

Price Waterhouse & Co Chartered Accountants LLP

Independent Auditor's Report To the Members of TQ Cert Services Private Limited Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of TQ Cert Services Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. 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 financial statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

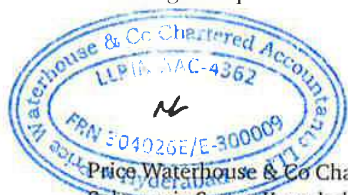
Other Information

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

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.



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Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)

Price Waterhouse & Co Chartered Accountants LLP

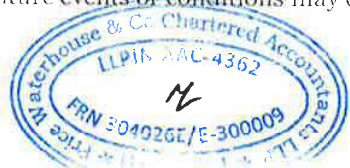
Independent Auditor's Report
To the Members of TQ Cert Services Private Limited
Report on Audit of the Financial Statements

Responsibilities of management and those charged with governance for the financial statements

5. 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 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 Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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



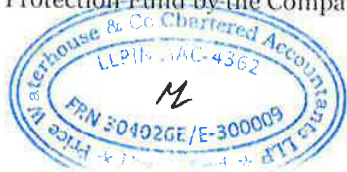
Price Waterhouse & Co Chartered Accountants LLP

Independent Auditor's Report
To the Members of TQ Cert Services Private Limited
Report on Audit of the Financial Statements

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other legal and regulatory requirements

11. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. 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, except that the backup of certain books of accounts and other books and papers maintained in electronic mode has not been maintained on a daily basis on servers physically located in India during the year and the matters stated in paragraph 12(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules").
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 12(b) above on reporting under Section 143(3)(b) and paragraph 12(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
 - (g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company was not required to recognise a provision as at March 31, 2025 under the applicable law or Indian Accounting Standards, as it does not have any material foreseeable losses on long-term contract including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.



Price Waterhouse & Co Chartered Accountants LLP

Independent Auditor's Report
To the Members of TQ Cert Services Private Limited
Report on Audit of the Financial Statements

- iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 36.5 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 36.6 to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The interim dividend declared and paid by the Company during the year is in compliance with Section 123 of the Act.
- vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except that the audit log of modification does not contain pre-modified values for the changes made by certain users with specific access and the audit trail is not maintained for direct database changes. During the course of performing our procedures, other than the aforesaid instances of audit trail not maintained where the question of our commenting does not arise, we did not notice any instance of audit trail feature being tampered with, or not preserved by the Company as per the statutory requirements for record retention.
- Further, the Company has also used payroll accounting software for maintaining its books of account and in the absence of SOC report for the period April 01, 2024 to March 31, 2025, we are unable to comment whether the audit trail feature of the aforesaid software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there was any instance of the audit trail feature been tampered with, or preserved by the Company as per the statutory requirements for record retention.
13. The Company has not paid any remuneration to its directors during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable to the Company.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



Manikanta Manoj B V
Partner
Membership Number: 229830
UDIN: 25229830BMUMRI9724

Place: Hyderabad
Date: April 28, 2025

Price Waterhouse & Co Chartered Accountants LLP

Annexure A to Independent Auditor's Report

Referred to in paragraph 12(g) of the Independent Auditor's Report of even date to the members of TQ Cert Services Private Limited on the financial statements as of and for the year ended March 31, 2025

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

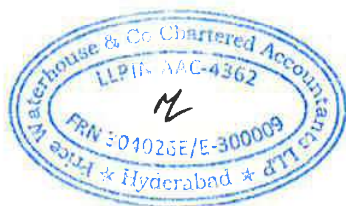
1. We have audited the internal financial controls with reference to financial statements of TQ Cert Services Private Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of 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.

Auditor's Responsibility

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



Price Waterhouse & Co Chartered Accountants LLP

Annexure A to Independent Auditor's Report

Referred to in paragraph 12(g) of the Independent Auditor's Report of even date to the members of TQ Cert Services Private Limited on the financial statements as of and for the year ended March 31, 2025

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

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

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



Manikanta Manoj B V
Partner

Membership Number: 229830
UDIN: 25229830BMUMR19724

Place: Hyderabad
Date: April 28, 2025

Price Waterhouse & Co Chartered Accountants LLP

Annexure B to Independent Auditor's Report

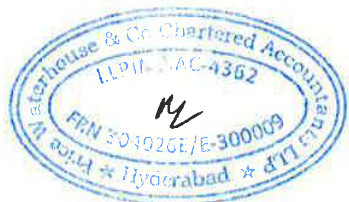
Referred to in paragraph 11 of the Independent Auditor's Report of even date to the members of TQ Cert Services Private Limited on the financial statements as of and for the year ended March 31, 2025

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

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The Company does not own any immovable properties (Refer Note 4 to the financial statements). Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets) and Intangible Assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or Intangible Assets does not arise.
- (e) No proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the financial statements does not arise.
- ii. (a) The Company is in the business of rendering services and, consequently, does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. The Company has not made any investments, granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.
- iv. In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the investments made by it.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under.



Price Waterhouse & Co Chartered Accountants LLP

Annexure B to Independent Auditor's Report

Referred to in paragraph 11 of the Independent Auditor's Report of even date to the members of TQ Cert Services Private Limited on the financial statements for the year ended March 31, 2025

- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products and services of the Company. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) In our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues, as applicable, with the appropriate authorities.
 - (b) There are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
 - (b) 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) The Company has not obtained any term loans during the year ended March 31, 2025 and there was no unutilized balance of term loan obtained in earlier years as on April 01, 2024. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
 - (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not raised funds on short-term basis. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.
 - (e) On an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (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, joint ventures or associate companies.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
 - (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.



Price Waterhouse & Co Chartered Accountants LLP

Annexure B to Independent Auditor's Report

Referred to in paragraph 11 of the Independent Auditor's Report of even date to the members of TQ Cert Services Private Limited on the financial statements for the year ended March 31, 2025

- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act and, accordingly, to this extent, the reporting under clause 3(xiii) of the Order is not applicable to the Company.
- xiv. (a) The internal audit of the Company is covered under the group internal audit pursuant to which an internal audit is carried out every year. In our opinion, the Company's internal audit system is commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) has six CICs as part of the Group as detailed in Note 36.3 to the financial statements.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.



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Annexure B to Independent Auditor's Report

Referred to in paragraph 11 of the Independent Auditor's Report of even date to the members of TQ Cert Services Private Limited on the financial statements for the year ended March 31, 2025

- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios (also refer note 35 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the 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 the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



Manikanta Manoj B V
Partner

Membership Number: 229830
UDIN: 25229830BMUMRI9724

Place: Hyderabad
Date: April 28, 2025

TQ Cert Services Private Limited
Balance Sheet as at March 31, 2025
 All amounts are in ₹ Lakhs unless otherwise stated

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|----------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| (A) Property, plant and equipment | 4 | 254.29 | 164.58 |
| (B) Right-of-use assets | 5(a) | 116.94 | 57.31 |
| (C) Intangible assets | 5(b) | - | - |
| (D) Financial assets | | | |
| (i) Investments | 6 | 6,380.37 | 6,380.37 |
| (ii) Other financial assets | 7 | 267.72 | 94.99 |
| (E) Deferred tax assets (net) | 8 | 103.99 | - |
| (F) Non-current tax assets (net) | 9 | 266.18 | 35.50 |
| Total non-current assets | | 7,389.49 | 6,732.75 |
| Current assets | | | |
| (A) Financial assets | | | |
| (i) Trade receivables | 10 | 8,911.74 | 8,699.02 |
| (ii) Cash and cash equivalents | 11 | 2,226.18 | 1,274.76 |
| (iii) Bank balances other than (ii) above | 11 | 26.58 | 248.88 |
| (iv) Other financial assets | 7 | 3,327.32 | 2,845.40 |
| (B) Other current assets | 12 | 436.00 | 1,334.26 |
| Total current assets | | 14,927.82 | 14,402.32 |
| Total Assets | | 22,317.31 | 21,135.07 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (A) Equity share capital | 13 | 2,192.44 | 2,192.44 |
| (B) Other equity | 14 | 12,850.85 | 12,565.03 |
| Total equity | | 15,043.29 | 14,757.47 |
| Liabilities | | | |
| Non-current liabilities | | | |
| (A) Financial liabilities | | | |
| (i) Borrowings | 15 | 555.35 | 506.47 |
| (ii) Lease liabilities | 16 | 101.48 | 19.10 |
| (B) Provisions | 17 | - | 15.97 |
| (C) Deferred tax liabilities (net) | 8 | - | 36.57 |
| Total non-current liabilities | | 656.83 | 578.11 |
| Current liabilities | | | |
| (A) Financial liabilities | | | |
| (i) Trade payables | 18 | | |
| (a) total outstanding dues of micro and small enterprises | | 292.93 | 224.32 |
| (b) total outstanding dues other than (i) (a) above | | 4,912.43 | 3,900.07 |
| (ii) Lease liabilities | 16 | 19.68 | 53.46 |
| (iii) Other financial liabilities | 19 | - | 43.41 |
| (B) Provisions | 17 | 202.42 | 183.36 |
| (C) Current tax liabilities (net) | 9 | - | - |
| (D) Other current liabilities | 20 | 1,189.73 | 1,394.87 |
| Total current liabilities | | 6,617.19 | 5,799.49 |
| Total liabilities | | 7,274.02 | 6,377.60 |
| Total Equity and Liabilities | | 22,317.31 | 21,135.07 |

The above Balance Sheet should be read in conjunction with the accompanying notes
 This is the Balance Sheet referred to in our report of even date

For Price Waterhouse & Co Chartered Accountants LLP
 Firm Registration Number : 304026E/E-300009

Manoj
Manikanta Manoj BV
 Partner
 Membership Number : 229830

Place: Hyderabad
 Date: April 28, 2025

For and on behalf of the Board of Directors

[Signature]
Winayak Ratnakar Pai
 Director
 DIN: 03637894

Place: Mumbai
 Date: April 28, 2025

[Signature]
Rajiv Vasudevan Menon
 Additional Director
 DIN: 06875028

Place: Mumbai
 Date: April 28, 2025

[Signature]
Sridhar Parameswaran
 Chief Executive Officer

Place: Hyderabad
 Date: April 28, 2025

[Signature]
Devi Narain
 Chief Financial Officer

Place: Hyderabad
 Date: April 28, 2025

[Signature]
Govind Mukund Mane
 Company Secretary

Place: Mumbai
 Date: April 28, 2025




TQ Cert Services Private Limited
Statement of Profit and Loss for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

| Particulars | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|----------|--------------------------------------|--------------------------------------|
| I Revenue from operations | 21 | 28,736.83 | 24,731.43 |
| II Other income | 22 | 122.16 | 112.42 |
| III Total Income (I + II) | | 28,858.99 | 24,843.85 |
| IV Expenses | | | |
| (a) Contract execution expenses | 23 | 18,553.24 | 17,823.90 |
| (b) Employee benefits expense | 24 | 3,295.52 | 3,434.04 |
| (c) Finance costs | 25 | 69.13 | 22.70 |
| (d) Depreciation and amortisation expense | 26 | 124.88 | 98.72 |
| (e) Other expenses | 27 | 4,278.34 | 3,588.62 |
| Total expenses (IV) | | 26,321.11 | 24,967.98 |
| V Profit/(Loss) before tax (III - IV) | | 2,537.88 | (124.13) |
| VI Tax expense | 28 | | |
| (a) Current tax expense | | 778.12 | 131.09 |
| (b) Deferred tax credit | | (136.91) | (82.79) |
| Total tax expense (VI) | | 641.21 | 48.30 |
| VII Profit/(Loss) for the year (V-VI) | | 1,896.67 | (172.43) |
| VIII Other comprehensive income | | | |
| Items that will not be reclassified subsequently to the statement of profit and loss | | | |
| - Re-measurements of the defined benefit plans | | (14.50) | (32.63) |
| - Deferred tax relating to these Items | | (3.65) | 0.17 |
| Total other comprehensive income for the year, net of tax (VIII) | | (10.85) | (32.80) |
| IX Total comprehensive income for the year (VII + VIII) | | 1,885.82 | (205.23) |
| Earnings per equity share (of ₹ 10 each) | 31 | | |
| Basic & Diluted (₹) | | 8.65 | (2.55) |

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes
This is the Statement of Profit and Loss referred to in our report of even date

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number : 304026E/E-300009


Manikanta Manoj BV
Partner
Membership Number : 229830

Place: Hyderabad
Date: April 28, 2025

For and on behalf of the Board of Directors


Vinayak Ratnakar Pai
Director
DIN: 03637894

Place: Mumbai
Date: April 28, 2025


Rajiv Vasudevan Menon
Additional Director
DIN: 06875028

Place: Mumbai
Date: April 28, 2025



Sridhar Parameswaran
Chief Executive Officer

Place: Hyderabad
Date: April 28, 2025



Dellin Harish
Chief Financial Officer

Place: Hyderabad
Date: April 28, 2025



Govind Mukund Mane
Company Secretary

Place: Mumbai
Date: April 28, 2025



TQ Cert Services Private Limited
Statement of Cash Flows for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| Cash flows from operating activities | | |
| Profit/(Loss) before tax for the year | | |
| Adjustments for: | 2,537.88 | (124.13) |
| Interest expense on Debentures | | |
| Interest expense on Lease Liabilities | 49.40 | 7.12 |
| Interest expense on payables due to micro and small enterprises | 8.28 | 7.87 |
| Interest income recognised in the Statement of Profit and Loss | 11.45 | 7.71 |
| Depreciation of property, plant and equipment (refer note 4) | (18.74) | (22.56) |
| Depreciation of Right-of-use assets (refer note 5(a)) | 90.39 | 55.73 |
| Interest income from statutory authorities | 34.49 | 42.99 |
| Expected credit loss allowance (net of reversals) | (11.99) | (2.08) |
| Advances written off | 652.47 | 659.99 |
| Net foreign exchange (gain)/loss - unrealised | 130.43 | - |
| Loss on disposal of property, plant & equipment | (39.27) | (14.69) |
| Adjustment due to reduction in net assets of division | 6.07 | - |
| Gain recognised on modification of Leases | - | (800.52) |
| | (11.63) | - |
| | 3,439.23 | (182.57) |
| Movements in working capital | | |
| Increase in trade receivables | | (2,315.11) |
| Decrease/(Increase) in other financial assets | (823.36) | 2,792.22 |
| Decrease/(Increase) in other current assets | (667.14) | (634.32) |
| Increase in trade payables | 898.26 | 880.76 |
| Decrease in other financial liabilities | 939.09 | (34.52) |
| Increase/(Decrease) in provisions | (43.41) | 30.18 |
| Increase/(Decrease) in other current liabilities | (11.42) | (205.05) |
| | (205.05) | 718.72 |
| Cash generated in operations | | |
| Income taxes paid | 3,526.20 | 1,255.36 |
| | (996.80) | (180.19) |
| Net cash generated from operating activities | 2,529.40 | 1,075.17 |
| Cash flows from investing activities | | |
| Interest received | | 9.15 |
| Purchase of property, plant, equipment and intangible assets | 28.67 | (127.04) |
| Proceeds from sale of property, plant and equipment | (186.17) | 1.06 |
| Payment towards acquisition of business division (refer note 34) | - | (6,432.16) |
| (Increase)/decrease in other bank balances | - | (248.88) |
| Investments made towards acquisition of subsidiaries | 222.30 | (6,380.37) |
| | - | |
| Net cash generated/(used) in investing activities | 64.80 | (13,178.24) |
| Cash flows from financing activities | | |
| Proceeds from issue of shares (including securities premium) | | 11,712.55 |
| Proceeds from borrowings | | 1,100.00 |
| Payment of lease liabilities | (42.78) | (54.58) |
| Dividend paid | (1,600.00) | (321.82) |
| Net cash generated from/(used in) financing activities | (1,642.78) | 12,436.15 |
| Net Increase/(decrease) in cash and cash equivalents | 951.42 | 333.08 |
| Cash and cash equivalents at the beginning of the year (Refer note 11) | 1,274.76 | 941.68 |
| Cash and cash equivalents at the end of the year (Refer note 11) | 2,226.18 | 1,274.76 |

This is the Statement of Cash Flows referred to in our report of even date

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number : 304026E/E-300009

Manoj

Manikanta Manoj B V
Partner
Membership Number : 229830

Place: Hyderabad
Date: April 28, 2025

For and on behalf of the Board of Directors

Vinayak Ratnakar Pai *Rajiv Vasudevan Menon*

Vinayak Ratnakar Pai
Director
DIN: 03637894

Rajiv Vasudevan Menon
Additional Director
DIN: 06875028

Place: Mumbai
Date: April 28, 2025

Place: Mumbai
Date: April 28, 2025

Sridhar Parameswaran

Sridhar Parameswaran
Chief Executive Officer

Place: Hyderabad
Date: April 28, 2025

Della Harish

Della Harish
Chief Financial Officer

Place: Hyderabad
Date: April 28, 2025

Govind Mukund Mane

Govind Mukund Mane
Company Secretary

Place: Mumbai
Date: April 28, 2025



TQ Cert Services Private Limited
Statement of Changes In Equity for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

A. Equity share capital

(1) Balance as at March 31, 2025

| Balance as at April 01, 2024 | Changes in equity share capital during the current year | Balance as at March 31, 2025 |
|------------------------------|---|------------------------------|
| 2,192.44 | - | 2,192.44 |

(2) Balance as at March 31, 2024

| Balance as at April 01, 2023 | Changes in equity share capital during the current year | Balance as at March 31, 2024 |
|------------------------------|---|------------------------------|
| 163.86 | 2,028.58 | 2,192.44 |

B. Other equity

(1) Balance as at March 31, 2025

| Particulars | Reserves and Surplus | | | Equity component of compound financial Instruments | Total |
|---|----------------------|-----------------|-------------------|--|------------------|
| | Securities premium | Capital reserve | Retained earnings | | |
| Balance as at April 01, 2024 | 9,683.97 | 2,881.08 | (448.97) | 448.95 | 12,565.03 |
| Profit for the year | - | - | 1,896.67 | - | 1,896.67 |
| Payment of dividend on equity shares | - | - | (1,600.00) | - | (1,600.00) |
| Other comprehensive income for the year | - | - | (10.85) | - | (10.85) |
| Balance as at March 31, 2025 | 9,683.97 | 2,881.08 | (163.15) | 448.95 | 12,850.85 |

(2) Balance as at March 31, 2024

| Particulars | Reserves and Surplus | | | Equity component of compound financial Instruments | Total |
|---|----------------------|-----------------|-------------------|--|------------------|
| | Securities premium | Capital reserve | Retained earnings | | |
| Balance as at April 01, 2023 | - | 3,681.60 | 78.08 | - | 3,759.68 |
| Loss for the year | - | - | (172.43) | - | (172.43) |
| Payment of dividend on equity shares | - | - | (321.82) | - | (321.82) |
| Other comprehensive income for the year | - | - | (32.80) | - | (32.80) |
| Premium received on rights issue | 9,683.97 | - | - | - | 9,683.97 |
| Equity portion of compound financial instruments issued during the year | - | - | - | 599.94 | 599.94 |
| Adjustment due to difference in net assets from the acquisition date of 01 January, 2024 and accounting date as per Ind AS 103 (refer note 34(d)) | - | (800.52) | - | - | (800.52) |
| Deferred tax liability on Equity component of Compound financial instrument issued during the year | - | - | - | (150.99) | (150.99) |
| Balance as at March 31, 2024 | 9,683.97 | 2,881.08 | (448.97) | 448.95 | 12,565.03 |

(1) Retained earnings as at March 31, 2025 includes other comprehensive income - remeasurement of defined benefit plans, net of tax of ₹ 34.33 (March 31, 2024: ₹ 45.18).

(ii) This is the Statement of Changes In Equity referred to in our report of even date

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number : 304026E/E-300009

For and on behalf of the Board of Directors



Manikanta Manoj B V
Partner
Membership Number : 229830

Place: Hyderabad
Date: April 28, 2025



Vinayak Ratnakar Pal
Director
DIN: 03637894

Place: Mumbai
Date: April 28, 2025



Rajiv Vasudevan Mendon
Additional Director
DIN: 06875028

Place: Mumbai
Date: April 28, 2025



Sridhar Parameswaran
Chief Executive Officer

Place: Hyderabad
Date: April 26, 2025



Dellip Hrish
Chief Financial Officer

Place: Hyderabad
Date: April 28, 2025



Govind Mukund Mane
Company Secretary

Place: Mumbai
Date: April 28, 2025



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

1. General Information:

TQ Cert Services Private Limited is a Private Limited Company incorporated in India on February 18, 2003. The address of its registered office is Room no 3, Fourth Floor, Mithona Towers 11-7-80 to 87, Prender ghaat Road, Hyderabad, Secunderabad, Telangana, India- 500003. The company is in the business of providing quality inspection services and certification services to customers.

New and amended standards adopted by the Company

The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 1 April 2024:

- Insurance contracts - Ind AS 117; and
- Lease Liability in Sale and Leaseback – Amendments to Ind AS 116

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2. Summary of Material Accounting Policies:

2.1 Statement of Compliance The financial statements comply in all material aspects with Indian Accounting Standard (Ind AS) notified under the Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

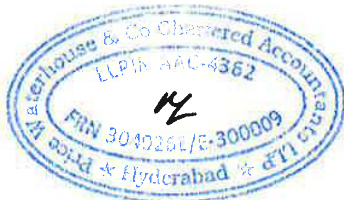
2.2 Basis of Preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities and defined benefit plans - plan assets that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use calculations as per Ind AS 36.

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

- Level 1 - The fair value of financial instruments traded in active markets and are based on quoted market prices at the end of the reporting period;
- Level 2 - The fair value of financial instruments that are not traded in an active market and are determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2; and
- Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

2.3 Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed.

Critical estimates and judgements

The areas involving critical estimates or judgements are:

- estimation of current tax expense and current tax payable – refer note 3.10
- estimation used for useful life of property, plant and equipment and intangible asset – refer note 3.3
- estimation of defined benefit obligation (net of plan assets) – refer note 2.5
- recognition of deferred tax assets – refer note 2.9 & 3.10
- expected credit loss - impairment of trade receivables – refer note 2.11

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.4 Revenue Recognition

(i) Income from services is recognised in the accounting period in which the services are rendered. In case of quality inspection services, the Company recognises revenue on satisfaction of performance obligation to its customer over a period of time. Revenue is recognised on the basis of time spent by the consultants who are deployed to the customers premises. The same is billed on a monthly basis. However, time spent by the consultants but not invoiced until the reporting date is recognised on accrual basis as unbilled revenue.

In case of certification services, the Company recognises revenue on satisfaction of performance obligation at a point of time i.e., on issuance of certification report to the customer as agreed as per the terms and conditions of the contract.

(ii) Other income:– Interest income is accrued on a time basis using the effective interest method by reference to the principal outstanding and the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

2.5 Employee Benefits

Defined Contribution plan

The company contributes to superannuation fund, in respect of certain eligible employees to Life Insurance Corporation ('LIC'). The Company has no further payment obligation once the contributions have been paid. The contributions are recognised as employee benefit expense in the Statement of Profit and Loss during the year.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

The Company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. The contribution towards provident fund also includes contributions made on behalf of certain contract employees engaged by the company. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined benefit plans

The Company provides Gratuity benefit to its employees through a plan administered by the Life Insurance Corporation of India ('LIC'). The liability or asset recognised in the balance sheet in respect of these plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an actuary using the projected unit credit method.

The present value of the defined benefit obligation 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 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 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 statement of changes in equity and in the 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.

Short term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and annual leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

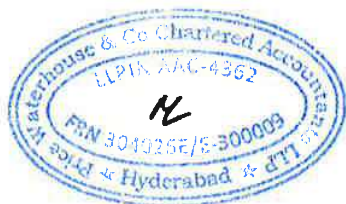
Other long term employee benefits

Other Long term employee benefit comprise of Leave encashment which is provided for based on the actuarial valuation carried out as at the end of the year.

These obligations are therefore measured as the present value of expected future payments to be made using the projected unit credit method. The benefits are discounted using the appropriate market yields on government bonds at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

2.6 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the company. Contracts may contain both lease and non-lease components. The company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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, and
- 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 company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

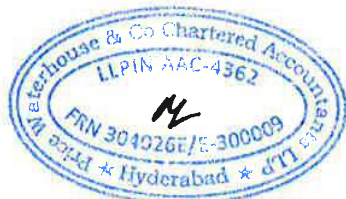
Extension and termination options are included in a number of property and equipment leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. The majority of extension and termination options held are exercisable only by the Company and not by the respective lessor.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

2.7 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.



TQ Cert Services Private Limited**Notes forming part of Financial Statements for the year ended March 31, 2025****All amounts are in ₹ Lakhs unless otherwise stated**

(i) Financial assets carried at amortised cost :- A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income :- Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

(iii) Financial assets at fair value through profit or loss :- Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

(iv) Financial liabilities :-

Compound financial instrument:-The fair value of the liability portion of a compound financial instrument is determined using a market interest rate for an equivalent financial instrument. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the instrument. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

(v) Investment in subsidiaries:- On initial recognition, these investments are recognized at fair value plus any directly attributable transaction cost. Subsequently, they are measured at cost.

2.8 Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

2.9 Deferred tax

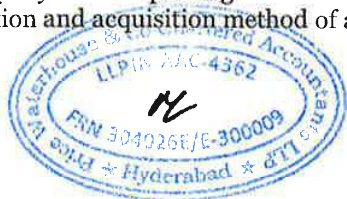
Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. 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) and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period 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.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2.10 Business Combination and Goodwill/Capital Reserve:

The Company uses the pooling of interest method of accounting to account for common control business combination and acquisition method of accounting to account for other business combinations.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

In case of Pooling of interest method of accounting, the assets and liabilities of the combining entities recognise at their carrying amounts. No adjustment is made to reflect the fair value or recognise any new assets and liabilities. The financial information in the financial statements in respect of prior periods restated as if the business combination had occurred from the beginning of the preceding period. The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves.

2.11 Financial Instruments

Impairment of Financial Assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost i.e., trade receivables, other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for financial assets, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

Derecognition of Financial Assets

A financial asset is derecognized only when

1. The Company has transferred the rights to receive cash flows from the financial asset or
2. 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 Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

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 recognized amounts and there is an intention to settle on net basis or realize 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.

2.12 Exemption from preparing consolidated financial statements

These financial statements are the standalone financial statements of the Company. The Company is exempted from the preparation of consolidated financial statements as the Company is a wholly-owned subsidiary of Tata Projects Limited ("TPL"), a company incorporated in India which produces consolidated financial statements. The registered office of TPL where the consolidated financial statements can be obtained is as follows: Mithona Towers-1, 1-7-80 to 83, Bunderghast Road, Secunderabad, Hyderabad, Telangana, India, 500003.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

3. Summary of other Accounting Policies

3.1 Foreign Currencies

Functional and presentation currency:

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates. The functional currency of the Company is Indian Rupee which is also the presentation currency.

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of transaction. Foreign currency monetary items outstanding at the balance sheet date are restated at the prevailing year end rates. The resultant gain / loss upon such restatement along with gain / loss on account of foreign currency transactions are accounted in the Statement of Profit and Loss.

Forward exchange contracts are only used for economic hedging purposes and not as speculative investments. These do not meet the hedge accounting criteria and hence are classified as 'held for trading' for accounting purposes and are accounted for at Fair Value through Profit and Loss Account. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period. They are initially recognised at fair value on the date the contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

In respect of financial statements of foreign operations of foreign branches, Assets and Liabilities are translated using the exchange rates on the date of balance sheet, income and expenses are translated at the average rates of exchange. The resultant exchange gains / losses are recognized in the Statement of Profit and Loss.

3.2 Earnings Per Share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding (including additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares).

3.3 Property, plant and equipment & Intangible Assets

Property, plant and equipment are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price and other attributable expenditure incurred in making the asset ready for its intended use and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Intangible Assets

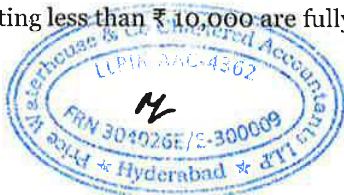
Intangible assets comprises of

- i. licenses held for accounting, engineering and other technical softwares. The intangible assets are capitalised on implementation of such software and comprises of the cost paid for procuring the licence and implementation cost of such software.

Depreciation and amortisation, impairment

Depreciation is calculated using the straight line method, net of their residual value, considering the useful life prescribed in Schedule II of the Companies Act, 2013 .

Assets costing less than ₹ 10,000 are fully depreciated in the year of capitalization.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

All property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The impairment loss being the excess of carrying value over the recoverable value of the assets, if any, is charged to the statement of Profit and Loss in the respective financial year. The impairment loss recognized in prior years is reversed in cases where the recoverable value exceeds the carrying value, upon reassessment in the subsequent years.

3.4 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 reasonable estimate of the amount of obligation can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) 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 not recognised in the financial statements.

Contingent liabilities are not disclosed if the possibility of an outflow of resources embodying economic benefits is remote.

When it is probable at any stage of the contract, that the total cost will exceed the total contract revenue, the expected loss is recognised immediately.

3.5 Borrowings:

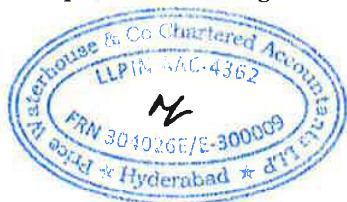
Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is extinguished, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless, at the end of the reporting period, the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

3.6 Segment reporting

The Company operates in only one business segment viz. Inspection & Certification services. Therefore, the segment wise reporting under INDS 108 is not applicable.

3.7 Cash and cash equivalents

For the purpose of presentation in the Statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

3.8 Operating cycle

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria as set out in the schedule III to the companies Act, 2013. The company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

3.9 Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within operating cycle of the Company. They are subsequently measured at amortized cost using the effective interest method.

3.10 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

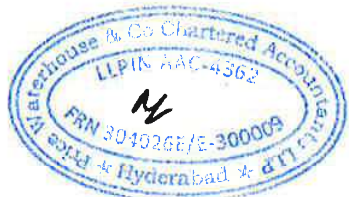
The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Current and deferred tax for the year:

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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

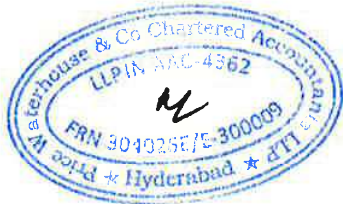


TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

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.

3.11 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

4. Property, plant and equipment

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---------------------------|----------------------|----------------------|
| Carrying amounts : | | |
| Leasehold Improvements | 33.93 | - |
| Plant and equipments | - | - |
| Furniture & fixtures | 0.05 | 0.68 |
| Vehicles | - | - |
| Office equipments | 5.91 | 10.45 |
| Computers | 214.40 | 153.45 |
| Total | 254.29 | 164.58 |

Gross carrying amount

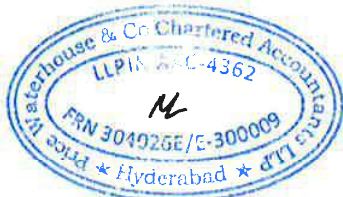
| Particulars | Leasehold Improvements | Plant and equipments | Furniture & fixtures | Vehicles | Office equipments | Computers | Total |
|-------------------------------------|------------------------|----------------------|----------------------|----------|-------------------|---------------|-----------------|
| Balance as at March 31, 2023 | - | 0.02 | 18.41 | 0.07 | 170.73 | 421.23 | 610.46 |
| Additions | - | - | - | - | - | 127.04 | 127.04 |
| Disposals | - | - | - | - | - | (21.55) | (21.55) |
| Balance as at March 31, 2024 | - | 0.02 | 18.41 | 0.07 | 170.73 | 526.72 | 715.95 |
| Additions | 34.97 | - | - | - | 0.28 | 150.92 | 186.17 |
| Disposals | - | - | (11.83) | (0.07) | (64.55) | (60.97) | (137.42) |
| Balance as at March 31, 2025 | 34.97 | 0.02 | 6.58 | - | 106.46 | 616.67 | 764.70 |

Accumulated depreciation

| Particulars | Leasehold Improvements | Plant and equipments | Furniture & fixtures | Vehicles | Office equipments | Computers | Total |
|-------------------------------------|------------------------|----------------------|----------------------|----------|-------------------|-----------------|-----------------|
| Balance as at March 31, 2023 | - | (0.02) | (17.63) | (0.07) | (154.51) | (343.90) | (516.13) |
| Disposals | - | - | - | - | - | 20.49 | 20.49 |
| Depreciation charge for the year | - | - | (0.10) | - | (5.77) | (49.86) | (55.73) |
| Balance as at March 31, 2024 | - | (0.02) | (17.73) | (0.07) | (160.28) | (373.27) | (551.37) |
| Disposals | - | - | 11.30 | 0.07 | 61.90 | 58.08 | 131.35 |
| Depreciation charge for the year | (1.04) | - | (0.10) | - | (2.17) | (87.08) | (90.39) |
| Balance as at March 31, 2025 | (1.04) | (0.02) | (6.53) | - | (100.55) | (402.27) | (510.41) |

| Particulars | Leasehold Improvements | Plant and equipments | Furniture & fixtures | Vehicles | Office equipments | Computers | Total |
|---|------------------------|----------------------|----------------------|----------|-------------------|---------------|---------------|
| Net Carrying amount as at March 31, 2024 | - | - | 0.68 | - | 10.45 | 153.45 | 164.58 |
| Net Carrying amount as at March 31, 2025 | 33.93 | - | 0.05 | - | 5.91 | 214.40 | 254.29 |

- 4.1 No impairment losses recognised during the year (March 31, 2024: Nil).
- 4.2 The company carries out physical verification of its property, plant and equipment, in a phased manner over a period of three years. Assets whose working life has expired, would be retired from the books after due approvals, as per the Schedule of Powers. Assets which are not in working condition are assessed and are retired on annual basis as per Schedule of Powers ("SOP"). Assets in working condition are deployed at project sites and are leveraged among multiple projects in its useful life.
- 4.3 None of the property, plant and equipment is pledged as security during the current year and previous year.
- 4.4 There are no contractual commitments as at March 31, 2025 (March 31, 2024: Nil) for the acquisition of property plant and equipment.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

5(a). Right-of-use assets

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|------------------------------|----------------------|----------------------|
| Carrying amounts of : | | |
| Buildings | 116.94 | 57.31 |
| Total | 116.94 | 57.31 |

Gross carrying amount

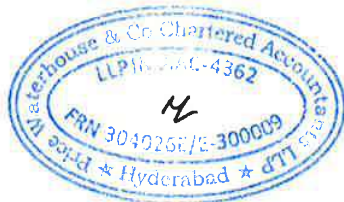
| Particulars | Buildings | Total |
|-------------------------------------|---------------|---------------|
| Balance as at March 31, 2023 | 214.93 | 214.93 |
| Additions | - | - |
| Disposal | - | - |
| Balance as at March 31, 2024 | 214.93 | 214.93 |
| Additions | 129.93 | 129.93 |
| Modifications | (214.93) | (214.93) |
| Balance as at March 31, 2025 | 129.93 | 129.93 |

Accumulated depreciation

| Particulars | Buildings | Total |
|-------------------------------------|-----------------|-----------------|
| Balance as at March 31, 2023 | (114.63) | (114.63) |
| Depreciation | (42.99) | (42.99) |
| Balance as at March 31, 2024 | (157.62) | (157.62) |
| Modifications | 179.10 | 179.10 |
| Depreciation | (34.49) | (34.49) |
| Balance as at March 31, 2025 | (12.99) | (13.00) |

| Particulars | Buildings | Total |
|---|---------------|---------------|
| Net Carrying amount as at March 31, 2024 | 57.31 | 57.31 |
| Net Carrying amount as at March 31, 2025 | 116.94 | 116.93 |

- 5(a)(i) Refer to note no 16 for disclosure related to Lease liabilities.
- 5(a)(ii) Refer to note no 25 for disclosure related to finance cost on lease liabilities.
- 5(a)(iii) Refer to note no 26 for disclosures related to depreciation charge on right-of-use of assets.
- 5(a)(iv) The total cash outflow for leases for the year was ₹ 42.78 (March 31, 2024: ₹ 54.58) (excluding low value assets and short term leases).
- 5(a)(v) The Payments not included in the measurement of lease liability and recognised as expense in the Statement of Profit and Loss during the year are as follows:
- (i) Low value assets - ₹ Nil (March 31, 2024: ₹ Nil)
- (ii) Short-term leases - ₹ 467.46 (March 31, 2024: ₹ 381.69)



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
 All amounts are in ₹ Lakhs unless otherwise stated

5(b). Intangible assets

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| Carrying amounts of: Computer Software (Refer note 5(b)(i) below) | - | - |
| Total | - | - |

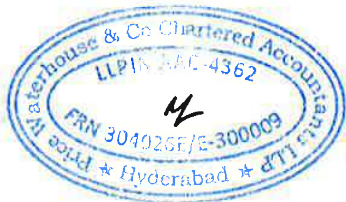
| Particulars | Computer Software | Total |
|------------------------------|-------------------|-------|
| Cost | | |
| Balance as at March 31, 2023 | 65.67 | 65.67 |
| Additions | - | - |
| Disposals | - | - |
| Balance as at March 31, 2024 | 65.67 | 65.67 |
| Additions | - | - |
| Disposals | - | - |
| Balance as at March 31, 2025 | 65.67 | 65.67 |

| Particulars | Computer Software | Total |
|---------------------------------|-------------------|---------|
| Accumulated amortisation | | |
| Balance as at March 31, 2023 | (65.67) | (65.67) |
| Amortisation | - | - |
| Disposals | - | - |
| Balance as at March 31, 2024 | (65.67) | (65.67) |
| Amortisation | - | - |
| Disposals | - | - |
| Balance as at March 31, 2024 | (65.67) | (65.67) |

| Particulars | Computer Software | Total |
|--|-------------------|-------|
| Net Carrying amount as at March 31, 2024 | - | - |
| Net Carrying amount as at March 31, 2025 | - | - |

5(b)(i) Computer Software

Computer Software comprises of licenses held for accounting, engineering and other technical softwares. The carrying amount of computer software as at March 31, 2025 is Nil (March 31, 2024 : Nil).



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

6. Investments

| | As at March 31, 2025 | | As at March 31, 2024 | |
|--|-------------------------|-----------------|-------------------------|-----------------|
| | Qty. | Amount | Qty. | Amount |
| Non-current | | | | |
| Investments at amortised cost | | | | |
| (i) Investments in Equity Instruments | | | | |
| Subsidiaries | | | | |
| A) Unquoted Investments - fully paid | | | | |
| TQ Services Europe GmbH - Face value of EUR 1 each | 125,000 | 980.72 | 125,000 | 980.72 |
| TQ Cert Services L.L.C. (Formerly known as Industrial Quality Services LLC) - Face value of OMR 1 each | 175,000 | 3,366.37 | 175,000 | 3,366.37 |
| TQ Cert Services (Shanghai) Ltd (Formerly known as Ind Project Engineering (Shanghai) Co Ltd) | - | 2,033.28 | - | 2,033.28 |
| Total Aggregate Unquoted Investments (A) | | 6,380.37 | | 6,380.37 |
| Total Non Current Investments (i) | | 6,380.37 | | 6,380.37 |
| Less: Aggregate amount of impairment in value of investments | | - | | - |
| Carrying Value of total non current investments | | 6,380.37 | | 6,380.37 |

Note:

- 6.1 During the previous year, effective December 31, 2023, the Company acquired investment in TQ Services Europe GmbH, Industrial Quality Services LLC and Ind Project Engineering (Shanghai) Co. Ltd ('subsidiaries' or 'subsidiary entities') from Tata Projects Limited at a fair value of 6,380.37 lakhs.
- 6.2 The Company tests whether there is any indicator for impairment at each reporting date. Based on the assessment performed no impairment is required as at March 31, 2025 and March 31, 2024.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

7. Other financial assets

| | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Non-current | | |
| Security deposits | 20.25 | 94.99 |
| In deposit accounts with banks remaining maturity more than 12 months | 247.47 | - |
| Total | 267.72 | 94.99 |
| Current | | |
| Security deposits | | |
| Unsecured, considered good | 175.66 | 114.39 |
| Less: Provision for doubtful deposits | (39.96) | - |
| | 135.70 | 114.39 |
| Unbilled revenue | | |
| Unsecured, considered good | 3,102.70 | 2,721.21 |
| Less: Expected credit loss allowance | (15.49) | (13.61) |
| | 3,087.21 | 2,707.60 |
| Foreign-exchange forward contracts | 46.95 | - |
| Contractual reimbursable expenses | 43.98 | - |
| Interest accrued on fixed deposit | 13.48 | 23.41 |
| Total | 3,327.32 | 2,845.40 |

Note:

7.1 Disputed and Undisputed Unbilled revenue as at March 31, 2025 and March 31, 2024

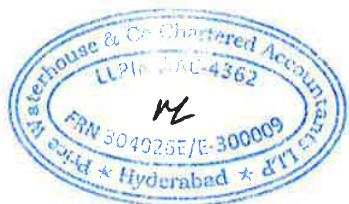
| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Disputed Unbilled revenue- considered good | - | - |
| Undisputed Unbilled revenue- considered good | 3,102.70 | 2,721.21 |
| Less: Expected credit loss allowance | (15.49) | (13.61) |
| Total | 3,087.21 | 2,707.60 |

7.2. Contract Assets and Contract Liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Contract assets - Unbilled revenue | 3,087.21 | 2,707.60 |
| Total Contract assets | 3,087.21 | 2,707.60 |
| Contract liabilities - Advances from customers including mobilisation advances (refer note 20(a)) | 689.79 | 692.92 |
| Total Contract Liabilities | 689.79 | 692.92 |

7.3 Movement in Contract Assets and Contract Liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Contract Assets | | |
| Opening balance | 2,707.60 | 2,388.44 |
| Add: Revenue accrued during the year | 28,736.83 | 24,731.43 |
| Less: Amount billed during the year | (28,355.34) | (24,516.49) |
| Less: Movement in Expected credit loss related to unbilled revenue | (1.88) | 104.22 |
| Closing balance | 3,087.21 | 2,707.60 |
| Contract Liabilities | | |
| Opening balance | 692.92 | 658.23 |
| Add: Advance received during the year | 262.68 | 829.80 |
| Less: Advance adjusted during the year | (265.81) | (795.11) |
| Closing balance | 689.79 | 692.92 |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

8. Deferred tax assets/(liabilities) (net)

| | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|----------------------|
| Deferred tax assets | 103.99 | - |
| Deferred tax liabilities | - | (36.57) |
| Deferred tax assets/(liabilities) | 103.99 | (36.57) |

As at March 31, 2025

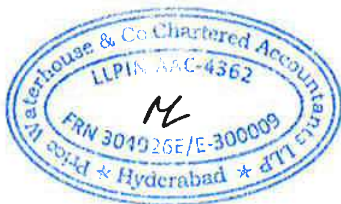
| Particulars | Opening Balance | Recognised in Statement of profit & loss | Recognised in Other comprehensive income | Equity Component in compound financial instruments | Closing balance |
|---|-----------------|--|--|--|-----------------|
| Deferred tax (liabilities) / assets in relation to | | | | | |
| Expected credit loss allowance | 63.50 | 156.92 | - | - | 220.42 |
| Property, plant and equipment | 0.16 | (13.09) | - | - | (12.93) |
| Provisions for retirement benefits | 26.34 | (13.84) | 3.65 | - | 16.15 |
| Disallowance under section 43B | 20.16 | 10.01 | - | - | 30.17 |
| Equity component of compound financial instruments | (150.99) | - | - | - | (150.99) |
| Right-of-use assets | 4.26 | 6.79 | - | - | 11.05 |
| Foreign-exchange forward contracts | - | (9.88) | - | - | (9.88) |
| | (36.57) | 136.91 | 3.65 | - | 103.99 |

As at March 31, 2024

| Particulars | Opening Balance | Recognised in Statement of profit & loss | Recognised in Other comprehensive income | Equity Component in compound financial instruments | Closing balance |
|---|-----------------|--|--|--|-----------------|
| Deferred tax (liabilities) / assets in relation to | | | | | |
| Expected credit loss allowance | 31.80 | 31.70 | - | - | 63.50 |
| Property, plant and equipment | - | 0.16 | - | - | 0.16 |
| Provisions for retirement benefits | - | 26.51 | (0.17) | - | 26.34 |
| Disallowance under section 43B | - | 20.16 | - | - | 20.16 |
| Equity component of compound financial instruments | - | - | - | (150.99) | (150.99) |
| Right-of-use assets | - | 4.26 | - | - | 4.26 |
| | 31.80 | 82.79 | (0.17) | (150.99) | (36.57) |

9. Non - current tax assets (net) and (Current tax liabilities (net))

| | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|----------------------|
| Non - Current tax assets (net) | | |
| Advance income tax | 147.48 | 147.48 |
| Tax deducted at source | 1,421.28 | 412.48 |
| Total | 1,568.76 | 559.96 |
| Current tax liabilities (net) | | |
| Income Tax Payable | (1,302.58) | (524.46) |
| Total | (1,302.58) | (524.46) |
| Non - current tax assets / (Current tax liabilities) | 266.18 | 35.50 |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

10. Trade receivables

| | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------------|----------------------------|
| Current | | |
| (a) Unsecured, considered good | 11,733.46 | 10,910.11 |
| Less: Allowance for doubtful debts (expected credit loss allowance)(refer notes 10.1 to 10.3 below) | <u>(2,821.72)</u> | <u>(2,211.09)</u> |
| Total | 8,911.74 | 8,699.02 |

10.1 Trade receivables

The average credit period allowed to customers is between 30 days to 90 days. The credit period is considered from the date of invoice.

The Company evaluates, the financial health, market reputation, credit rating of the customer, before entering into the contract. The company's customers comprise of public sector undertakings as well as private entities.

10.2 Expected credit loss allowance

The company applies the simplified approach for providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all the trade receivables. The loss allowance provision is determined as follows after incorporating forward looking information.

(i) At the end of each reporting period, the company reviews every receivable balance and in case an issue is identified with regard to the recovery of the balance, a specific provision is made for the same.

(ii) Also, the company computes the Expected Credit Loss Allowance ("ECLA") by applying the percentages determined on historical basis over past 3 years and determined the percentage of such allowance and moderated for current and envisaged future businesses including time based provisions. Expected Credit Loss Allowance is determined on the closing balances of all applicable financial assets as at each reporting date.

10.3 Movement in the expected credit loss allowance

| | | |
|---|-----------------|-----------------|
| Balance at the beginning of the year | 2,224.70 | 1,929.61 |
| Movement in expected credit loss allowance | <u>652.47</u> | <u>659.99</u> |
| | 2,877.17 | 2,589.60 |
| Less: Provision utilized for balance written off | - | (364.90) |
| Less: Expected credit loss allowance related to Security deposits and Unbilled revenue (refer note 7) | <u>(55.45)</u> | <u>(13.61)</u> |
| Expected credit loss allowance related to trade receivables | 2,821.72 | 2,211.09 |

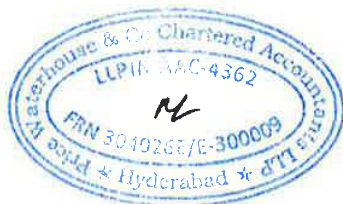
10.4 Trade receivables Ageing Schedule

a. Current trade receivables ageing schedule for the year ended March 31, 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|--------------------|-------------------|-----------------|---------------|-------------------|-----------------|
| | Not due | Less than 6 months | 6 months - 1 Year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 3,365.79 | 3,040.12 | 1,443.21 | 1,871.47 | 406.05 | 1,434.83 | 11,561.47 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables-considered good | - | - | - | - | - | 171.99 | 171.99 |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |
| (vii) Allowance for doubtful debts (expected credit loss allowance) | - | - | - | - | - | - | (2,821.72) |
| Total | 3,365.79 | 3,040.12 | 1,443.21 | 1,871.47 | 406.05 | 1,606.82 | 8,911.74 |

b. Current trade receivables ageing schedule for the year ended March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|--------------------|-------------------|---------------|---------------|-------------------|-----------------|
| | Not due | Less than 6 months | 6 months - 1 Year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 3,013.40 | 3,501.86 | 1,804.37 | 686.22 | 507.36 | 1,224.91 | 10,738.12 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables-considered good | - | - | - | - | - | 171.99 | 171.99 |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |
| (vii) Allowance for doubtful debts (expected credit loss allowance) | - | - | - | - | - | - | (2,211.09) |
| Total | 3,013.40 | 3,501.86 | 1,804.37 | 686.22 | 507.36 | 1,396.90 | 8,699.02 |



TQ Cert Services Private Limited**Notes forming part of Financial Statements for the year ended March 31, 2025**

All amounts are in ₹ Lakhs unless otherwise stated

11 . Cash and bank balances

| | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Cash and cash equivalents | | |
| Balances with Banks | | |
| - In current accounts | 2,226.18 | 1,274.76 |
| Total | 2,226.18 | 1,274.76 |
| Other bank balances | | |
| Deposits with maturity of more than 3 months and less than 12 months (refer note 11.1) | 26.58 | 248.88 |
| Total | 26.58 | 248.88 |

Note :

11.1 Deposits with maturity of more than 3 months and less than 12 months includes deposits with banks to the extent held as margin money against bank guarantee of ₹ 25.04 (March 31, 2024: 25.04)

12. Other current assets

| | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| (a) Advances to employees | 32.13 | 327.58 |
| (b) Prepaid expenses | 45.92 | - |
| (c) Project related advances to others | | |
| Unsecured, considered good | 320.29 | 1,006.68 |
| (d) Balances with government authorities | 37.66 | - |
| Total | 436.00 | 1,334.26 |



TQ Cert Services Private Limited**Notes forming part of Financial Statements for the year ended March 31, 2025**

All amounts are in ₹ Lakhs unless otherwise stated

13. Equity share capital

| | As at March 31, 2025 | | As at March 31, 2024 | |
|---|-------------------------|-----------------|-------------------------|-----------------|
| | Number of shares | Amount | Number of shares | Amount |
| Authorised share capital | | | | |
| Equity shares of ₹ 10 each (March 31, 2024 of ₹ 10 each) with voting rights | 22,000,000 | 2,200.00 | 22,000,000 | 2,200.00 |
| Issued, subscribed and fully paid-up | | | | |
| Equity shares of ₹ 10 (March 31, 2024 of ₹ 10 each) each with voting rights | 21,924,373 | 2,192.44 | 21,924,373 | 2,192.44 |
| Total | 21,924,373 | 2,192.44 | 21,924,373 | 2,192.44 |

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year**Equity shares with voting rights**

| | As at March 31, 2025 | | As at March 31, 2024 | |
|--|----------------------|-----------------|----------------------|-----------------|
| | Number of shares | Amount | Number of shares | Amount |
| Balance at the beginning of the year | 21,924,373 | 2,192.44 | 1,638,600 | 163.86 |
| Rights Issue during the year (Refer note no (v) below) | - | - | 20,285,773 | 2,028.58 |
| Balance at the end of the year | 21,924,373 | 2,192.44 | 21,924,373 | 2,192.44 |

(ii) Rights, preferences and restrictions attached to the equity shares

The Company has only one class of equity shares having a par value of ₹ 10 each per share (March 31, 2024: ₹ 10 each per share). Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Every holder of equity shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll each share is entitled to one vote.

(iii) Details of shareholders holding more than 5% of the equity shares in the company and shares of the company held by holding company and its promoter

| | As at March 31, 2025 | | As at March 31, 2024 | |
|--|-------------------------|--------|-------------------------|--------|
| | Number of shares | % | Number of shares | % |
| Equity shares of ₹ 10 each (as at March 31, 2024: ₹ 10 each) with voting rights | | | | |
| Tata Projects Limited, Holding Company | 21,924,363 | 99.99% | 21,924,363 | 99.99% |

(iv) There are no shares reserved for issue under options.**(v)** During the previous year ended March 31, 2024, the entity issued equity share capital as below:

(a) On August 29, 2023, the company offered 15,78,948 equity shares under rights issue to the existing shareholders of the company at an issue price of ₹ 57 each per share (₹ 47 each per share towards securities premium and ₹ 10 each per share towards paid up capital). The same was subscribed by the existing shareholders.

(b) On January 10, 2024, the company offered 1,87,06,825 equity shares under right issue to the existing shareholders of the company at an issue price of ₹ 57.8 each per share (₹ 47.8 each per share towards securities premium and ₹ 10 each per share towards paid up capital). The same was subscribed by the existing shareholders.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

14. Other equity

| | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| Equity component of compound financial instruments | 448.95 | 448.95 |
| Reserves & Surplus | | |
| a) Securities premium | 9,683.97 | 9,683.97 |
| b) Retained earnings | (163.15) | (448.97) |
| c) Capital Reserve | 2,881.08 | 2,881.08 |
| Total | 12,850.85 | 12,565.03 |

14.1 Equity component of compound financial Instruments

| | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| Balance at the beginning of the year | 599.94 | - |
| Less: Opening deferred tax liability on equity component of compound financial instruments | (150.99) | - |
| Add: Equity portion of compound financial instruments issued during the year (refer note below) | - | 599.94 |
| Less: Deferred tax liability on equity component of compound financial Instruments (refer note below) | - | (150.99) |
| Balance at the end of the year | 448.95 | 448.95 |

During the previous year, the company issued Compulsory convertible debentures with a coupon rate of 1% aggregating to ₹ 1,100 Lakhs. However, the Incremental borrowing rate of the Company was 9.80%. As per Ind AS, the company determined the liability portion of these debentures i.e, at amortised cost to be ₹ 500.06 Lakhs. The difference between the liability portion determined using effective Interest method and the issued amount i.e, ₹ 599.94 Lakhs was recognised and included under other equity.

14.2 Securities premium

| | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| Balance at the beginning of the year | 9,683.97 | - |
| Add: Premium received on issue of right shares (refer note 13.(v)) | - | 9,683.97 |
| Balance at the end of the year | 9,683.97 | 9,683.97 |

Securities premium is used to record the premium on issue of shares. This reserve can be utilised in accordance with the provisions of the Act.

14.3 Retained earnings

| | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| Balance at the beginning of the year | (448.97) | 78.08 |
| Profit/(Loss) for the year | 1,896.67 | (172.43) |
| Items of other comprehensive income recognised directly in retained earnings | | |
| - Remeasurement of defined benefit plans net of income tax | (10.85) | (32.80) |
| Payment of dividends on equity shares | (1,600.00) | (321.82) |
| Balance at the end of the year | (163.15) | (448.97) |

14.4 Capital Reserve

| | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| Balance at the beginning of the year | 2,881.08 | 3,681.60 |
| Adjustment due to difference in net assets from the acquisition date of January 01, 2024 and accounting date as per Ind AS 103 (refer note 34(d)) | - | (800.52) |
| Balance at the end of the year | 2,881.08 | 2,881.08 |

During the previous year ended March 31, 2024, pursuant to the Agreement To Sell Business between Tata Projects Limited ("TPL", parent company) and TQ Cert Services Private Limited ("TQ Cert" or 'the Company'), the Testing, Inspection and Certification Business Undertaking ("TIC Business") of TPL was transferred as a going concern and on a Slump sale basis effective January 1, 2024. The excess of net assets over purchase consideration was recognized as capital reserve in the books of entity (for details refer note 34).



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

15. Non current borrowings

| | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Debentures - Liability component of compound financial instruments | 555.35 | 506.47 |
| Total | 555.35 | 506.47 |

Note:

15.(i) Terms of Debentures - Liability component of Compound Financial Instruments :

| Sl. No. | Series | Face Value per debenture (In ₹) | No. of Debentures | Date of Allotment | Current maturities as at March 31, 2025 | Interest rate | Terms of conversion |
|---------|--------|---------------------------------|-------------------|-------------------|---|---------------------|--|
| 1 | J | 100,000 | 1,100 | February 08, 2024 | - | 1% payable annually | To be converted into equity shares after completion of 8 years but before completion of 10 years from date of allotment. |

Net debt reconciliation

This section sets out the changes in liabilities arising from financing activities in the statement of cash flows:

| | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Opening balance (Borrowings and lease liabilities) | 579.03 | 119.27 |
| Add: Proceeds from borrowings | - | 1,100.00 |
| Less: Payment of lease liabilities | (42.78) | (54.58) |
| Add: Interest expense | 57.68 | 14.99 |
| Add: Tax deducted on interest payable | (0.51) | (0.71) |
| Less: Adjustment due to lease modifications | 83.09 | - |
| Less: Equity portion of compound financial instruments | - | (599.94) |
| Closing balance | 676.51 | 579.03 |

16. Lease liabilities

| | As at March 31, 2025 | As at March 31, 2024 |
|--------------------|-------------------------|-------------------------|
| Non-Current | | |
| Lease Liabilities | 101.48 | 19.10 |
| Current | | |
| Lease Liabilities | 19.68 | 53.46 |
| Total | 121.16 | 72.56 |

17. Provisions

| | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Non-current | | |
| Gratuity | - | 15.97 |
| Sub-Total | - | 15.97 |
| Current | | |
| Compensated absences (refer note below) | 165.56 | 183.36 |
| Gratuity | 36.86 | - |
| Sub-Total | 202.42 | 183.36 |
| Total | 202.42 | 199.33 |

Note: The entire amount of provision is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However based on past experience on a group level, the Company does not expect all employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months. The amount not expected to be settled within next 12 months as per actuarial valuation is INR 106.20 lakhs (As at March 31, 2024 - 118.18 lakhs).



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

18. Trade payables

| | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Trade payables | | |
| (a) total outstanding dues of micro and small enterprises * | 292.93 | 224.32 |
| (b) total outstanding dues other than (a) above | 4,912.43 | 3,900.07 |
| Total | 5,205.36 | 4,124.39 |

The average credit period ranges from 30 days to 90 days. No interest is payable for delay in payments, unless otherwise specifically agreed in the order or as required by a legislation, like Micro, Small and Medium Enterprises Development Act ("MSMED Act"). The company has a well defined process for ensuring regular payments to the vendors.

Note:

Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 #

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| (a) Principal amount remaining unpaid to any supplier as at the end of the accounting year | 255.62 | 198.46 |
| (b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | 11.45 | 7.71 |
| (c) The amount of interest paid by the buyer in terms of section 16 of MSMED Act, along with the amounts of the payment made to the supplier beyond the appointed day | - | - |
| (d) 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 the MSMED Act | - | - |
| (e) The amount of interest accrued and remaining unpaid at the end of the accounting year | 37.31 | 25.86 |
| (f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act | 37.31 | 25.86 |

amounts unpaid to micro and small enterprises on account of retention money has not been considered for the purpose of interest calculations.

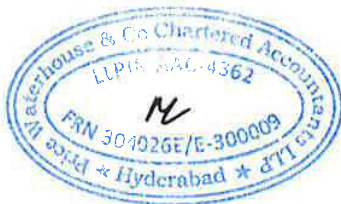
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

Trade Payables ageing schedule for the year ended March 31, 2025

| Particulars | Unbilled dues | Outstanding for following periods from accounting date | | | | | Total |
|-----------------------------|-----------------|--|-------------------|---------------|--------------|-------------------|-----------------|
| | | Less than 6 months | 6 months - 1 Year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Micro and small enterprises | 37.31 | 139.15 | 60.71 | 55.76 | - | - | 292.93 |
| Others | 3,822.19 | 822.57 | 114.06 | 140.48 | 10.82 | 2.31 | 4,912.43 |
| Disputed | | | | | | | |
| Micro and small enterprises | - | - | - | - | - | - | - |
| Others | - | - | - | - | - | - | - |
| Total | 3,859.50 | 961.72 | 174.77 | 196.24 | 10.82 | 2.31 | 5,205.36 |

Trade Payables ageing schedule for the year ended March 31, 2024

| Particulars | Unbilled dues | Outstanding for following periods from accounting date | | | | | Total |
|-----------------------------|-----------------|--|-------------------|--------------|-------------|-------------------|-----------------|
| | | Less than 6 months | 6 months - 1 Year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Micro and small enterprises | 25.86 | 180.14 | 18.32 | - | - | - | 224.32 |
| Others | 2,605.00 | 1,239.85 | 37.93 | 14.78 | 0.66 | 1.85 | 3,900.07 |
| Disputed | | | | | | | |
| Micro and small enterprises | - | - | - | - | - | - | - |
| Others | - | - | - | - | - | - | - |
| Total | 2,630.86 | 1,419.99 | 56.25 | 14.78 | 0.66 | 1.85 | 4,124.39 |



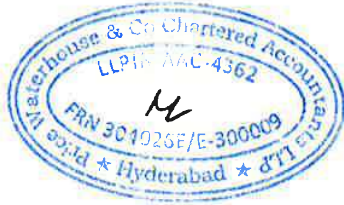
TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

19. Other financial liabilities

| | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Current | | |
| (a) Contractual reimbursable expenses payable to related party | - | 43.41 |
| Total | - | 43.41 |

20. Other current liabilities

| | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| (a) Advances from customers including mobilisation advances (refer note 7.2 and 7.3) | 689.79 | 692.92 |
| (b) Employee benefits payable | 230.53 | 211.35 |
| (c) Others | | |
| i) Other payables | | |
| - Statutory remittances | 269.41 | 489.80 |
| - Security deposits received | - | 0.80 |
| Total | 1,189.73 | 1,394.87 |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

21. Revenue from operations

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| Income from services | 28,736.83 | 24,731.43 |
| Total | 28,736.83 | 24,731.43 |
| Notes: | | |
| Disaggregated revenue information: The Company has disaggregated the revenue basis on the nature of work performed. | | |
| (i) Income from services comprises : | | |
| - Quality inspection services (over the period of time) | 27,703.44 | 23,687.97 |
| - Certification services (at a point in time) | 1,033.39 | 1,043.46 |
| Total | 28,736.83 | 24,731.43 |

22. Other Income

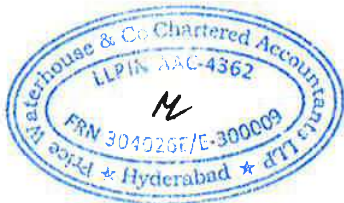
| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| (a) Interest Income from financial assets carried at amortised cost | | |
| Bank deposits | 18.74 | 22.56 |
| | 18.74 | 22.56 |
| (b) Other non-operating income (net of expenses directly attributable to such Income) | | |
| Interest income from statutory authorities | 11.99 | 2.08 |
| Miscellaneous income | 11.63 | 87.78 |
| Net foreign exchange gain | 79.80 | - |
| | 103.42 | 89.86 |
| Total | 122.16 | 112.42 |

23. Contract execution expenses

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---------------------------------------|--------------------------------------|--------------------------------------|
| (a) Manpower supply expenses | 17,911.91 | 17,109.97 |
| (b) Machinery hire charges | 77.52 | 154.66 |
| (c) Other contract execution expenses | 563.81 | 559.27 |
| Total | 18,553.24 | 17,823.90 |

24. Employee benefits expense

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| (a) Salaries and wages | 2,921.16 | 2,909.79 |
| (b) Contribution to provident fund (refer note 33) | 104.75 | 106.49 |
| (c) Gratuity (refer note 33) | 57.72 | 46.12 |
| (d) Superannuation (refer note 33) | 61.76 | 55.64 |
| (e) Leave compensation (refer note 33) | 34.79 | 155.26 |
| (f) Staff welfare expenses | 115.34 | 160.74 |
| | 3,295.52 | 3,434.04 |



TQ Cert Services Private Limited**Notes forming part of Financial Statements for the year ended March 31, 2025**

All amounts are in ₹ Lakhs unless otherwise stated

25. Finance costs

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Interest expense on | | |
| (a) Debentures | 49.40 | 7.12 |
| (b) Lease Liabilities | 8.28 | 7.87 |
| (c) Payables due to micro and small enterprises | 11.45 | 7.71 |
| Total | 69.13 | 22.70 |

26. Depreciation and amortisation expense

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| (i) Depreciation of property, plant and equipment (refer note 4) | 90.39 | 55.73 |
| (ii) Depreciation of Right-of-use assets (refer note 5(a)) | 34.49 | 42.99 |
| Total | 124.88 | 98.72 |

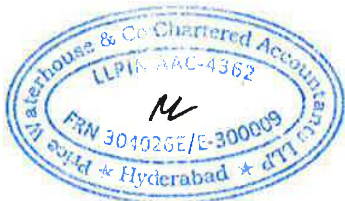
27. Other expenses

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| Rent [refer note 5 (a) (v)] | 467.46 | 381.69 |
| Repairs and maintenance | | |
| - Others | 221.36 | 95.13 |
| Corporate support services charges | 444.02 | - |
| Power, fuel and utility expenses | 34.82 | 34.24 |
| Rates and taxes | 51.77 | 84.96 |
| Motor vehicle expenses | 515.93 | 386.41 |
| Travelling and conveyance | 1,461.40 | 1,546.44 |
| Legal and professional | 0.92 | 53.52 |
| Payment to auditors (refer note below) | 11.05 | 14.00 |
| Communication expenses | 53.04 | 58.17 |
| Printing and stationery | 8.84 | 5.97 |
| Staff recruitment and training expenses | 99.84 | 38.96 |
| Business development expenditure | 4.95 | 36.88 |
| Brand equity contribution | 53.05 | - |
| Bank charges | 46.01 | 42.75 |
| Expected credit loss allowance | 652.47 | 659.99 |
| Net foreign exchange loss | - | 140.02 |
| Advances written off | 130.43 | - |
| Loss on disposal of property, plant & equipment | 6.07 | - |
| Miscellaneous expenses | 14.91 | 9.49 |
| Total | 4,278.34 | 3,588.62 |

Note:

Payment to statutory auditors comprises of:

| | | |
|---------------------------|--------------|--------------|
| Statutory audit fees | 4.50 | 4.50 |
| Tax audit fees | 0.50 | 0.50 |
| Fees for other services | 5.55 | 8.00 |
| Reimbursement of expenses | 0.50 | 1.00 |
| Total | 11.05 | 14.00 |



TQ Cert Services Private Limited

Notes forming part of Financial Statements for the year ended March 31, 2025

All amounts are in ₹ Lakhs unless otherwise stated

28 Tax expense**28.1 Income taxes recognised in Statement of Profit and Loss**

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| Current tax | | |
| Current tax | 778.12 | 131.09 |
| Deferred tax | 778.12 | 131.09 |
| Decrease/(increase) in deferred tax assets | (136.91) | (82.79) |
| Total income tax expense | 641.21 | 48.30 |

28.2 The income tax expense for the year can be reconciled to the accounting profit as follows:

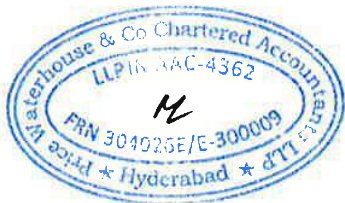
| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| Profit/(Loss) before tax | 2,537.88 | (124.13) |
| Less: Loss of TIC business acquired for 9 months ended December 31, 2023 (refer note 34 (d)) | - | (308.34) |
| Profit for the purpose of income tax | 2,537.88 | 184.21 |
| Income tax expense calculated* | 638.73 | 46.36 |
| Effect of expenses that are not deductible in determining taxable profit | 2.48 | 1.94 |
| Income tax expense recognised in statement of profit and loss | 641.21 | 48.30 |

*The tax rate used for the year FY 2024-25 and FY 2023-24 reconciliations above is the corporate tax rate of 25.168% (including surcharge and education cess) payable by corporate entities in India on taxable profits under the Indian Tax Law.

28.3 Income tax expenses recognised in other comprehensive income

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| Current tax | | |
| Remeasurements of defined benefit plans | - | - |
| Deferred tax | | |
| Remeasurements of defined benefit plans | (3.65) | 0.17 |
| Total income tax recognised in other comprehensive income | (3.65) | 0.17 |

29 There are no contingent liabilities and commitments for the year ended March 31, 2025 (March 31, 2024 - Nil).



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

30 Financial Instruments

(i) **Capital Management**

The company's business model is working capital centric. The company manages its working capital needs and long term capital expenditure, through a balanced mix of capital (including retained earnings) and borrowings.

The capital structure of the company comprises of net debt (borrowings reduced by cash and bank balances) and equity.

The company is not subject to any externally imposed capital requirements.

The company reviews its capital requirements on an annual basis, in the form of Annual Operating Plan (AOP). The AOP of the company aggregates the capital required for execution of projects identified and the financing mechanism of such requirements. The gearing ratio as at March 31, 2025 is -14.49% (March 31, 2024: -8.90%).

(ii) **Gearing Ratio**

The gearing ratio at the end of the reporting period was as follows:

| Particulars | As at | As at |
|--|------------------|------------------|
| | March 31, 2025 | March 31, 2024 |
| Total Borrowings (Current and Non-Current) | 555.35 | 506.47 |
| Less: Cash and bank balances (Cash and cash equivalents and other bank balances) | 2,252.76 | 1,523.64 |
| Adjusted net debt | -1,697.41 | -1,017.17 |
| Total Equity (Equity share capital + Other equity - Equity component of compound financial instruments - Capital reserve) | 11,713.25 | 11,427.44 |
| Adjusted net debt to adjusted equity ratio | -14.49% | -8.90% |

(iii) **Categories of Financial Instruments**

a) **Financial Assets**

| Particulars | As at | As at |
|--|------------------|------------------|
| | March 31, 2025 | March 31, 2024 |
| Non-current | | |
| Investments | 6,380.37 | 6,380.37 |
| Other financial assets | 267.72 | 94.99 |
| Current | | |
| Trade receivables | 8,911.74 | 8,699.02 |
| Cash and cash equivalents | 2,226.18 | 1,274.76 |
| Bank balances other than those mentioned above | 26.50 | 248.88 |
| Other financial assets | 3,327.32 | 2,845.40 |
| Total | 21,139.91 | 19,543.42 |

b) **Financial Liabilities**

| Particulars | As at | As at |
|------------------------------|-----------------|-----------------|
| | March 31, 2025 | March 31, 2024 |
| Financial Liabilities | | |
| Non-current | | |
| Borrowings | 555.35 | 506.47 |
| Lease liabilities | 101.48 | 19.10 |
| Current | | |
| Trade payables | 5,205.36 | 4,124.39 |
| Lease liabilities | 19.68 | 53.46 |
| Other financial liabilities | - | 43.41 |
| Total | 5,881.87 | 4,746.83 |

(iv) **Financial risk management objectives**

The company's Corporate Treasury function provides services to the business, co-ordinates access to domestic and International markets, monitors and manages the financial risks relating to the operations of the company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate and other price risk), credit risk and liquidity risk.

The Corporate treasury function reports monthly to Holding Company and periodically to the Board of Directors, who monitor risks and policies implemented to mitigate risk exposures.

(v) **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as commodity price risk. There has been no significant changes to company's exposure to market risk or the methods in which they are managed or measured. The Company has a policy of investing surplus cash balances in instruments which are subject to minimum market risk.

(vi) **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company undertakes transactions denominated in foreign currencies consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

| Particulars | Currency | Liabilities | | Assets | |
|-----------------------------|----------|----------------|----------------|----------------|----------------|
| | | As at | As at | As at | As at |
| | | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| US Dollar | USD | 276.37 | 813.81 | 3,107.55 | 3,685.32 |
| United Arab Emirates Dirham | AED | 219.90 | 525.99 | 798.01 | 900.21 |
| Euro | EUR | 279.47 | 141.60 | 91.78 | 228.57 |
| Great Britain Pound | GBP | - | 0.82 | - | - |
| Qatari Rial | QAR | - | 7.23 | 7.75 | - |
| South Korean Won | KRW | - | - | 122.65 | 6.80 |
| Saudi Riyal | SAR | 68.40 | - | 62.04 | - |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
 All amounts are in ₹ Lakhs unless otherwise stated

30 Financial Instruments (Continued..)

(vii) **Foreign currency sensitivity analysis**

The above exposures when subjected to a sensitivity of 4% have the following impact:

| Particulars | Currency | Impact on Profit before tax as at March 31, 2025 | | Impact on loss before tax as at March 31, 2024 | |
|----------------------------|----------|--|-------------------------|--|-------------------------|
| | | Increase in rate by 4%* | Decrease in rate by 4%* | Increase in rate by 4%* | Decrease in rate by 4%* |
| US Dollar | USD | 113.25 | (113.25) | 114.86 | (114.86) |
| United Arab Emirate Dirham | AED | 23.12 | (23.12) | 14.97 | (14.97) |
| Euro | EUR | (7.51) | 7.51 | 3.48 | (3.48) |
| Great Britain Pound | GBP | - | - | (0.03) | 0.03 |
| Qatari Rial | QAR | 0.31 | (0.31) | (0.29) | 0.29 |
| South Korean Won | KRW | 4.91 | (4.91) | 0.27 | (0.27) |
| Saudi Riyal | SAR | (0.25) | 0.25 | - | - |

*Holding all other variables constant. Negative amounts represents decrease in profit before tax for the year ended March 31, 2025 and Increase in loss before tax for the year ended March 31, 2024.

(viii) **Forward foreign exchange contracts**

The following table details the Company's liquidity analysis for its derivative financial instruments - forward foreign exchange contracts. The table has been drawn up based on the undiscounted contractual net outflows on derivative instruments.

| Particulars | Less than 1 month | 1-3 months | 3 months to 1 year | More than 1 year |
|---|-------------------|------------|--------------------|------------------|
| March 31, 2025 | | | | |
| Foreign exchange forward contracts (Receivable) | 435.73 | 436.44 | 1,953.94 | - |
| March 31, 2024 | | | | |
| Foreign exchange forward contracts (Receivable) | - | - | - | - |

(ix) **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 is not exposed to any interest rate risk as it has only fixed rate borrowings from the Holding Company.

(x) **Other price risks**

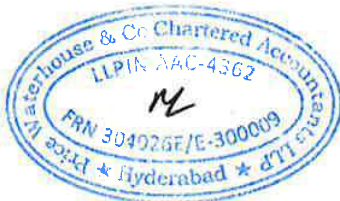
Company's investments in equity instruments are restricted to its investment in its subsidiaries which are held for strategic purposes rather than for trading. The Company, as on the reporting date of March 31, 2025 has three subsidiaries which include companies incorporated abroad. All the subsidiaries are closely held companies and unlisted. However the purpose of all such investments being strategic rather than for trading, as mentioned above, the Company does not recognise any impact of sensitivity in the equity prices.

(xi) **Credit Risk**

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss. To manage this, the company periodically assesses the financial reliability of its customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. The Company applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables.

Expected credit loss allowance on financial assets

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------------------------|----------------------|----------------------|
| Non-Current | | |
| Trade Receivables | - | - |
| Construction revenue receivable | - | - |
| Current | | |
| Trade Receivables | (2,821.72) | (2,211.09) |
| Contractual reimbursable expense | - | - |
| Unbilled revenue | (15.49) | (13.61) |
| Security deposits | (39.96) | - |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
 All amounts are in ₹ Lakhs unless otherwise stated

Expected credit loss allowance of trade receivables for year ended March 31, 2025

| | Gross carrying amount | Expected credit loss allowance | Carrying amount of trade receivables net of expected credit loss |
|--------------------|-----------------------|--------------------------------|--|
| Ageing | | | |
| Not due | 3,365.79 | 174.44 | 3,191.35 |
| Less than 6 months | 3,040.12 | 225.26 | 2,814.86 |
| 6 months - 1 year | 1,443.21 | 429.67 | 1,013.54 |
| 1 - 2 years | 1,871.47 | 930.03 | 941.44 |
| 2 - 3 years | 406.05 | 234.33 | 171.72 |
| More than 3 years | 1,606.82 | 827.99 | 778.83 |
| Total | 11,733.46 | 2,821.72 | 8,911.74 |

Expected credit loss allowance of trade receivables for year ended March 31, 2024

| | Gross carrying amount | Expected credit loss allowance | Carrying amount of trade receivables net of expected credit loss |
|--------------------|-----------------------|--------------------------------|--|
| Ageing | | | |
| Not due | 3,013.40 | 260.05 | 2,753.35 |
| Less than 6 months | 3,501.86 | 290.27 | 3,211.59 |
| 6 months - 1 year | 1,804.37 | 396.95 | 1,407.42 |
| 1 - 2 years | 686.22 | 264.90 | 421.32 |
| 2 - 3 years | 507.36 | 279.05 | 228.31 |
| More than 3 years | 1,396.90 | 719.87 | 677.03 |
| Total | 10,910.11 | 2,211.09 | 8,699.02 |

(xii) **Liquidity Risk Management**

Liquidity risk is the risk that the company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral obligations. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due. Company's treasury maintains flexibility in funding by maintaining availability under deposits in banks, adequate limits in the current accounts etc.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Liquidity Risk:

(i) Contractual maturities of financial liabilities:

| Particulars | As at March 31, 2025 | | | |
|-----------------------------|----------------------|---------------|---------------------|----------|
| | Less than 6 months | 6 - 12 months | More than 12 months | Total |
| Non-Current | | | | |
| Borrowings | - | - | 555.35 | 555.35 |
| Lease Liabilities | - | - | 101.48 | 101.48 |
| Current | | | | |
| Trade payables | 4,821.22 | 384.14 | - | 5,205.36 |
| Lease Liabilities | 9.37 | 10.31 | - | 19.68 |
| Other Financial Liabilities | - | - | - | - |

| Particulars | As at March 31, 2024 | | | |
|-----------------------------|----------------------|---------------|---------------------|----------|
| | Less than 6 months | 6 - 12 months | More than 12 months | Total |
| Non-Current | | | | |
| Borrowings | - | - | 506.47 | 506.47 |
| Lease Liabilities | - | - | 19.10 | 19.10 |
| Current | | | | |
| Trade payables | 1,419.99 | 73.54 | - | 1,493.53 |
| Lease Liabilities | 25.74 | 27.72 | - | 53.46 |
| Other Financial Liabilities | 43.41 | - | - | 43.41 |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

30 Financial Instruments (Continued..)

(xii) Fair value measurements

Fair value of financial assets and liabilities measured at amortised cost.

Trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets are at carrying values that approximate fair value. Borrowings, trade payables and other financial liabilities are at carrying values that approximate fair value. If measured at fair value in the financial statements, these financial instruments would be classified as Level 3 in the fair value hierarchy.

All the financial assets and financial liabilities of the Company are measured at amortised cost.

Fair value hierarchy of financial assets and liabilities as at March 31, 2025

| Particulars | Level 1 | Level 2 | Level 3 |
|--|---------|---------|------------------|
| Non-current financial assets | | | |
| (i) Investments | - | - | 6,380.37 |
| (ii) Other financial assets | - | - | 267.72 |
| Total | - | - | 6,648.09 |
| Current financial assets | | | |
| (i) Trade receivables | - | - | 8,911.74 |
| (ii) Cash and cash equivalents | - | - | 2,226.18 |
| (iii) Other bank balances | - | - | 26.58 |
| (iv) Other financial assets | - | - | 3,327.32 |
| Total | - | - | 14,491.82 |
| Non-current financial liabilities | | | |
| (i) Borrowings | - | - | 555.35 |
| (ii) Lease Liabilities | - | - | 101.48 |
| Total | - | - | 656.83 |
| Current financial liabilities | | | |
| (i) Trade Payables | - | - | 5,205.36 |
| (ii) Lease Liabilities | - | - | 19.68 |
| (iii) Other financial liabilities | - | - | - |
| Total | - | - | 5,225.04 |

Fair value hierarchy of financial assets and liabilities as at March 31, 2024

| Particulars | Level 1 | Level 2 | Level 3 |
|--|---------|---------|------------------|
| Non-current financial assets | | | |
| (i) Investments | - | - | 6,380.37 |
| (ii) Other financial assets | - | - | 94.99 |
| Total | - | - | 6,475.36 |
| Current financial assets | | | |
| (i) Trade receivables | - | - | 8,699.02 |
| (ii) Cash and cash equivalents | - | - | 1,274.76 |
| (iii) Other bank balances | - | - | 248.88 |
| (iv) Other financial assets | - | - | 2,845.40 |
| Total | - | - | 13,068.06 |
| Non-current financial liabilities | | | |
| (i) Borrowings | - | - | 506.47 |
| (ii) Lease Liabilities | - | - | 19.10 |
| Total | - | - | 525.57 |
| Current financial liabilities | | | |
| (i) Trade Payables | - | - | 4,124.39 |
| (ii) Lease Liabilities | - | - | 53.46 |
| (iii) Other financial liabilities | - | - | 43.41 |
| Total | - | - | 4,221.27 |

(xiii) The company does not have any offsetting financial instruments as at March 31, 2025 and March 31, 2024.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

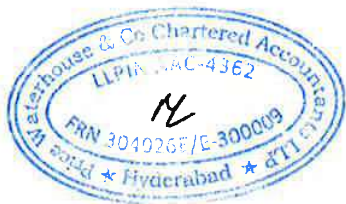
31 Earnings per Share

| | | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|-----|------------------------------------|------------------------------------|
| Profit/(Loss) for the year | A | 1,896.67 | (172.43) |
| Basic and Diluted | | | |
| Weighted average number of equity shares of ₹ 10/- each outstanding during the year | B | 219.24 | 67.62 |
| Earnings per share (face value of ₹ 10/- each) | | | |
| Earnings per share - Basic and Diluted | A/B | 8.65 | (2.55) |
| Weighted average number of equity shares used as the denominator in calculating earnings per share | | | |
| | | Number of shares March 31, 2025 | Number of shares March 31, 2024 |
| Shares at beginning of the year | | 21,924,373 | 1,638,600 |
| Rights issue during the year (Refer note 13(v)) | | - | 5,122,985 |
| Weighted average number of equity shares used as the denominator in calculating Basic and Diluted earnings per share | | 21,924,373 | 6,761,585 |

Note:

(a) Compulsorily Convertible Debentures (CCD's) issued during the previous year are considered to be potential equity shares. The CCD's has not been included in the calculation of diluted earning per share because they are antidilutive in nature for the year ended March 31, 2024.

(b) As per the Debenture agreement, conversion ratio is dependent on the fair value of entity on the date of conversion, hence the number of potential equity shares as at March 31, 2025, can not be determined for the purpose of computation of Diluted Earning Per Share.



TQ Cert Services Private Limited

Notes forming part of Financial Statements for the year ended March 31, 2025

All amounts are in ₹ Lakhs unless otherwise stated

32 Related party transactions**Details of related parties with whom the Company had transactions and account balances:**

| Description of relationship | Names of related parties |
|---|--|
| (i) Ultimate Holding Company (w.e.f October 27, 2023) | Tata Sons Private Limited |
| (ii) Holding Company | Tata Projects Limited |
| (iii) Subsidiaries (w.e.f December 31, 2023) Fellow Subsidiaries (from April 01, 2023 till December 30, 2023) | TQ Cert Services (Shanghai) Ltd (Formerly known as IND Project Engineering (Shanghai) Co.Ltd.) TQ Cert Services LLC (Formerly known as Industrial Quality Services LLC) TQ Services Europe GmbH |
| (iv) Associate of Holding Company | Arth Design build India Private Limited |
| (v) Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Chemicals Limited Tata Consumer Products Limited Tata Motors Limited Tata Steel Limited Titan Company Limited |
| (vi) Entity having significant influence in holding company | Tata Power Company Limited |
| (vii) Jointly Controlled Operations of Holding Company | Gulermak - TPL Pune Metro Joint Venture TPL - IAV VOZ CPRR Joint Venture TPL-JBTPL Joint Venture TPL-KIPL Joint Venture Daewoo - TPL Joint Venture |
| (viii) Jointly Controlled Operations of Ultimate Holding Company | Tata AIA Life Insurance Company Limited |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Jaguar Land Rover Technology and Business Services India Private Limited Rallis India Limited Neelachal Ispat Nigam Limited Roots Corporation Limited Tata Chemicals Magadi Limited Tata Steel Utilities and Infrastructure Services Limited Universal MEP Projects & Engineering Services Limited Voltas Qatar W.L.L Tata Metaliks Limited Tata Coffee Limited |
| (x) Subsidiaries of Entity having significant influence in Holding Company | Maithon Power Limited TP Northern Odisha Distribution Limited TP Saurya Limited TP Solar Limited Tata Power Solar Systems Limited Coastal Gujarat Power Limited Tata Power Renewable Energy Limited |
| (xi) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata AIG General Insurance Company Limited Tata Communications Limited Tata Consultancy Services Limited Tata Electronics Private Limited Tata International Limited Tata Teleservices Limited Tata Medical and Diagnostics Limited Tata Advanced Systems Limited |
| (xii) Fellow Subsidiaries | TPL CIL Construction LLP TPL Services Private Limited (Incorporated On June 27, 2023) |
| (xiii) Key Management Personnel | Sridhar Parameswaran - CEO (w.e.f January 02, 2024) Delli Harish - CFO (w.e.f January 02, 2024) Ashish Sharma - CS (Until January 20, 2025) Govind Mukund Mane - CS (w.e.f January 21, 2025) Himanshu Chaturvedi - Director (w.e.f February 16, 2023) Deepak Natarajan - Director (w.e.f June 10, 2024 Until April 28, 2025) Vinayak Ratnakar Pai - Director (w.e.f September 08, 2023) Rajiv Vasudevan Menon - Additional Director (w.e.f March 28, 2025) Sanjay Sharma - Additional Director (Until June 09, 2024) |



TQ Cert Services Private Limited

Notes forming part of Financial Statements for the year ended March 31, 2025

All amounts are in ₹ Lakhs unless otherwise stated

32 Related party transactions (Continued)

| Nature of relation with the entity | Particulars | Transactions during the year | Balances outstanding at the end of the year | Transactions during the year | Balances outstanding at the end of the year |
|--|--|------------------------------|---|------------------------------|---|
| | | March 31, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2024 |
| (i) Ultimate Holding Company (w.e.f October 27, 2023) | Tata Sons Private Limited | | | | |
| | Brand equity contribution | 53.05 | - | - | - |
| | Trade Payables | - | 38.45 | - | - |
| (ii) Holding Company | Tata Projects Limited | | | | |
| | Revenue from operations | 992.60 | - | 519.98 | - |
| | Contract execution expenses | 62.76 | - | 67.05 | - |
| | Corporate support services charges | 444.02 | - | - | - |
| | Dividend Paid | 1,600.00 | - | 321.82 | - |
| | Issue of Debentures (Including equity portion of compound financial instruments) | - | 1,100.00 | 1,100.00 | 1,100.00 |
| | Purchase of investment in foreign subsidiaries | - | - | 6,380.37 | - |
| | Purchase of business division | - | - | 6,432.16 | - |
| | Interest payable on Debentures | - | 55.28 | - | 6.40 |
| | Trade Receivables | - | 2,139.13 | - | 1,146.57 |
| | Interest on Debentures | 49.40 | - | 7.12 | - |
| | Contractual reimbursement expense - payable | - | 15.53 | - | 9.25 |
| | Trade Payables | - | 547.79 | - | - |
| Fund assets receivable | - | - | - | 167.20 | |
| Corporate Guarantee Received | - | 3.20 | - | - | |
| (iii) Subsidiaries (w.e.f December 31, 2023) Fellow subsidiaries (from April 01, 2023 till December 30, 2023) | TQ Cert Services (Shanghai) Ltd (Formerly known as IND Project Engineering (Shanghai) Co. Ltd.) | | | | |
| | Revenue from operations | 196.46 | - | 39.77 | - |
| | Contract execution expenses | 1,003.67 | - | 182.86 | - |
| | Trade Receivables | - | 260.27 | - | 77.81 |
| | Contractual reimbursement expense - receivable | - | - | - | 34.90 |
| | Contractual reimbursement expense - Payable | - | 7.16 | - | - |
| Trade payables | - | 346.46 | - | 267.48 | |
| (iii) Subsidiaries (w.e.f December 31, 2023) Fellow subsidiaries (from April 01, 2023 till December 30, 2023) | TQ Cert Services LLC (Formerly known Industrial Quality Services LLC) | | | | |
| | Contract execution expenses | 59.10 | - | 2.53 | - |
| | Revenue from Operations | 54.99 | - | - | - |
| | Trade Receivables | - | 65.84 | - | 24.70 |
| | Contractual reimbursement expense - receivable | - | - | - | 1.95 |
| Trade Payables | - | 68.28 | - | 23.00 | |
| (iii) Subsidiaries (w.e.f December 31, 2023) Fellow subsidiaries (from April 01, 2023 till December 30, 2023) | TQ Services Europe GmbH | | | | |
| | Revenue from operations | 2.77 | - | 1.47 | - |
| | Contract execution expenses | 241.90 | - | 42.54 | - |
| | Trade Receivables | - | - | - | 257.50 |
| Trade payables | - | 274.69 | - | 51.73 | |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

32 Related party transactions (Continued)

| Nature of relation with the entity | Particulars | Transactions during the year | Balances outstanding at the end of the year | Transactions during the year | Balances outstanding at the end of the year |
|---|---|------------------------------|---|------------------------------|---|
| | | March 31, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2024 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Jaguar Land Rover Technology and Business Services India Private Limited | | | | |
| | Revenue from operations | 0.55 | - | 6.74 | - |
| | Trade Receivables | - | 0.25 | - | 0.13 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Roots Corporation Limited | | | | |
| | Contract execution expenses | - | - | 0.06 | - |
| | Trade payables | - | 0.07 | - | 0.07 |
| (xi) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata Advanced Systems Limited | | | | |
| | Revenue from operations | 167.64 | - | 94.38 | - |
| | Trade Receivables | - | 11.67 | - | 18.91 |
| (x) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata AIG General Insurance Company Limited | | | | |
| | Contract execution expenses | 6.13 | - | 0.04 | - |
| | Advance Given | - | 3.99 | - | 1.38 |
| | Trade payables | - | 6.50 | - | 0.82 |
| (v) Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Chemicals Limited | | | | |
| | Revenue from operations | 82.38 | - | 27.41 | - |
| | Trade Receivables | - | 36.25 | - | 48.39 |



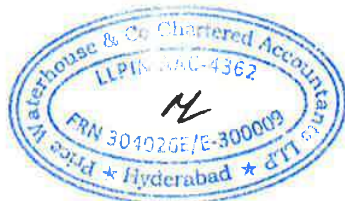
TQ Cert Services Private Limited

Notes forming part of Financial Statements for the year ended March 31, 2025

All amounts are in ₹ Lakhs unless otherwise stated

32 Related party transactions (Continued)

| Nature of relation with the entity | Particulars | Transactions during the year | Balances outstanding at the end of the year | Transactions during the year | Balances outstanding at the end of the year |
|---|--|------------------------------|---|------------------------------|---|
| | | March 31, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2024 |
| (xi) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata Electronics Private Limited | | | | |
| | Revenue from operations | 8.42 | - | 32.87 | - |
| | Trade Receivables | - | 7.37 | - | 8.37 |
| (xi) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata International Limited | | | | |
| | Revenue from operations | 133.33 | - | 26.65 | - |
| | Trade Receivables | - | 15.45 | - | 24.77 |
| (xi) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata Medical and Diagnostics Limited | | | | |
| | Revenue from operations | - | - | 1.26 | - |
| | Trade Receivables | - | - | - | 0.66 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Metaliks Ltd | | | | |
| | Revenue from operations | - | - | 8.69 | - |
| | Trade Receivables | - | - | - | 11.22 |
| (x) Subsidiaries of Entity holding more than 20% in Holding Company | Tata Power Solar Systems Ltd. | | | | |
| | Revenue from operations | - | - | 15.23 | - |
| | Trade Receivables | - | - | - | 80.22 |
| | Advances received | - | - | - | 4.08 |
| (v) Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Steel Limited | | | | |
| | Revenue from operations | 645.18 | - | 170.66 | - |
| | Trade Receivables | - | 124.94 | - | 264.54 |
| (xi) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata Teleservices Limited | | | | |
| | Contract execution expenses | - | - | 0.40 | - |
| | Other expenses | 3.21 | - | - | - |
| | Trade Payables | - | 0.57 | - | - |
| | Advances given | - | - | - | 0.02 |
| (x) Subsidiaries of Entity having significant influence in Holding Company | TP Solar Limited | | | | |
| | Revenue from operations | 13.04 | - | 15.73 | - |
| | Trade Receivables | - | 2.81 | - | 21.66 |
| (xii) Fellow Subsidiaries | TPL CIL Construction LLP | | | | |
| | Revenue from operations | 2.59 | - | 18.00 | - |
| | Trade Receivables | - | 1.95 | - | 6.64 |
| (xii) Fellow Subsidiaries | TPL Services Private Limited | | | | |
| | Trade Receivables | - | 22.18 | - | 12.98 |
| | Revenue from Operations | 7.79 | - | - | - |
| | Contractual reimbursement expense - payable | - | - | - | 71.01 |
| | Contractual reimbursement expense - Receivable | - | 67.85 | - | - |
| (iv) Associate of Holding Company | Arth Design build India Private Limited | | | | |
| | Contract execution expenses | 15.34 | - | - | - |
| | Advances given | - | 15.34 | - | 27.40 |
| | Trade payables | - | 15.43 | - | 55.29 |
| (x) Subsidiaries of Entity having significant influence in Holding Company | Coastal Gujarat Power Limited | | | | |
| | Trade Receivables | - | - | - | 0.07 |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

32 Related party transactions (Continued)

| Nature of relation with the entity | Particulars | Transactions during the year | Balances outstanding at the end of the year | Transactions during the year | Balances outstanding at the end of the year |
|---|--|------------------------------|---|------------------------------|---|
| | | March 31, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2024 |
| (vii) Jointly Controlled Operations of Holding Company | Gulermak - TPL Pune Metro Joint Venture Trade Receivables | - | 0.15 | - | 0.15 |
| (vii) Jointly Controlled Operations of Holding | TPL-JBTPL Joint Venture Revenue from operations | 2.08 | - | 1.39 | - |
| (x) Subsidiaries of Entity having significant Influence In Holding Company | Malbon Power Limited Trade Receivables | - | 0.42 | - | 0.42 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Neelachal Ispat Nigam Limited Trade Receivables | - | - | - | 0.11 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Rallis India Limited Revenue from Operations | 3.25 | - | - | - |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Chemicals Magadi Limited Revenue from operations Trade Receivables | - - | - 0.19 | 0.16 - | - 0.19 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Coffee Limited Trade Payables | - | - | - | 1.31 |
| (v) Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Motors Limited Revenue from Operations Trade Receivables | 10.33 - | - 24.07 | - - | - 36.72 |

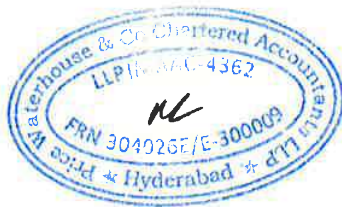


TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
 All amounts are in ₹ Lakhs unless otherwise stated

32 Related party transactions

| Nature of relation with the entity | Particulars | Transactions during the year | Balances outstanding at the end of the year | Transactions during the year | Balances outstanding at the end of the year |
|---|--|------------------------------|---|------------------------------|---|
| | | March 31, 2025 | March 31, 2025 | March 31, 2024 | March 31, 2024 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Steel Utilities and Infrastructure Services Limited Trade Receivables | - | 0.02 | - | 0.02 |
| (v) Associate of Ultimate Holding company (w.e.f October 27, 2023) | Titan Company Limited Trade Receivables | - | 2.27 | - | 2.27 |
| (x) Subsidiaries of Entity having significant influence in Holding Company | TP Northern Odisha Distribution Limited Security Deposit given | - | 0.05 | - | 0.05 |
| (x) Subsidiaries of Entity having significant influence in Holding Company | TP Saurya Limited Trade Receivables | - | - | - | 6.63 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Universal MEP Projects & Engineering Services Limited Revenue from Operations Trade Receivables | 4.91 - | - 2.75 | - - | - 2.23 |
| (ix) Subsidiaries of Associate of Ultimate Holding company (w.e.f October 27, 2023) | Voltas Qatar W.L.L. Trade Receivables | - | - | - | 0.23 |
| (viii) Jointly Controlled Operations of Ultimate Holding Company | Tata AIA Life Insurance Company Limited Contract execution expenses Other expenses Trade Payables | - 1.12 5.89 - | - - - 0.62 | - - - - | - - - - |
| (xi) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata Communications Limited Other expenses Trade Payables | - 0.10 - | - - 0.10 | - - - | - - - |
| (xi) Subsidiaries of Ultimate Holding company (w.e.f October 27, 2023) and Subsidiaries of Entity having significant influence in Holding company (from April 28, 2023 till October 26, 2023) | Tata Consultancy Services Limited Revenue from operations | - 1.54 | - - | - - | - - |
| (v) Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Consumer Products Limited Revenue from operations Trade Receivables | - 31.10 - | - - 26.54 | - - - | - - - |
| (x) Subsidiaries of Entity having significant influence in Holding Company | Tata Power Renewable Energy Limited Revenue from operations Trade Receivables | - 123.59 - | - - 95.96 | - - - | - - - |
| (v) Associate of Ultimate Holding company (w.e.f October 27, 2023) | Tata Power Company Limited Contract execution expenses Revenue from operations Trade Payables Trade Receivables | 0.02 0.14 - - | - - 0.02 0.48 | - 1.21 - - | - - - 6.65 |
| (vii) Jointly Controlled Operations of Holding Company | TPL - IAV VOZ CPRR Joint Venture Revenue from operations Trade Receivables | - 0.14 - | - - 0.18 | - - - | - - - |
| (vii) Jointly Controlled Operations of Holding Company | TPL-KIPL Joint Venture Trade Receivables | - | - | 4.64 | 4.64 |
| (xiii) Key Management Personnel | Key Management Personnel Short Term Employee Benefits | 163.80 | - | 68.35 | - |

Note - Contractual reimbursable expenses represent expenditure incurred on behalf of the entities and are recoverable in nature. However, the closing balance payable/receivable are disclosed above.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

33 Employee benefit plan
Defined Contribution plan

The Company makes contributions to Provident Fund and Superannuation Fund which are defined contribution plans for qualifying employees. Under these Schemes, the Company contributes a specified percentage of the payroll costs to the respective funds.

The Company has recognized as an expense in the Statement of Profit and Loss the following:

- ₹ 61.76 lakhs (March 31, 2024: ₹ 55.64 lakhs) for Superannuation fund contributions with Life Insurance Corporation ('LIC')
- ₹ 104.75 lakhs (March 31, 2024: ₹ 106.49 lakhs) for Provident Fund with Employees' Provident Fund Organization ('EPFO')

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of the defined benefit plan is calculated by estimating the amount of future benefit that employee has earned in exchange of their service in the current and prior periods and discounted back to the current valuation date to arrive at the present value of the defined benefit obligation. The defined benefit obligation is deducted from the fair value of plan assets, to arrive at the net asset / (liability), which need to be provided for in the books of accounts of the Company.

As required by Ind AS19, the discount rate used to arrive at the present value of the defined benefit obligations is based on the Indian government security yields prevailing as at the balance sheet date that have maturity date equivalent to the tenure of the obligation.

The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a net asset position, the recognized asset is limited to the present value of economic benefits available in form of reductions in future contributions.

Remeasurements arising from defined benefit plans comprises of actuarial gains and losses on benefit obligations, the return on plan assets in excess of what has been estimated and the effect of asset ceiling, if any, in case of over funded plans. The Company recognizes these items of remeasurements immediately in other comprehensive income and all the other expenses related to defined benefit plans as employee benefit expenses in the statement of profit and loss.

(a) Gratuity

The following tables set out the funded status of Gratuity and the amounts of Gratuity recognized in the company's financial statements as at March 31, 2025 and March 31, 2024.

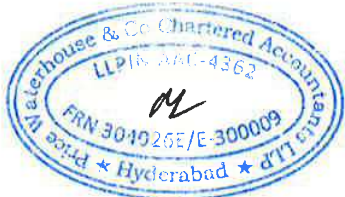
| Change in Defined Benefit Obligation (DBO) during the year | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| | Gratuity (funded) | Gratuity (funded) |
| Opening defined benefit obligations | 863.10 | 724.00 |
| Current service cost | 56.57 | 50.86 |
| Interest Cost | 53.86 | 49.66 |
| Actuarial (Gains)/losses arising from changes in demographic assumptions | 0.00 | (31.19) |
| Actuarial (Gains)/losses arising from changes in financial assumptions | 21.05 | 12.04 |
| Actuarial (Gains)/losses arising from experience assumptions | (6.21) | 57.73 |
| Benefits paid | (122.27) | - |
| Closing defined benefit obligation | 866.10 | 863.10 |

| Change in fair value of plan assets during the year | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| | Gratuity (funded) | Gratuity (funded) |
| Opening fair value of plan assets | 847.13 | 786.78 |
| Interest income on plan assets | 52.71 | 54.40 |
| Remeasurement gains/(losses) | 0.34 | 5.95 |
| Contribution from the employer | 51.33 | 0.00 |
| Benefits paid | (122.27) | 0.00 |
| Closing fair value of plan assets * | 829.24 | 847.13 |

* The above balance as at March 31, 2024 includes amount of Rs 167.2 lakhs receivable from parent entity pursuant to divison purchase transaction as mentioned in note 34.

| Amount recognised in Balance sheet | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| | Gratuity (funded) | Gratuity (funded) |
| Present value of funded defined benefit obligation | 866.10 | 863.10 |
| Fair value of plan assets | 829.24 | 847.13 |
| Funded status | 36.86 | 15.97 |
| Net liability/(assets) arising from defined benefit obligation | 36.86 | 15.97 |
| Net Defined benefit obligation bifurcated as follows | | |
| Current (refer note 17) | 36.86 | - |
| Non-Current (refer note 17) | - | 15.97 |
| Total | 36.86 | 15.97 |

The gratuity plan of the company is administered through a trust formed by the company and the trustees of the fund have outsourced the investment management of the fund to Life Insurance Corporation (LIC). The insurance company in turn manages gratuity fund as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

GRATUITY: The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

| Components of employer expense | Year ended | Year ended |
|---|-------------------|-------------------|
| | March 31, 2025 | March 31, 2024 |
| | Gratuity (funded) | Gratuity (funded) |
| Current service cost | 56.57 | 50.86 |
| Interest cost on net defined liability/(asset) | 1.15 | (4.74) |
| Components of defined benefit costs recognised in statement of profit and loss | 57.72 | 46.12 |
| Opening amount recognised in OCI outside statement of profit and loss | 32.63 | (77.98) |
| Remeasurement: | | |
| Return on plan assets | (0.34) | (5.95) |
| Actuarial (Gains)/losses arising from changes in demographic assumptions | 0.00 | (31.19) |
| Actuarial (Gains)/losses arising from changes in financial assumptions | 21.05 | 12.04 |
| Actuarial (Gains)/losses arising from experience assumptions | (6.21) | 57.73 |
| Components of defined benefit costs recognised in other comprehensive income | 14.50 | 32.63 |

The current service cost and the net interest expense for the year are included in the "Employee benefits expense" line item in the statement of profit and loss.
The remeasurement of the net defined liability is included in other comprehensive income

The fair value of the plan assets for India and overseas plan at the end of the reporting period for each category, are as follows

| | Fair value of plan assets as at | |
|-----------------------|---------------------------------|-------------------|
| | March 31, 2025 | March 31, 2024 |
| | Gratuity (funded) | Gratuity (funded) |
| Insurer Managed funds | 829.24 | 847.13 |
| Total | 829.24 | 847.13 |

The plan does not invest directly in any property occupied by the Company nor in any financial securities issued by the Company.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

| | Year ended | Year ended |
|----------------------------------|-------------------|-------------------|
| | March 31, 2025 | March 31, 2024 |
| | Gratuity (funded) | Gratuity (funded) |
| Discount rate | 6.60% | 7.20% |
| Expected rate of salary increase | 8.00% | 8.00% |
| Retirement Age* | | |

* Mortality (applicable to Gratuity): Published rates under the Indian Assured Lives Mortality (2012-14) Ult table.

Sensitivity Analysis

| | Year ended | Year ended |
|-------------------------------------|-------------------|-------------------|
| | March 31, 2025 | March 31, 2024 |
| | Gratuity (funded) | Gratuity (funded) |
| Discount rate | | |
| Impact of increase in 50 bps on DBO | -2.03% | -1.98% |
| Impact of decrease in 50 bps on DBO | 2.11% | 2.06% |
| Salary Escalation Rate | | |
| Impact of increase in 50 bps on DBO | 2.08% | 2.04% |
| Impact of decrease in 50 bps on DBO | -2.02% | -1.97% |

The expected cash flow profile of the benefits to be paid to the current membership of the plan, are as follows:

| Maturity Profile | Year ended | Year ended |
|--|-------------------|-------------------|
| | March 31, 2025 | March 31, 2024 |
| | Gratuity (funded) | Gratuity (funded) |
| Expected Benefits for year 1 | 208.77 | 230.05 |
| Expected Benefits for year 2 | 134.06 | 152.66 |
| Expected Benefits for year 3 | 128.66 | 112.21 |
| Expected Benefits for year 4 | 161.17 | 107.73 |
| Expected Benefits for year 5 | 108.88 | 130.58 |
| Expected Benefits for year 6 | 79.92 | 89.63 |
| Expected Benefits for year 7 | 62.47 | 66.33 |
| Expected Benefits for year 8 | 66.38 | 54.20 |
| Expected Benefits for year 9 | 39.96 | 55.72 |
| Expected Benefits for year 10 and above | 194.25 | 213.90 |
| Weighted average duration to the payment of these cash flows (in years) | 4.15 | 4.04 |

Gratuity: The expected contribution payable to the gratuity plan next year is 70.

(b) Employee benefits expense includes expenditure in relation to compensated absences (privileged and sick leave) aggregating to ₹ 34.79 (March 31, 2024 - ₹ 155.26).

The leave obligations cover the company's liability for earned leave which are classified as other long-term benefits.

The company does not have an unconditional right to defer settlement of any of these obligations. However, based on past experience, the group does not expect all employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months.

| Particulars | Year ended | Year ended |
|--|----------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| Leave obligations not expected to be settled within the next 12 months | 106.20 | 118.18 |



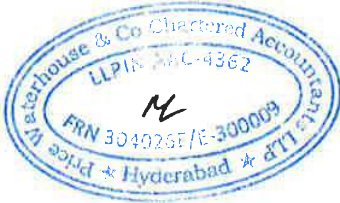
TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

34 Business combination

During the previous year ended March 31, 2024, pursuant to the Agreement To Sell Business between Tata Projects Limited ("TPL", parent company) and TQ Cert Services Private Limited ("TQ Cert" or "the Company"), the Testing, Inspection and Certification Business Undertaking ("TIC Business") of TPL was transferred as a going concern and on a Slump sale basis effective January 1, 2024. The transfer of TIC Business was part of the TPL's overall transformation exercise. As TIC Business was transferred from parent company, the same was accounted for in accordance with "Pooling of Interest Method" laid down by Appendix C of Indian Accounting Standard 103 (IND AS 103): (Business Combinations of entities under common control), notified under the Companies Act, 2013. Accordingly, all assets, liabilities of TIC Business were recorded in the books of accounts of the Company at their existing carrying amount and in their same form. Further, as per Appendix C of Ind AS 103, the effect of amalgamation as per 'Pooling of Interest Method', at carrying value was considered in the books retrospectively and the figures for the year ended March 31, 2023 were restated as if the transfer had occurred from the beginning of the comparative year in the financial statements of the previous year i.e. April 1, 2022. Accordingly, the figures for the year ended March 31, 2024 included the results of the Company and the TIC Business.

(a) Based on the assets and liabilities transferred as at December 31, 2023 the following table summarises the amounts of assets and liabilities which were assumed to be acquired as of April 1, 2022

| Particulars | ₹ in lakhs As at April 1, 2022 |
|--|-----------------------------------|
| Non-current assets | |
| Property, plant and equipment | 125.41 |
| Right to use assets | 143.29 |
| Intangible assets | 9.81 |
| Financial assets | |
| (i) Other financial assets | 233.75 |
| Total non-current assets | 512.26 |
| Current assets | |
| Financial assets | |
| (i) Trade receivables | 6,925.07 |
| (ii) Other financial assets | 2,944.17 |
| Other current assets | 709.68 |
| Total current assets | 10,578.92 |
| Total Assets (A) | 11,091.18 |
| Non-current liabilities | |
| Financial liabilities | |
| (i) Lease liabilities | 159.74 |
| Provisions | 105.90 |
| Total non-current liabilities | 265.64 |
| Current liabilities | |
| Financial liabilities | |
| (i) Trade payables | 472.52 |
| (ii) Lease liabilities | - |
| Other current liabilities | 239.26 |
| Total current liabilities | 711.78 |
| Total liabilities (B) | 977.42 |
| Net Assets (A) - (B) | 10,113.76 |
| Less: Consideration paid for purchase of TIC Business from TPL | 6,432.16 |
| Capital Reserve (recognised under reserves and surplus) (refer note 14) | 3,681.60 |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

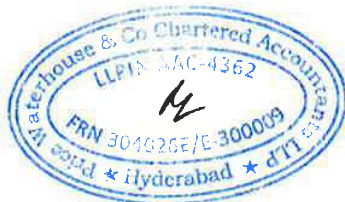
(b) Re-stated Balance sheet as on March 31, 2023

Based on the assets and liabilities transferred as at December 31, 2023 the following table summarises the amounts of assets and liabilities which were assumed to be acquired as of March 31, 2023.

| Particulars | As at March 31, 2023 | | |
|---|---------------------------------------|---|---|
| | Before effect of Business combination | Effect of TIC Business undertaking from TPL | Revised balance post effect of business combination |
| Non-current assets | | | |
| Property, plant and equipment | - | 94.33 | 94.33 |
| Right-of-use assets | - | 100.30 | 100.30 |
| Financial assets | | | |
| (i) Investments | - | - | - |
| (ii) Other financial assets | 233.84 | 127.81 | 361.65 |
| Deferred tax assets (net) | 31.80 | - | 31.80 |
| Total non-current assets | 265.64 | 322.44 | 588.08 |
| Current assets | | | |
| Financial assets | | | |
| (i) Trade receivables | 312.27 | 6,697.75 | 7,010.02 |
| (ii) Cash and cash equivalents | 941.68 | - | 941.68 |
| (iii) Other financial assets | 79.79 | 5,291.37 | 5,371.16 |
| Other current assets | 42.82 | 657.12 | 699.94 |
| Total current assets | 1,376.56 | 12,646.24 | 14,022.80 |
| Total Assets (A) | 1,642.20 | 12,968.68 | 14,610.88 |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | - | - | - |
| (ii) Lease liabilities | - | 72.56 | 72.56 |
| Total non-current liabilities | - | 72.56 | 72.56 |
| Current liabilities | | | |
| Financial liabilities | | | |
| (i) Trade payables | | | |
| (a) total outstanding dues of micro and small enterprises | - | 172.04 | 172.04 |
| (b) total outstanding dues other than (a) above | 165.78 | 2,892.53 | 3,058.31 |
| (ii) Lease liabilities | - | 46.71 | 46.71 |
| (iii) Other financial liabilities | 77.93 | 6,432.16 | 6,510.09 |
| Provisions | - | 136.52 | 136.52 |
| Current tax liabilities (net) | 15.67 | - | 15.67 |
| Other current liabilities | 334.90 | 340.54 | 675.44 |
| Total current liabilities | 594.28 | 10,020.50 | 10,614.78 |
| Total liabilities (B) | 594.28 | 10,093.06 | 10,687.34 |
| Net Assets (A) - (B) | 1,047.92 | 2,875.62 | 3,923.54 |
| Equity share capital | 163.86 | - | 163.86 |
| Other Equity | 884.06 | 2,875.62 | 3,759.68 |
| Total | 1,047.92 | 2,875.62 | 3,923.54 |

(c) Re-stated Statement of Profit or Loss account for the year ended March 31, 2023

| Particulars | As at March 31, 2023 | | |
|--|---------------------------------------|---|---|
| | Before effect of Business combination | Effect of TIC Business undertaking from TPL | Revised balance post effect of business combination |
| Revenue from operations | 1,383.63 | 20,857.93 | 22,241.56 |
| Other income | 12.95 | 532.06 | 545.01 |
| Total Income | 1,396.58 | 21,389.99 | 22,786.57 |
| Expenses | | | |
| (a) Contract execution expenses | 1,091.89 | 14,606.98 | 15,698.87 |
| (b) Employee benefit expense | - | 4,394.68 | 4,394.68 |
| (c) Finance costs | - | 39.70 | 39.70 |
| (d) Depreciation and amortisation expense | - | 101.96 | 101.96 |
| (e) Other expenses | 104.43 | 3,130.63 | 3,235.06 |
| Total expenses | 1,196.32 | 22,273.95 | 23,470.27 |
| Profit/(loss) before tax | 200.26 | (883.96) | (683.70) |
| Tax expense | | | |
| (a) Current tax expense | 59.89 | - | 59.89 |
| (b) Deferred tax credit | (9.49) | - | (9.49) |
| Total tax expense | 50.40 | - | 50.40 |
| Profit/(loss) for the year | 149.86 | (883.96) | (734.10) |
| Other comprehensive income | | | |
| Items that will not be reclassified subsequently to the Statement of profit and loss | - | 77.98 | 77.98 |
| (i) Remeasurement on defined benefit plans | - | 77.98 | 77.98 |
| (ii) Income tax relating to these items | - | - | - |
| Total comprehensive income, net of taxes | 149.86 | (805.98) | (656.12) |
| Total comprehensive income for the year | 149.86 | (805.98) | (656.12) |



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

(d) Statement of Profit and Loss for the period ended December 31, 2023

| Particulars | Effect of TIC Business undertaking from TPL |
|---|---|
| Revenue from operations | 17,273.47 |
| Other income | 85.80 |
| Total Income | 17,359.27 |
| Expenses | |
| (a) Contract execution expenses | 12,292.38 |
| (b) Employee benefit expense | 2,688.34 |
| (c) Finance costs | 6.26 |
| (d) Depreciation, amortisation and impairment expense | 70.32 |
| (e) Other expenses | 2,610.31 |
| Total expenses | 17,667.61 |
| Profit/(loss) before exceptional item and tax (III - IV) | (308.34) |
| Exceptional Items | |
| (a) Cost of purchase of TIC Business undertaking | - |
| Loss before tax | (308.34) |
| Tax expense | |
| (a) Current tax expense | - |
| (b) Tax - earlier years | - |
| (c) Deferred tax credit | - |
| Total tax expense | - |
| Loss for the period | (308.34) |
| Other comprehensive Loss | (33.29) |
| Total comprehensive Loss for the year | (341.63) |

Note:

The difference between net assets taken over as at April 01, 2022 adjusted with results of operations for the year ended March 2023 and for the period ended December 31, 2023 and net assets acquired as at December 31, 2023, amounting to Rs 800.52 lakhs was adjusted to Capital reserve under note 14.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

35 Key Financial ratios

The ratios for the year ended March 31, 2025 and March 31, 2024 are as follows:

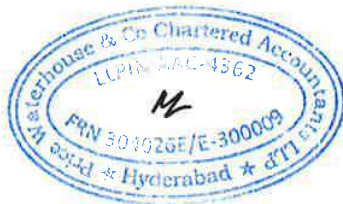
| Particulars | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 | Variance % | Reason for variance if more than 25% |
|--|---|---|-------------------------|-------------------------|---------------|--|
| Current ratio (Number of times) | Total current assets | Total current liabilities | 2.26 | 2.48 | -9% | Not applicable |
| Debt Equity ratio (no of times) | Borrowings (Current + Non- current) | Equity Share capital + Other Equity (Less: Equity component of compound financial Instruments and Capital reserve) | 0.04 | 0.04 | 0% | Not applicable |
| Debt service coverage ratio (no of times) | Profit/(Loss) for the year after tax + Interest on Borrowings + Depreciation and amortisation expense + Expected credit loss allowance (net of reversals) - Liabilities no longer required written back + other non cash items as included in the statement of cash flows | Interest on Borrowings+Principle Repayments of non- current borrowings | 56.97 | 81.28 | -30% | The variance is on account of profit during the year whereas it was loss in the previous year. |
| Return on Equity Ratio (%) | Profit/(Loss) for the year | Average Shareholders equity*** | 0.13 | (1.80) | 107% | The variance is on account of profit during the year whereas it was loss in the previous year. |
| Trade receivables turnover ratio (no of times) | Revenue from operations for the year | Average trade receivables (Non current & Current) | 3.26 | 3.15 | 3% | Not applicable |
| Trade payables turnover ratio (no of times) | Contract execution expenses + Other expenses | Average trade payables | 4.89 | 5.82 | -16% | Not applicable |
| Net capital turnover ratio (no of times) | Revenue from operations | Average working capital | 3.40 | 4.12 | -17% | Not applicable |
| Net profit ratio (%) | Profit/(Loss) for the year | Revenue from operations | 6.60 | (0.70) | 1047% | The variance is on account of profit during the year whereas it was loss in the previous year. |
| Return on Capital employed (%) | Profit/(Loss) before tax + Interest on borrowings | Tangible network*+ Total Debt** | 0.12 | (0.77) | 116% | The variance is on account of profit during the year whereas it was loss in the previous year. |
| Return on investments (%) | Earning before Interest and taxes | Average Total assets | 0.12 | (0.57) | 121% | The variance is on account of profit during the year whereas it was loss in the previous year. |

* Tangible network = Network - Intangible assets

** Total Debt = Non-current borrowings + Current borrowings - Interest accrued but not due on current borrowings - Interest accrued but not due on non-current borrowings

*** Average Share holders equity = Equity share capital + Other equity - Equity component of compound financial instruments

a) Inventory turnover ratio is not applicable as there is no Inventory balance as at March 31, 2025 and March 31, 2024.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

36 Other notes

- 36.1 The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956 for the year ended March 31, 2025 and March 31, 2024.
- 36.2 During the current year and previous year, there are no charges or satisfaction of charges which are yet to be registered with the Registrar of Companies beyond the statutory period.
- 36.3 The Company is a subsidiary of Tata Projects Limited which is part of the TATA Group (the "Group"). The Group includes the following Core Investment Company (CIC) in its structure:
- Tata Sons Private Limited
 - Tata Industries Limited
 - Panatone Finvest Limited
 - TMF Holdings Limited
 - Protraviny Private Limited
 - T S Investments (unregistered)
- 36.4 The Company has not received any whistleblower complaints during the financial year ended March 31, 2025 and March 31, 2024.
- 36.5 The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- 36.6 The Company has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- 36.7 There is no income surrendered or disclosed as income during the current and previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- 36.8 The Company has not traded or invested in crypto currency or virtual currency during the year ended March 31, 2025 and March 31, 2024.
- 36.9 The Company is not declared wilful defaulter by any bank or financial institution or government or any government authority during the current year and previous year.
- 36.10 The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013, read with companies (Restriction on number of Layers) Rules 2017, and there are no Companies beyond the specified layers.
- 36.11 No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- 36.12 The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current and previous year.
- 36.13 The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.



TQ Cert Services Private Limited
Notes forming part of Financial Statements for the year ended March 31, 2025
All amounts are in ₹ Lakhs unless otherwise stated

37 Operating segments

Ind AS 108 establishes standards for the way that business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Operating segments are defined as components of an enterprise for which discrete financial information is available. This is evaluated regularly by the Chief Operating Decision Maker ("CODM"), in deciding how to allocate resources and assessing the Company's performance. The company is engaged in the Inspection and Certification services and operates in a single operating segment. Hence, as per Ind AS 108 'Operating Segment' specified under Section 133 of the Companies Act, 2013, there are no reportable segments applicable to the Company.

Information about geographical areas

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---------------|-----------------------------------|-----------------------------------|
| Revenue, net | | |
| India | 17,207.00 | 15,238.83 |
| Outside India | 11,529.83 | 9,492.60 |

All the non current assets of the Company are located within India.

Information about major customers

No customer accounts for more than 10% of the revenue in the year ended March 31, 2025 (March 31, 2024: Nil).

38 Approval of financial statements

The financial statements were approved for issue by the Board of Directors on April 28, 2025.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number : 304026E/E-300009

Manikanta Manoj B V
Partner
Membership Number : 229830

Place: Hyderabad
Date: April 28, 2025

For and on behalf of the Board of Directors

Vinayak Ratnakar Pai
Director
DIN: 03637894

Place: Mumbai
Date: April 28, 2025

Rajiv Vasudevan Menon
Additional Director
DIN: 06875028

Place: Mumbai
Date: April 28, 2025

Sridhar Parameswaran
Chief Executive Officer

Place: Hyderabad
Date: April 28, 2025

Delli Hanish
Chief Financial Officer

Place: Hyderabad
Date: April 28, 2025

Govind Mukund Mane
Company Secretary

Place: Mumbai
Date: April 28, 2025

