been passed on April 04, 2022 against which GST Appeal has been filed on by the company on February 13, 2023 and pre-deposit of Rs 0.86 has been paid for admission of the appeal. Based on consultation from the legal advisors, the Company believes that the same will not result in financial impact, therefore, no adjustment to the financial statements are considered necessary in this regard.

(e) Contemporanea Eventi matter

The Company entered into an agreement with Contemporanea Eventi SL, for the construction of a temporary building, namely an exhibition booth, in Barcelona, Spain during the MWC 2020 international exhibition, which was cancelled due to the covid19 pandemic, Contemporanea Eventi, filed suit in Dubai court demanding payment of the balance amount Rs. 125.00 (€154,826.18) as per the agreement. The Company has filed an appeal against the claim for payment of the balance amount for which order is passed against the company. Pursuant to this, payment made is written off and charged to the statement of profit and loss for the year ended 31-03-2023.

Note 43

Segment Reporting

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

The management has assessed the identification of reportable segments in accordance with the requirements of Ind AS 108 'Operating Segment' and believes that the Group has only one reportable segment namely "CPaaS service provider".

Geography-wise details of the Group's revenues from external customers and its non-current assets (other than financial instruments, investments accounted for using the equity method, deferred tax assets and post-employment benefit assets) are given below:

(i) Analysis of Group's revenues based on the location of the customers:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
India	2,29,843.88	2,19,061.39
Rest of the world	1,05,611.61	1,01,535.94
Total	3,35,455.49	3,20,597.33

(ii) Analysis of Group's non-current assets (property, plant and equipment, right-of-use assets, capital work-in-progress, goodwill, intangible assets and intangible assets under development, other non-current assets and other non-current financial assets) based on the location of the assets:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
India	62,386.74	39,913.22
Rest of the world	268.81	307.71
Total	62,655.54	40,220.93

Note 44

Revenue from operations

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

(a) Revenue recognised from customer contracts

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue recognised from customer contracts	3,35,455.49	3,20,597.33
Less: Impairment losses recognised	-	-
Total Revenue	3,35,455.49	3,20,597.33

(b) Disaggregate revenue information

The Group disaggregates the revenue from customers by types of services rendered geographically which is A2P SMS Services. The Company believe that this disaggregation best depicts how the nature, amount, timing and uncertainty of the revenues and cash flows are affected by industry, market and other economic factors.

Geographic revenue

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Overseas	1,05,611.61	1,01,535.94
India	2,29,843.88	2,19,061.39
Total Revenue	3,35,455.49	3,20,597.33

(c) Movement in expected credit loss during the year

Particulars	Contract Asset	
	March 31, 2023	March 31, 2022
Opening balance (A)	998.46	1,036.71
Additional provision/(reversal) (net)	494.72	644.44
Write off as bad debts	-	(682.69)
Closing Balance (B)	1,493.18	998.46

(d) Contract balances

Following table covers the movement in contract balances during the year.

Particulars	Contract Asset	
	March 31, 2023	March 31, 2022
Opening balance (A)	38,625.14	25,489.47
Add/(Less): Revenue recognised during the year	3,35,455.49	3,20,597.33
Add/(Less): Progress Bills raised during the year (net of adjustments)	(3,32,917.75)	(3,07,461.66)
Closing Balance (B)	41,162.88	38,625.14

Contract liabilities as at March 31, 2023 and March 31, 2022 is Nil.

Note 45

Related Party Disclosure

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

A) List of Related Parties:

(i) Name of the Related Party	Country	Relationship with the Entity
Z-Axis Management Consultants and Strategic Advisors LLP	India	Entity in which Director is a Partner

(ii) Key Managerial Personnel

D. Uday Kumar Reddy - Founder Chairman and Managing Director

Aravind Viswanathan - Chief Financial Officer

Seshanuradha Chava - General Counsel and Company Secretary

(iii) Key Managerial Personnel of Subsidiaries

Deepak Goyal - Executive director in Tanla Platforms Limited and Karix Mobile Private Limited

Krishna Kishore Annapureddy - Director in Gamooga Softtech Private Limited

Aravind Viswanathan - Director in Tanla Digital Labs Private Limited (w.e.f 20-01-2023)

Aravind Viswanathan - Director in Tanla Digital (India) Private Limited (w.e.f 13-03-2023)

(iv) Other Directors with whom the group companies have transactions

Dr. A.G. Ravindranath Reddy - Independent director (Resigned w.e.f 08-09-2022)

Sanjay Baweja - Independent director (Resigned w.e.f 26-08-2022)

Sanjay Kapoor - Independent director in Tanla Platforms Limited

Amrita Gangotra - Independent director in Tanla Platforms Limited

Rohit Bhasin - Independent director in Tanla Platforms Limited

Rahul Khanna - Independent director in Tanla Platforms Limited

B) Related party transactions for the year ended March 31, 2023:

Nature of Transactions Particulars	Transactions Dr/ (Cr)		Balance Outstanding Dr/(Cr)	
	For the year ended March 31, 2023	For the year ended March 31, 2022	As at March 31, 2023	As at March 31, 2022
Z-Axis Management Consultants and Strategic Advisors LLP				
Professional services received	87.10	216.00	-	-

C) Transactions with key management personnel

Particulars	Transactions Dr/(Cr)		Balance Outstanding Dr/(Cr)	
	For the year ended March 31, 2023	For the year ended March 31, 2022	As at March 31, 2023	As at March 31, 2022
Salaries and other employee benefits to KMP	1,060.54	1,006.76	-	-
Other benefits to non-executive directors	107.00	150.00	-	-
Share based payments	491.01	441.77	-	-
Total	1,658.55	1,598.53	-	-

Note 46

Earnings Per Share (EPS)

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

Basic earnings per share is calculated by dividing the profit/(loss) for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit/(loss) attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit after tax (including prior period tax)	44,764.86	53,927.91
Basic:		
Number of equity shares at the beginning of the year	13,57,45,523	13,60,36,450
Add: Issue of equity shares	71,500	4,14,750
Less: Buyback of equity shares	(14,16,666)	(7,05,677)
Number of equity shares at the end of the year	13,44,00,357	13,57,45,523
Weighted average number of equity shares	13,44,33,437	13,56,00,998
Basic earnings per share	33.05	39.77
Diluted:		
Effect of potential equity shares on RSUs outstanding	68,018	85,934
Weighted average number of equity shares for computation of Diluted EPS	13,45,01,455	13,56,86,931
Diluted earnings per share	33.04	39.74

Note 47

Additional Disclosure as required under paragraph 2 of General Instructions for the preparation of Consolidated Financial Statements' of the schedule III of the Act.

(All amounts are in INR Lakhs, except for share data and where otherwise stated)

FY 2022-23

Particulars	Net Assets i.e., total assets minus total liabilities		Share in Profit or loss for the year ended March 31, 2023		Share in other comprehensive income for the year ended March 31, 2023		Share in Total Comprehensive Income for the year ended March 31, 2023	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
Parent Company								
Tanla Platforms Limited	37.39%	56,734.28	38.71%	17,328.48	-13.13%	(263.11)	36.49%	17,065.37
Foreign Subsidiaries								
Tanla Mobile Asia Pacific Pte Ltd., Singapore	9.08%	13,774.70	1.72%	770.00	0.00%	-	1.65%	770.00
Tanla Digital Labs Dubai FZ LLC	6.05%	9,179.06	16.99%	7,605.15	0.00%	-	16.26%	7,605.15
Tanla Digital Labs UK Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Indian Subsidiaries								
Karix Mobile Private Limited	57.24%	86,863.16	52.07%	23,307.30	7.69%	153.98	50.17%	23,461.28
Tanla Digital Labs Private Limited	8.56%	12,993.45	16.99%	7,605.15	-0.30%	(6.10)	16.25%	7,599.05
Gamooga Sofitech Private Limited	0.81%	1,230.72	1.22%	545.16	1.28%	25.64	1.22%	570.80
Tanla Digital (India) Private Limited	1.08%	1,631.42	3.57%	1,597.12	0.00%	-	3.41%	1,597.12
Tanla Foundation	0.03%	38.02	0.08%	37.78	0.00%	-	0.08%	37.78
Total	120.23%	1,82,444.81	131.34%	58,796.14	-4.47%	(89.59)	125.53%	58,706.56
Consolidation Adjustments	-20.23%	(30,695.46)	31.34%	14,031.28	104.47%	2,092.83	-25.53%	(11,938.45)
Net Amount	100.00%	1,51,749.35	162.69%	44,764.86	100.00%	2,003.24	100.00%	46,768.10

FY 2021-22

Particulars	Net Assets i.e., total assets minus total liabilities		Share in Profit or loss for the year ended March 31, 2022		Share in other comprehensive income for the year ended March 31, 2022		Share in Total Comprehensive Income for the year ended March 31, 2022	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
Parent Company								
Tanla Platforms Limited	51.73%	70,040.32	22.01%	11,868.24	6.80%	46.79	21.82%	11,915.03
Foreign Subsidiary								
Tanla Mobile Asia Pacific Pte Ltd., Singapore	15.94%	21,578.60	18.75%	10,110.68	0.00%	-	18.51%	10,110.68
Indian Subsidiaries								
Karix Mobile Private Limited	46.82%	63,401.90	42.67%	23,011.39	6.14%	42.23	42.21%	23,053.62
Tanla Digital Labs Private Limited	3.97%	5,369.18	11.21%	6,047.25	3.28%	22.55	11.11%	6,069.80
Gamooga Softech Private Limited	0.49%	659.94	-0.01%	(4.19)	2.35%	16.19	0.02%	12.00
Capitalisri Investments Private Limited	0.02%	22.23	-0.01%	(3.15)	0.00%	-	-0.01%	(3.15)
Tanla Digital (India) Private Limited	0.02%	25.99	0.05%	24.99	0.00%	-	0.05%	24.99
Tanla Foundation	0.00%	0.24	0.00%	(0.76)	0.00%	-	0.00%	(0.76)
Tanla Digital Labs FZ LLC	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total	118.98%	1,61,098.40	94.67%	51,054.45	18.57%	127.76	93.71%	51,182.21
Consolidation Adjustments	-18.98%	(25,694.03)	5.3%	2,873.46	81.43%	560.14	6.29%	3,433.60
Net Amount	100.00%	1,35,404.37	100.00%	53,927.91	100.00%	687.90	100.00%	54,615.81

Note 48

Ratios

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% of Variance	Reason for variance
(a) Current ratio	Current assets	Current liabilities	2.12	1.90	11.25%	NA
(b) Debt-equity ratio	Total debt*	Shareholders equity	NA	NA	NA	NA
(c) Debt Service Coverage ratio	"Net profit after taxes+ Non-cash operating expenses +finance cost"	Interest payments + Principal repayments	NA	NA	NA	NA
(d) Return on equity ratio	Net profits after taxes	Average shareholders equity	31.18%	48.00%	-35.04%	Decrease in return on equity is due to decrease in Net profit for FY 2022-23 by 17% when compared to FY 2021-22
(e) Trade receivables turnover ratio	Net sales	Average trade and unbilled receivables	5.94	4.70	26.29%	Debtors turnover ratio is reduced by 2 days when compared to FY 2021-22
(f) Trade payables turnover ratio	Cost of services + connectivity expenses + other expenses + Employee benefit expenses	Average Trade Payables and other payables towards cost of services	3.14	3.16	-0.45%	NA
(g) Net capital turnover ratio	Net sales	Working capital=Current assets-Current liabilities	3.66	3.59	2.08%	NA
(h) Net profit ratio	Net profit after taxes	Net sales	13.34%	16.82%	-20.67%	NA
(i) Return on capital employed	Earnings before interest and taxes	Capital employed=Total equity	38.74%	51.71%	-25.07%	Decrease due to decrease in Net profit for FY 2022-23 by 17% when compared to FY 2021-22
(j) Return on investment	Interest income	Average fixed deposits	4.4%	3.26%	1.14%	NA

* Lease liabilities are excluded from the definition of Debt

**wherever variance is less than 25% reasons not require to be provided

Note 49

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

Note 50

Other Statutory information

- i. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii. The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013.
- iii. The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v. The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- vi. The Group has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii. The Group has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."
- viii. The Group 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).
- ix. The Company has been sanctioned working capital limits from Banks on the basis of security of current assets. Quarterly returns / statements are filed with such Banks are in agreement with the books of accounts.

Note 51

Other Statutory information

Previous year figures have been reclassified/regrouped wherever necessary to correspond with the current year's classification/disclosures.

As per our report of even date attached

For M S K A & Associates
Chartered Accountants

Firm Registration No. 105047W

Sd/-

Amit Kumar Agarwal

Partner

Membership No. 214198

Hyderabad

April 26, 2023

For and on behalf of the Board of Directors of
Tanla Platforms Limited

CIN: L72200TG1995PLC021262

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO

DIN : 00003382

Sd/-

Aravind Viswanathan

Chief Financial Officer

Sd/-

Seshanuradha Chava

General Counsel and
Company Secretary

Membership No. 15519

A modern office interior featuring a long wooden table in the foreground. A large, spherical, woven pendant light hangs from the ceiling. In the background, there are more woven pendant lights of various sizes and shapes, and a person is seated at a table. The ceiling has exposed wooden beams and ductwork. Large windows are visible in the distance.

Notice of AGM

NOTICE OF THE 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting (AGM) of the Members of Tanla Platforms Limited ("the Company") will be held on Wednesday, September 06, 2023 at 5.00 PM IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.

2. To declare Final Dividend

To declare a final dividend of Rs. 4/- per equity share of Re.1/- each for the financial year ended March 31, 2023.

3. To appoint a Director liable to retire by rotation

Mr. D. Uday Kumar Reddy (DIN: 00003382), who retires by rotation and being eligible, offers himself for re-appointment and in this connection to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. D. Uday Kumar Reddy (DIN: 00003382) as Director, to the extent that he is required to retire by rotation and continue as an Whole time Director and Chief Executive Officer designated as Executive Chairman and Chief Executive Officer of the Company as per the approval accorded by the Members at the 23rd Annual General Meeting of the Company held on September 30, 2019 and as revised/amended from time to time."

SPECIAL BUSINESS:

4. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT, pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or reenactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 1000 Crores (Rupees One Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Date: August 04, 2023
Place: Hyderabad

Registered Office:
Tanla Platforms Limited
Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.
CIN: L72200TG1995PLC021262
www.tanla.com

For and on behalf of the Board of Tanla Platforms Limited

Sd/-
Seshanuradha Chava
General Counsel & Company Secretary
M. No. - A15519

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, latest being the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad-500081.
2. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed to this notice.
3. **A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of the members of the Company are 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.**
4. Corporate members intending to authorise their representatives pursuant to Section 113 of the Act to participate in the Meeting and cast their votes through e-voting, are requested to send certified copy of the Board / governing body resolution / authorisation, etc. authorising their representatives to attend and vote on their behalf by email to mahadev.pcs@gmail.com and a copy be marked to evoting@kfintech.com.
5. Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015, the information about the Directors proposed to be appointed /re-appointed is appended as Annexure to the notice.
6. Relevant Date/Cut-off Date to vote on the resolutions set out to be passed at the 27th Annual General Meeting (the AGM) of the Company and the Record Date for the purpose of payment of final dividend for the FY'23, is Wednesday, August 30, 2023.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from August 31, 2023 to September 06, 2023 (inclusive of both days).
8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com. The forms for updating the same are available at <https://www.tanla.com/investors.html>.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website <https://www.tanla.com/investors.html> (under 'Investors' section). Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

10. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to investorhelp@tanla.com.
11. Non-Resident Indian Members are requested to inform KFintech, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members may note that the Board, at its meeting held on April 26, 2023, has recommended a final dividend of ₹4 per share. The record date for the purpose of final dividend for FY'23 is August 30, 2023. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before October 06, 2023 electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
13. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:
For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2023-24 does not exceed ₹5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them.

For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.

- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident FPI/FII, higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be emailed to investorhelp@tanla.com on or before September 06, 2023. No communication would be accepted from members after September 06, 2023 regarding tax-withholding matters.

TDS certificates in respect of tax deducted, if any, can be subsequently downloaded from the shareholder's portal. Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

14. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Tanla Platforms Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032. Email: einward.ris@kfintech.com.
15. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at investorhelp@tanla.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
16. In accordance with the provisions of the Circulars, the Notice of the Meeting / Annual Report is being sent through email only to members whose email IDs are registered with KFin and / or National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) and physical copies will not be sent.
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin. Requests can be sent by email to (einward.ris@kfintech.com) or by logging into <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>
 - Members are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, other documents in electronic form. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Kfin to enable servicing of notice, annual reports, other documents in electronic form.
 - Please note that as a valued member of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further the documents served through email are available on the website of the Company www.tanla.com and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

17. Members may also note that the Notice of the 27th AGM and the Annual Report for FY 2022-23 will also be available on the Company's website www.tanla.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin i.e., <https://evoting.kfintech.com>. For any communication, the shareholders may also send requests to the Company's email id: investorhelp@tanla.com.
18. In compliance with the applicable provisions of the Act read with the Circulars, the Meeting is being conducted through VC / OAVM. KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) (KFIN), the Company's Registrar and Transfer Agent, will provide the facility for voting through remote e-voting, participating at the Meeting through VC / OAVM and e-voting during the Meeting. Accordingly, the members can attend the Meeting through login credentials provided to them to connect to the VC / OAVM. The attendance of shareholders (members' logins) attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. Since the AGM is being held through VC/OAVM, the Route Map is not annexed in this Notice.
20. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
21. The Company has appointed Mr. Mahadev Tirunagari, Company Secretary in Practice (CP No. 7350), as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than forty eight hours after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the Company <https://www.tanla.com/> and on KFin's web link <https://evoting.kfintech.com>.

22. CUT-OFF DATE

- I. The cut-off/record date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is August 30, 2023 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off Date. A person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
- II. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as of the Cut-off Date may obtain the User ID and Password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MY-EPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399
 - Example for NSDL: MYEPWD<SPACE> IN12345612345678
 - Example for CDSL: MYEPWD<SPACE> 1402345612345678
 - Example for Physical: MYEPWD<SPACE> ____1234567890
 - If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

- Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
- Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

23. PROCEDURE FOR SPEAKER REGISTRATION:

- I. Members, holding shares as on the Cut-off Date and who would like to speak or express their views or ask questions during the Meeting may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from **September 04, 2023 (9:00 a.m. IST)** up to **September 04, 2023 (5.00 p.m. IST)**. Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.
- II. Alternatively, members holding shares as on the Cut-off Date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on **September 04, 2023**. The shareholders may also send their questions by email to investorhelp@tanla.com.
- III. Members who need assistance before or during the Meeting, relating to use of technology, can contact KFin at 1-800-309-4001 or write to KFin at evoting@kfintech.com.

24. REMOTE E-VOTING:

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means through e-voting services arranged by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). Remote e-voting is optional.
- II. **The remote e-voting period commences on September 03, 2023 (9:00 a.m. IST) up to September 05, 2023 (5.00 p.m. IST).** During this period, the members of the Company holding shares either in physical form or in demat form, as on the Cut-off Date, i.e. August 30, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions.
- III. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- IV. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
- V. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed instructions for remote e-voting are given below.
- VI. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.

25. JOINING THE MEETING THROUGH VC / OAVM:

- I. Members will be able to attend the Meeting through VC / OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'EVEN' for Company's Meeting.
- II. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.
- III. Members may join the Meeting through laptops, smartphones, tablets or ipads for better experience. Further, members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the web-cam to enable two-way video conferencing.

- IV. Facility of joining the Meeting through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the Meeting and shall be kept open throughout the Meeting. Members will be able to participate in the Meeting through VC / OAVM on a first-come-first-serve basis. Up to 1,000 shareholders will be able to join the Meeting on a first-come-first-serve basis.

Large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis.

Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat.

- V. Members are requested to attend and participate at the Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting. The facility of e-voting during the Meeting will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member casts votes by both modes, i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.
- VI. In case of any query and / or assistance required, relating to attending the Meeting through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Ganesh Chandra Patro, Assistant Vice President, KFin at the email ID evoting@kfintech.com on KFin's toll free No.: 1-800-309-4001 for any further clarifications / technical assistance that may be required.

26. INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE MEETING THROUGH VC / OAVM AND VOTING AT THE MEETING

The detailed instructions, process and manner for remote e-voting, joining the meeting through VC / OAVM and voting at the meeting are explained below:

- I. Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on company name, i.e. ‘TANLA PLATFORMS LIMITED’, or e-voting service provider, i.e. KFin. v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the Meeting. <p>B. Instructions for those Members who are not registered under- IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e. TANLA PLATFORMS LIMITED, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual members holding securities in demat mode with CDSL

A. Instructions for existing users who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility:

- i. Visit <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com
- ii. Click on New System MyEasi.
- iii. Login to MyEasi option under quick login.
- iv. Login with the registered user ID and password.
- v. Members will be able to view the e-voting Menu.
- vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.

B. Instructions for users who have not registered for Easi / Easiest

- i. Visit <https://web.cdslindia.com/myeasi/Registration/EasiRegistration> for registering.
- ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.
- iii. After successful registration, please follow the steps given in point no.1 above to cast your vote.

C. Alternatively, instructions for directly accessing the e-voting website of CDSL

- i. Visit www.cdslindia.com
 - ii. Provide demat Account Number and PAN
 - iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.
 - iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'TANLA PLATFORMS LIMITED' or select KFin.
 - v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
-

Individual members login through their demat accounts / Website of Depository Participant

A. Instructions for login through Demat Account / website of Depository Participant

- i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
 - ii. Once logged-in, members will be able to view e-voting option.
 - iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
 - iv. Click on options available against TANLA PLATFORMS LIMITED or KFin.
 - v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
-

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Securities held with NSDL

Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Securities held with CDSL

Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Method of login / access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participants(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participants(s),</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> i. Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) _____, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii. After entering these details appropriately, click on "LOGIN". iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the "EVEN" i.e., 'TANLA PLATFORMS LIMITED - AGM' and click on "Submit" vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the Notice separately. In case a member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

Members whose email IDs are not registered with the Company / Depository Participants(s)

B. Instructions for Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced

- i. Members, who have not registered their email address, thereby not being in receipt of the Notice of Meeting and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com.
- iii. Alternatively, members may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

III. Method / Access to join the Meeting on KFin system and to participate and vote thereat

Type of member	Login Method
<p>All shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting</p>	<p>A. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting:</p> <ol style="list-style-type: none"> i. Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company / KFin. ii. After logging in, click on the Video Conference tab and select the EVEN of the Company. iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above. iv. The procedure for e-voting during the Meeting is same as the procedure for remote e-voting since the Meeting is being held through VC / OAVM. v. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting. vi. E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.

EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with section 110 of the Companies Act, 2013

Item No. 4

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited financial statements of the Company as on March 31, 2023, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 319.49 Crore while one hundred per cent of its free reserves and securities premium account amounts to Rs. 519.04 Crore. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs. 519.04 Crore.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

The Directors recommend the Special Resolution as set out in Item No. 4 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Date: August 04, 2023
Place: Hyderabad
Registered Office:
Tanla Platforms Limited
Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.
CIN: L72200TG1995PLC021262
www.tanla.com

For and on behalf of the Board of Tanla Platforms Limited
Sd/-
Seshanuradha Chava
General Counsel & Company Secretary
M. No. - A15519

Annexure

Additional Information

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of the Director	D. Uday Kumar Reddy
Designation/ Category of Directorship	Executive Chairman & CEO
Age	56 years
Date of first appointment on the Board	27-11-1999
Terms and Conditions of appointment / re-appointment	The terms and conditions of the original appointment approved at the 23rd Annual General Meeting of the Company dated 30 September 2019 remain unchanged and shall be applicable to the re-appointment for the remaining period.
Qualification, Experience & Expertise	The Founder of Tanla Platforms Limited, he is the Chairman and Chief Executive Officer of the Company. An entrepreneur in spirit, he spearheads the company as the chief architect of growth, making Tanla one of the largest publicly traded Cloud Communications Company. Tanla flourishes under his business acumen and has turned into one of the successful cloud communication companies in India, with a global presence. Uday is an active member of the M&A community, actively participating in discussions and talks on M&A opportunities and alliances. He holds MBA degree from the Manchester Business School, UK.
Directorship in other Companies	<ol style="list-style-type: none"> 1. Karix Mobile Private Limited 2. Tanla Digital Labs Private Limited 3. Tanla Digital (India) Private Limited 4. Tanla Foundation 5. Aparna Mansions Private Limited 6. Aparna Colonizers Private Limited 7. G & J Builders Private Limited 8. Timberland Properties Private Limited 9. Aparna Realty Projects Private Limited 10. Blue Green Technologies Private Limited 11. Mobile Techsol Private Limited 12. Veda Matha Technologies Private Limited

Name of the Company	Name of the Committee	Position held (Chairman/ Member)
Karix Mobile Pvt. Ltd.	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
Tanla Digital Labs Pvt. Ltd	Audit Committee	Member
	Corporate Social Responsibility Committee	Member

Name of listed entities from which the person has resigned in the past three years

NIL

Number of Shares held in the Company including shareholding as a beneficial owner.

29239225 equity shares

Disclosure of Inter-se relationship between Directors and KMP's.

Nil

Details of Remuneration sought to be paid and the remuneration last drawn by such person.

As per the terms and condition of remuneration approved by the Shareholder at AGM held on August 26, 2022

Number of Board meetings attended during the year.

7/7



Corporate Information

Board of Directors

D.Uday Kumar Reddy

Founder Chairman and CEO

Amrita Gangotra

Independent Director

Sanjay Kapoor

Non-Executive Director

Rohit Bhasin

Lead Independent Director

Rahul Khanna

Independent Director

Deepak Satyaprakash Goyal

Executive Director

Committees of the Board

Audit Committee

Rahul Khanna

Chairperson

D.Uday Kumar Reddy

Member

Rohit Bhasin

Member

Amrita Gangotra

Member

Corporate Social Responsibility Committee(ESG Council)

Rahul Khanna

Chairperson

D.Uday Kumar Reddy

Member

Sanjay Kapoor

Member

Rohit Bhasin

Member

Stakeholders Relationship Committee

Sanjay Kapoor

Chairperson

Amrita Gangotra

Member

Rahul Khanna

Member

Rohit Bhasin

Member

Nomination and Remuneration Committee

Rohit Bhasin

Chairperson

Amrita Gangotra

Member

Rahul Khanna

Member

Sanjay Kapoor

Member

Risk Management Committee

Amrita Gangotra

Chairperson

Rohit Bhasin

Member

Sanjay Kapoor

Member

Deepak Satyaprakash Goyal

Member

Sunil Bajpai

Member and Chief Trust Officer

Key Managerial Personnel

Aravind Viswanathan

Chief Financial Officer

Seshanurdha Chava

General Counsel and Company Secretary

Auditors

Statutory Auditors

M/S. M S K A & Associates,

Chartered Accountants

1101/B, Manjeera Trinity Corporate,
JNTU- Hitech City Road, Kukatapally,
Telangana State, Hyderabad- 500 071, India.
www.mska.in

Internal Auditors

Deloitte Touche Tohmatsu India LLP

KRB Towers, Plot no1 to 4 & 4A,
1st, 2nd & 3rd Floor, Jubilee Enclave,
Madhapur, Hyderabad- 500 081, Telangana, India.
www.deloitte.com

Stock Exchanges where Company's Securities are listed:

National Stock Exchange BSE Limited

Registered Office Address

Tanla Technology Center,
Hi-Tech City Road, Madhapur,
Hyderabad- 500 081,
Telangana India
www.tanla.com
investorhelp@tanla.com
Phone: + 91-40-40099999,
Fax:+91-40-23122999
CIN: L72200TG1995PLC021262

Secretarial Auditors

Mahadev Tirunagari

Practicing Company Secretary
Sri Ventakeswara Nilayam, Plot No-10, II Floor,
Krishnapuram, Road No-10, Banjara Hills
Hyderabad- 500 034, Telangana, India.

GST Consultants

M/S. BDO India LLP INDIA

Chartered Accountants
1101/B, Manjeera Trinity Corporate,
JNTU-Hitech City Road, Kukatapally,
Telangana State, Hyderabad- 500 071, India.
www.bdo.in



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