



DELPHI/SEC/2025-26/16

9th July, 2025

BSE Ltd.

Corporate Relation Department,
Listing Department,
Rotunda Building, PJ Towers,
Dalal Street, Mumbai – 400 023.

Scrip Code : 533452

National Stock Exchange of India Ltd.

Listing Department
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex
Bandra (East) Mumbai–400 051

NSE Symbol: DELPHIFX

Sub: Annual Report for the Financial Year 2024-25

Ref: Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/Madam,

In continuation to our letter dated 9th July, 2025 having ref no. **DELPHI/SEC/2025-26/15** and pursuant to Regulation 34(1) of the Listing Regulations, please find attached the Annual Report of the Company for the Financial Year 2024-25 along with the Notice of the 40th Annual General Meeting of the Company to be held through video conference / other audio visual means on Friday, 1st August, 2025 at 1:30 P.M. IST.

The above documents have been simultaneously sent to the Shareholders. You are requested to take note of the above.

Thanking you,

For DELPHI WORLD MONEY LIMITED

VINAY SINGH

COMPANY SECRETARY

M No: ACS 44928

DELPHI WORLD MONEY LIMITED

(ERSTWHILE EBIXCASH WORLD MONEY INDIA LIMITED)

Regd. Office: 8th Floor, Manek Plaza, Kalina CST Road, Kolkalyan, Santacruz (E), Mumbai, Maharashtra-400098

Website: www.indiaforexonline.com . E. mail :corp.relations@ebixcash.com . Phone: [+91-22-68649800](tel:+91-22-68649800)

CIN: L65990MH1985PLC037697

DELPHI

Delphi World Money Limited



**ANNUAL
REPORT
2025**

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. TC Guruprasad	Chairman
Mr. Hariprasad Meenoth Panichikkil	Whole-Time Director
Mr. Chaganti Samba Murty	Non-Executive Director
Mr. Ajai Kumar	Independent Director
Ms. Vani Mahajan	Independent Director
Mr. Shri Pal Goel	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Pravin Madhukar Patil

COMPANY SECRETARY

Mr. Vinay Singh

BANKERS

HDFC Bank, ICICI Bank

REGISTERED OFFICE

8th Floor, Manek Plaza, Kalina CST Road,
Kolekalyan, Santacruz (E), Mumbai – 400098
CIN: L65990MH1985PLC037697
Website: www.indiaforexonline.com
Email ID: corp.relations@ebixcash.com
Tel: +91-22-68649800

AUDITORS

Statutory Auditor

T R Chadha & Co LLP,
Chartered Accountants

Secretarial Auditor

SRC & Co.
Company Secretaries

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400093, India.
Tel: 022-62638200 Fax : 022-62638299
Email: investor@bigshareonline.com

From the Desk of Whole Time Director

Dear Valued Shareholders,

India's travel and tourism industry is poised for exceptional growth, underpinned by a robust macroeconomic environment and rising consumer confidence. According to the World Travel & Tourism Council (WTTC) Economic Impact 2023 report, India's Travel and Tourism GDP contribution grew by 5.9% and is projected to sustain an annual growth of 7.1% over the coming years. By 2028, the sector is expected to contribute over US\$ 512 billion to the GDP and support close to 53 million jobs by 2029 — underscoring its pivotal role in India's economic development.

The Indian travel market, estimated at US\$ 75 billion in FY20, is projected to reach US\$ 125 billion by FY27. The airline and hotel segments are both witnessing strong recovery, with improved airport infrastructure and passport penetration fuelling growth. The Indian hotel market alone is set to reach ~US\$ 52 billion by FY27. Importantly, international tourist arrivals are expected to touch 30.5 million by 2028, generating over US\$ 59 billion in revenue, even as domestic travel continues to drive volumes in the post-pandemic era.

Retail foreign exchange and cross-border remittances remain vital to this evolving landscape. Foreign Tourist Arrivals (FTAs) in India during 2023 reached over 9.2 million — up from 6.4 million in 2022 — with Delhi and Mumbai airports leading the entry points. Foreign Exchange Earnings (FEE) stood at US\$ 28.1 billion in 2023, and reached US\$ 10.9 billion during January–April 2024 alone. Notably, the sector has attracted cumulative FDI equity inflows of US\$ 17.2 billion between April 2000 and March 2024, signalling strong investor confidence.

Against this promising backdrop, **Delphi World Money Limited** has remained steadfast in its mission to strengthen its foundation, innovate its service offerings, and consolidate its leadership in the retail foreign exchange and remittance ecosystem.

Your company is actively leveraging technology, partnerships, and product innovation to scale our operations and capitalize on the growing demand from students, travellers, and corporates. Your company continues to remain a trusted partner for inbound remittances, travel forex, and multicurrency card solutions, with plans underway to introduce new-age offerings that redefine convenience and compliance in cross-border payments.

I am pleased to report that your company has delivered another year of performance. For FY 2024-25, the EBITDA from Operations stood at **Rs. 187.50 Millions**, compared to **Rs. 257.97 Millions** in the previous year.

However, Your Company's total revenue during the year under review was **INR 739.56 Millions** as compared to **INR 971.18 Millions** in the previous year.

This steady financial performance reflects our prudent operational strategy, disciplined cost management, and relentless focus on customer satisfaction and compliance.

On behalf of the Board of Directors, I extend my sincere gratitude to our employees, management team, and partners for their commitment and contribution to the company's growth. I also thank our shareholders and stakeholders for their continued trust and encouragement, which energizes us to build a stronger, more innovative organisation.

We remain confident that the evolving macroeconomic and travel landscape presents a significant runway for growth. Your company is well-positioned to harness this momentum and create long-term value for all stakeholders.

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of shareholders of **DELPHI WORLD MONEY LIMITED** will be held on Friday, August 1, 2025 at 1:30 P.M. through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. **ADOPTION OF THE ANNUAL AUDITED FINANCIAL STATEMENT AND REPORTS THEREON**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT the audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. HARIPRASAD MEENOTH PANICHIKKIL (DIN: 09473253), WHOLE-TIME DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Hariprasad Meenoth Panichikkil (DIN: 09473253), who retires as a Whole-time Director by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. **RE-APPOINTMENT OF T R CHADHA & CO. LLP, CHARTERED ACCOUNTANT (FIRM REGISTRATION NO. 006711N/N500028) AS STATUTORY AUDITORS**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 139 & 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s T R Chadha & Co. LLP, Chartered Accountant (Firm Registration No. 006711N/N500028), Statutory Auditors of the Company be and are hereby reappointed as the Statutory Auditors of the Company for second term of 5 (Five) consecutive financial years commencing from the financial year 2025-26 to financial year 2030-31 at a remuneration of mutually decided by the Board and the Statutory Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby

authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. **AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

*To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to Section 13, 15 of Companies Act 2013 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to amend Clause III (the Object Clause) of the Memorandum of Association of the Company by addition of following sub-clauses 4 and 5 after existing sub-clause 3 of Clause III(A) of Memorandum of Association of the Company:

4. *To expand and consolidate the Company's payment services across the travel and hospitality sectors, including but not limited to airline, railway, cruise, charter and hotel reservations; tour operations and packaged tours, for all purposes -religious, educational, leisure, business; passport, visa, services, conference, and inbound-outbound tourism facilitation; coach, vehicle and baggage arrangements; traveller's cheque, coupon issuance, encashment and money transfer facility; or distribution strictly connected to travel and hospitality payments; training, back office support and publication services pertinent solely to the travel ecosystem; and to own, lease or manage all related infrastructure, assets, or facilities in India or elsewhere either individually or in collaboration with others and form, acquire, run any subsidiary, joint venture of any other kind of profitable association for this purpose.*
5. *To provide ancillary commercial support for any of the above objectives, such as marketing, technology platforms, payment gateway integration, logistics coordination, content production and monitoring solely in furtherance of the Company's travel, hospitality and payment services.*

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clauses as may be directed by the Registrar of Companies and to modify the same accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect

to this resolution, the Board of Directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms.”

5. APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY & AMENDMENT IN EXISTING CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

*To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing INR 15,00,00,000/- (Indian Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten) each to INR 30,00,00,000/- (Indian Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore) Equity Share of INR 10/- (Indian Rupees Ten) by creation of additional 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten).

RESOLVED FURTHER THAT the increased authorized equity share capital shall rank pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting and replaced with the following clause:-

- V. *The authorised share capital of the company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) equity shares of Rs.10/- (Rupees Ten) each. The company has power from time to time to increase or reduce the capital and to issue any of the shares in the capital, original or increased, as ordinary or preferred with or subject to any preferential, special or deferred or qualified rights, privileges or conditions as regards payment of dividends distribution of assets, repayments or reduction of capital, voting or otherwise, or sub-divide them and generally on such terms as the company may from time to time by special resolution determine and to vary the regulations of the company as far as necessary to give effect to the same, subject to the provisions of law.*

RESOLVED FURTHER THAT Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals

to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

6. APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY

*To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (the ‘Act’), the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘ICDR Regulations’), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and any other applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of concerned statutory and other authorities and as may be required, and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of Rs. 10 (Rupee Ten) each (the ‘Equity Shares’) or through an issuance of Global Depository Receipts (‘GDRs’), Foreign Currency Convertible Bonds (‘FCCBs’), fully convertible debentures/ partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares/ any other securities (other than warrants), which are

convertible into or exchangeable with Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the 'Securities') or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks/ venture capital funds/ alternative investment funds/ foreign portfolio investors, mutual funds / pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the 'Investors'), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, through one or more prospectus and/ or letter of offer or circular, and/or placement document and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares aggregating (inclusive of such premium as may be fixed on the securities) for an amount not exceeding to Rs. 200 Crore (Rupees Two Hundred Crore), in one or more tranches.

RESOLVED FURTHER THAT:

- a) the offer, issue and allotment of the Equity Shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations; and
- b) the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company, including receipt of dividend that may be declared for the financial year in which the allotment is made in terms of the applicable laws.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be allotted as fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued by way of a qualified institutional placement under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations.

RESOLVED FURTHER THAT subject to applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares pursuant to the proposed issue, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced proportionately;
- b) in the event of the Company making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it

may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer; and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;
- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), as may be required.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Company to give effect to the above resolutions."

7. APPROVAL TO ENTER RELATED PARTY TRANSACTIONS WITH EBIXCASH WORLD MONEY LIMITED DURING THE FINANCIAL YEAR 2025-26 AND 2026-27

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s) the approval of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Ebixcash World Money Limited (‘ECWML’), a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary) and ECWML from time to time, for an aggregate amount of up to INR 2000 crores to be entered during financial year 2025-26 and INR 2000 crores to be entered during financial year 2026-27 provided that such contract(s)/arrangement(s)/transaction(s) shall always be carried out at arm’s length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

8. APPROVAL OF RELATED PARTY TRANSACTIONS WITH EBIX MONEY EXPRESS PRIVATE LIMITED DURING THE FINANCIAL YEAR 2025-26 AND 2026-27

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s) the approval of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Ebix Money Express Private Limited (‘EMEPL’), a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary) and EMEPL from time to time, for an aggregate amount of up to INR 1500 crores to be entered during financial year 2025-26 and INR 1500 crores to be entered during financial year 2026-27 provided that such contract(s)/arrangement(s)/transaction(s) shall always be carried out at arm’s length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

9. APPROVAL OF RELATED PARTY TRANSACTIONS WITH EBIX TRAVELS PRIVATE LIMITED DURING THE FINANCIAL YEAR 2025-26 AND 2026-27

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s) the approval of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Ebix Travels Private Limited (‘ETPL’), a related party on such terms and conditions as may be agreed between the Company (including any of its subsidiary) and ETPL from time to time, for an aggregate amount of up to INR 1500 crores to be entered during financial year 2025-26 and INR 1500 crores to be entered during financial year 2026-27 provided that such contract(s)/arrangement(s)/ transaction(s) shall always be carried out at arm’s length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

10. APPOINTMENT OF SRC & CO., COMPANY SECRETARIES AS SECRETARIAL AUDITORS

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the recommendation

of Board of Directors, the consent of the Members be and is hereby accorded to appoint M/s SRC & Co., Company Secretaries (Peer Review No. 1848/2022) as the Secretarial Auditors of the Company for period of 5 consecutive years effective from Financial year 2025-26 on such terms & conditions and remuneration as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

BY ORDER OF THE BOARD

PLACE : NOIDA
DATE : 9TH JULY, 2025

VINAY SINGH
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: ACS 44928

IMPORTANT NOTES:

1. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as a Director / variation in terms of the remuneration at this AGM, is furnished as **Annexure - I** to the Notice.
2. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and 9/2023 dated September 25, 2023 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). MCA by General Circular No. 09/2024 dated 19th September, 2024 have extended the above exemptions till 30th September, 2025 and, accordingly, in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars the:
 - a. Notice of the AGM along with Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
 - b. 40th AGM of the Members will be held through VC / OAVM.

Members may note that the Notice along with the Annual Report for the financial year 2024-25 has been uploaded on the website of the Company at www.indiaforexonline.com. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com
3. As the Members can attend and participate in the AGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to Mr. Rahul Khadriya, Scrutinizer, through e-mail at info@srclegal.in.

5. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at www.indiaforexonline.com
6. The Company has notified closure of the Register of Members and the Share Transfer Books from Friday, 25th July, 2025 to Friday, 1st August, 2025 (both days inclusive) for the purpose of Annual General Meeting.
7. Pursuant to the provisions of Section 124 of the Act and the relevant rules made thereunder, the amount of dividend remaining unpaid or unclaimed for a period of 7 years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shares in respect of which dividend remains unclaimed for 7 consecutive years are also required to be transferred to the IEPF as per Section 124 of the Act and the relevant rules thereunder. Details of such equity shares to be transferred to the IEPF Authority are uploaded on the website of the Company at the link: www.indiaforexonline.com.
8. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialised form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details in Form ISR - 1 to Bigshare Services Private Limited.
9. Members are requested to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, bank details, etc. to their DPs for equity shares held in dematerialised form and to Bigshare Services Private Limited in Form ISR - 1 for equity shares held in physical form.
10. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and Members holding shares in physical form are requested to update their e-mail addresses with Bigshare Services Private Limited or e-mail to investor@bigshareonline.com for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.
11. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form.
12. All documents referred to in the accompanying Notice and the Explanatory Statement along with statutory record and registers, as required, shall be open for inspection in electronic mode. Members can inspect the same by sending an email from their registered email ID mentioning their name, DP ID and Client ID/Folio No., PAN, Mobile No to corp.relations@ebixcash.com.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING & AGM:

1. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of

the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.

2. In order to increase the efficiency of the voting process and pursuant to SEBI circular no. SEBI/ HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
3. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Notice.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The remote e-voting facility will be available during the following period: Commencement of remote e-voting: 9.00 a.m. (IST) on Tuesday, 29th July, 2025; End of remote e-voting: 5.00 p.m. (IST) on Thursday, 31st July, 2025. The remote e-voting will not be allowed beyond the aforesaid date and time.
6. The Board of Directors of the Company has appointed Mr. Rahul Khadriya, Practicing Company Secretary (Membership No. 8558) Managing Partner, SRC & Co. as a Scrutiniser to scrutinise the remote e-voting and voting through electronic means at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.
7. The Scrutiniser, after scrutinising the votes cast through remote e-voting and through electronic means at the AGM will, not later than two working days of the conclusion of the meeting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company at the www.indiaforexonline.com and on the website of National Securities Depository Limited (NSDL). The results shall be communicated to the Stock Exchanges simultaneously.
8. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting, i.e. 1st August, 2025.
9. The cut-off date for Members eligible to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means is Friday, 25th July, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
10. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. The detailed process and manner for remote e-Voting and attending the AGM through VC / OAVM are explained herein below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 9.00 a.m. (IST) on Tuesday, 29th July, 2025; End of remote e-voting: 5.00 p.m. (IST) on Thursday, 31st July, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 25th July, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25th July, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting**

service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

- Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- Option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>, if the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH THEIR DEPOSITORY PARTICIPANTS

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on

company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Individual Shareholders holding securities in demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :
 - For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
 - For Members who hold shares in demat account with CDSL :** 16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
 - For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.
- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which

you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@srclegal.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corp.relations@ebixcash.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corp.relations@ebixcash.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/ AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be

available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at corp.relations@ebixcash.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with the questions, from their registered e-mail id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. at corp.relations@ebixcash.com at least 10 days before the Annual General Meeting i.e Tuesday, 22nd July, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the AGM.

BY ORDER OF THE BOARD

**PLACE : NOIDA
DATE : 9TH JULY, 2025**

**VINAY SINGH
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: ACS 44928**

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

ITEM NO. 4

Considering the company's long-term business plan to expand and consolidate the Company's payment services across the travel and hospitality sectors, the management of your company has decided to amend the Main Objects of the Company.

The Board of Directors thinks that it is in the best interest of the Company and its Shareholders that the activities of the Company be diversified, therefore, to facilitate enlarging the Company's scope of operations, the Board of Directors of your Company has approved and recommended amendment to the object clause of the MOA by addition of following sub-clauses 4 and 5 after existing sub-clause 3 of Clause III(A) of Memorandum of Association of the Company, as detailed in the resolution stated at item No. 4 of this notice.

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 4 of this notice for the approval of the members by means of passing Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any.

ITEM NO. 5

The present Authorized Share Capital of the Company is INR 15,00,00,000 (Rupees Fifteen Crore) comprising of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of INR 10/- each. Considering the upcoming management plans, it is proposed to increase the Authorized Share Capital from INR 15,00,00,000 (Indian Rupees Fifteen Crore) to INR 30,00,00,000 (Indian Rupees Thirty Crores) by creation of 1,50,00,000 (One Crores Fifty Lakhs) additional equity shares of INR 10 each.

Considering the increased fund requirements of the Company, the Board on 12th June, 2025, had accorded its approval for increasing the Authorised Share Capital. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 5 to this Notice.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

ITEM NO. 6

In view of the new opportunities, expanding business and meeting day to day financial commitments for catering the needs of the current and potential borrowers, your company would require enormous amount of funds on disposal. Keeping it in

mind the Board of Directors of your Company is considering the growth and expansion plan of the company, investment in future operations and for general corporate purpose and to enhance financial resources, including the long-term working capital, explored various options to manage resources more efficiently decided to raise additional funds aggregating up to Rs. 200 Crores (Rupees Two Hundred Crores) in one or more tranches by way of issuance of securities, convertible instruments, FCCB, QIP/ Preferential Allotment/GDR This may also help the Company to improve its balance sheet and credit profile which in turn will improve the capability to obtain credit facilities at better terms and overall reduced cost and accordingly the Board at its meeting had approved the proposal of raising of additional fund aggregating up to Rs. 200 crores (Rupees Two Hundred Crores) or its equivalent, which may be consummated in one tranche or as may be decided by the Board of Directors or Committee of the Company from time to time, by any of the following method provided:

- Qualified Institutions Placement, Private Placement in international markets through Depository Receipts, GDRs etc;
- Foreign Currency Convertible Bonds;
- issue of fully convertible debentures/ partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares;
- Preference Shares convertible into Equity Shares;
- Any other financial instruments or securities convertible into Equity Shares, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the approvals by the Securities and Exchange Board of India and any other government/regulatory approvals as may be required in this regard.

In case the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date', less a discount of not more than 5%). Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions. The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Company proposes to utilize the funds raised through the proposed issuance to support growth and expansion and general corporate purposes.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion as may deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting/ postal ballot decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, consent of the Members is also being sought pursuant to the provisions of Section 62(1) (c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 6 of this Notice, for approval by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/ allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned

or interested, financially or otherwise, in this resolution.

ITEM NO. 7, 8 & 9

As per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended from time to time, all Related Party Transactions (RPTs) with an aggregate value exceeding INR 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (MRPT), shall require prior approval of shareholders. The said limits are applicable, even if the transactions are in the ordinary course of business of the company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Accordingly, RPTs of the Company and RPTs of its subsidiary entities which may exceeds the aforesaid threshold of MRPT, are placed for the approval of the Members of the Company vide Resolutions No. 8, 9 & 10. The Company has provided the Audit Committee with the relevant details, of the proposed RPTs, as required under Listing Regulations, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has unanimously granted approval for entering into the below mentioned MRPTs. The Audit Committee has further noted that the transactions will be at an arms' length basis and in the ordinary course of business of the Company. Accordingly, basis the approval of the Audit Committee, the Board of Directors recommends the resolutions contained in Item Nos. 8, 9 & 10 of the accompanying Notice to the Members for approval. In terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party or parties are a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item Nos. 7, 8 & 9.

ITEM NO. 7

The Company had in past entered into transactions with Ebixcash World Money Limited ("ECWML"), a related party of the Company. However, considering present year business scenario, it is likely that the transactions during FY 2026-27 with ECWML would fall under the category of Material Related Party Transaction ("MRPT"), which would require prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the MRPTs with ECWML upto an aggregated amount of INR 2000 crores to be entered during the each of the financial year 2025-26 & 2026-27.

As per the SEBI circular number SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021, the information as

placed before the Audit Committee for approval of MRPT are reproduced here:

S. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	The transaction involves Sale/Purchase of goods / services, rendering of service, receipt of service and other transactions for business purpose from EWML.
2.	Name of the related party and its relationship	Ebixcash World Money Limited is a holding company of the Company
3.	Tenure of the proposed transactions	Financial Year 2025-26 and 2026-27
4.	Value of the proposed transaction	INR 2000 crore during each financial year 2025-26 and 2026-27

5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual turnover for the year ended 31st March, 2025: INR 16,910.29 Million Proposed transactions value for a financial year 2025-26- INR 20,000 Million Proposed transactions value for a financial year 2026-27- INR 20,000 Million % based on the annual consolidated turnover for the year ended 31st March, 2025 - For financial year 2025-26: 118.27% For financial year 2026-27: 118.27%
6.	Transaction relates to any loans, intercorporate deposits	Yes
7.	Justification as to why the RPT is in the interest of the Company.	ECWML is a holding company of the Company and for the business requirement of the Company, the Company may enter into these transactions with ECWML in order to be competitive and timely fulfilment of delivery schedule with the buyers. Transactions would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
8.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not applicable as the transaction will be entered on the arm-length basis and on the basis of prevailing market price on competitive basis.
9.	Percentage of the counter-party's annual consolidated turnover for preceding financial year.	ECWML's annual turnover for the year ended 31st March, 2024 : INR 2,42,195.04 Million. Proposed transactions value for a financial year 2025-26 INR 20,000 Million Proposed transactions value for a financial year 2026-27 INR 20,000 Million % based on the annual consolidated turnover for the year ended 31st March, 2024- For financial year 2025-26: 8.26 % For financial year 2026-27: 8.26 %

ITEM NO. 8

The Company had in past entered into transactions with Ebix Money Express Private Limited ("EMEPL"), a related party of the Company. However, considering present year business scenario, it is likely that the transactions during FY 2026-27 with EMEPL would fall under the category of Material Related Party Transaction ("MRPT"), which would require prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the MRPTs with EMEPL upto an aggregated amount of INR 2000 crores to be entered during the each of the financial year 2025-26 & 2026-27.

As per the SEBI circular number SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the information as placed before the Audit Committee for approval of MRPT are reproduced here:

S. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	The transaction involves Sale/Purchase of goods / services, rendering of service, receipt of service and other transactions for business purpose from EMEPL.
2.	Name of the related party and its relationship	Ebix Money Express Private Limited is a related party of the Company
3.	Tenure of the proposed transactions	Financial Year 2025-26 and 2026-27
4.	Value of the proposed transaction	INR 15,000 million during each financial year 2025-26 and 2026-27

5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual turnover for the year ended 31st March, 2025: INR 16,910.29 Million Proposed transactions value for a financial year 2025-26- INR 15,000 Million Proposed transactions value for a financial year 2026-27- INR 15,000 Million % based on the annual consolidated turnover for the year ended 31st March, 2025 - For financial year 2025-26: 88.70% For financial year 2026-27: 88.70%
6.	Transaction relates to any loans, intercorporate deposits	Yes
7.	Justification as to why the RPT is in the interest of the Company.	EMEPL is a related party of the Company and for the business requirement of the Company, the Company may enter into these transactions with EMEPL in order to be competitive and timely fulfilment of delivery schedule with the buyers. Transactions would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
8.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not applicable as the transaction will be entered on the arm-length basis and on the basis of prevailing market price on competitive basis.
9.	Percentage of the counter-party's annual consolidated turnover for preceding financial year.	EMEPL's annual turnover for the year ended 31st March, 2024 : INR 376.08 Million. Proposed transactions value for a financial year 2025-26 INR 15,000 Million Proposed transactions value for a financial year 2026-27 INR 15,000 Million % based on the annual turnover for the year ended 31st March, 2024- For financial year 2025-26: 3988.51 % For financial year 2026-27: 3988.51 %

ITEM NO. 9

The Company had in past entered into transactions with Ebix Travels Private Limited ("ETPL"), a related party of the Company. However, considering present year business scenario, it is likely that the transactions during FY 2026-27 with ETPL would fall under the category of Material Related Party Transaction ("MRPT"), which would require prior approval of shareholders. Accordingly, considering such possibility, it is proposed to approve the MRPTs with ETPL upto an aggregated amount of INR 2000 crores to be entered during the each of the financial year 2025-26 & 2026-27.

As per the SEBI circular number SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the information as placed before the Audit Committee for approval of MRPT are reproduced here:

S. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	The transaction involves Sale/Purchase of goods / services, rendering of service, receipt of service and other transactions for business purpose from ETPL.
2.	Name of the related party and its relationship	Ebix Travels Private Limited is a related party of the Company
3.	Tenure of the proposed transactions	Financial Year 2025-26 and 2026-27
4.	Value of the proposed transaction	INR 20,000 Million during each financial year 2025-26 and 2026-27

5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Company's Annual turnover for the year ended 31st March, 2025: INR 16,910.29 Million Proposed transactions value for a financial year 2025-26- INR 10,000 Million Proposed transactions value for a financial year 2026-27- INR 10,000 Million % based on the annual consolidated turnover for the year ended 31st March, 2025 - For financial year 2025-26: 59.14% For financial year 2026-27: 59.14%
6.	Transaction relates to any loans, intercorporate deposits	Yes
7.	Justification as to why the RPT is in the interest of the Company.	ETPL is a related party of the Company and for the business requirement of the Company, the Company may enter into these transactions with ETPL in order to be competitive and timely fulfilment of delivery schedule with the buyers. Transactions would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
8.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not applicable as the transaction will be entered on the arm-length basis and on the basis of prevailing market price on competitive basis.
9.	Percentage of the counter-party's annual consolidated turnover for preceding financial year.	ETPL's annual turnover for the year ended 31st March, 2024 : INR 732.22 Million. Proposed transactions value for a financial year 2025-26 INR 10,000 Million Proposed transactions value for a financial year 2026-27 INR 10,000 Million % based on the annual turnover for the year ended 31st March, 2024- For financial year 2025-26: 1365.71 % For financial year 2026-27: 1365.71 %

ITEM NO. 10

Your Board of Directors in compliance with SEBI Notification dated 12th December, 2024 and on the recommendation of Audit Committee has approved the appointment SRC & Co., Company Secretaries, a peer reviewed firm (Peer Review No. 1848/2022), as Secretarial Auditors of the Company to conduct Secretarial Audit of the Company for 5 consecutive years effective from financial year 2025-26. SRC & Co. has given their consent to act as the secretarial auditors of the Company.

None of the other Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the Notice. The Board recommends Ordinary Resolution as set out at Item No. 10 of the Notice for your approval.

ANNEXURE-I

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

Name of Director & Designation	Mr. Hariprasad Meenoth Panichikkil, Whole-time Director
Category	Executive Director
DIN	09473253
Date of Birth (Age)	19.06.1968 (57 years)
Nationality	Indian
Occupation	Service
Date of first appointment	11.02.2022
Qualification, expertise and Brief Profile	Mr. Hariprasad is a Commerce Graduate, he completed his MBA in Finance & Marketing from T.A. Pai Management Institute, Manipal. He has also acquired a Specialized Diploma in Banking & Financial Services and a Certificate in Forex Dealing from the National Institute of Bank Management, Pune. Hariprasad has also attended a number of short-term functional & skill development training programs.
Number of Meetings of the Board attended during the year	4 out of 4
Directorships held in other companies (excluding foreign companies and Section 8 Companies)	1. Buyforex India Limited 2. Ebix Payment Services Private Limited 3. Ebix Money Express Private Limited
Memberships/ Chairmanships of Committees of other public companies	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Number of Shares held in the Company	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	None
Terms and conditions of appointment or reappointment	To be re-appointed as Director liable to retire by rotation
Remuneration last drawn (in FY 2024-25), if applicable	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Skills & Competency Matrix in the Corporate Governance Report

BOARD'S REPORT

To

The Members,

Your Directors are pleased to present the 40th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March 2025.

1. FINANCIAL RESULTS

(INR in Millions)

Particulars	2024-25	2023-24
Total Income including exceptional items	17413.66	28,870.10
Profit / (Loss) Before Depreciation	157.24	235.58
Less : Depreciation	11.51	8.99
Profit / (Loss) Before Exceptional Item & Tax	145.73	226.59
Exceptional Items	125.99	-
Profit / (Loss) Before Tax	19.74	226.59
Less : Income Tax	36.33	66.43
Less : Deferred Tax	(36.14)	8.24
Profit / (Loss) After Tax from Continuing Operations	19.55	151.92
Profit / (Loss) After Tax from Discontinuing Operations	0	0
Profit / (Loss) for the year	19.55	151.92
Other Comprehensive Income Net of Tax	(0.82)	(2.03)
Total Comprehensive Income for the year	18.73	149.89

The Financial Statements of the Company, prepared in accordance with Indian Accounting Standards (IND AS) including the rules notified under the relevant provisions of the Companies Act, 2013, form part of the Annual Report and Accounts.

2. RESULT OF OPERATIONS AND THE STATE OF AFFAIRS

The Profit before Tax from Continuing Operations for the year 2024-25 is INR 19.74 Million as against the profit of INR 226.59 Million in the previous year. Profit after Tax from Continuing Operations in 2024-25 stood at INR 19.55 Million as against the profit of INR 151.92 Million in the previous year.

Your Company's total income during the year under review was INR 18.73 Million as compared to INR 149.89 Million in the previous year.

3. RESERVES

During the year under review, no amount was transferred to General Reserve. An amount of INR 2147.28 millions (previous year INR 2127.73 millions) is proposed to be held as Retained Earnings.

4. DIVIDEND

In order to conserve resources of the Company for continuing its business operations, the Company has not declared dividend. The dividend distribution policy of the Company is available on the website of the Company at <https://www.indiaforexonline.com/investor-pdf/DelphiPolicies/DIVIDEND%20DISTRIBUTION%20POLICY.pdf>.

5. SHARE CAPITAL

During the year under review, there was no change in the share capital of the Company. The Authorised Share Capital

of the Company is INR 15,00,00,000/- and the paid up Equity Share Capital of the Company is INR 11,12,78,900/- comprising of 1,11,27,890 equity shares of INR 10/- each.

6. SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANIES

As at 31st March, 2025, the Company does not have any Subsidiary, Associate, or Joint Venture Company; therefore, the requirement of form AOC-1 is not applicable. The Company is a subsidiary of EbixCash World Money Limited.

The Company has adopted a Policy for determining the criteria of Material Subsidiary which can be viewed on the Company's website at <https://www.indiaforexonline.com/investor-pdf/DelphiPolicies/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf>.

7. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement of providing details relating to deposits and also of deposits which are not in compliance with Chapter V of the Act, is not applicable.

8. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose are given in the notes to the Financial Statement.

9. INTERNAL FINANCIAL CONTROLS OVER FINANCIAL STATEMENT

The Company has a robust and well embedded system of internal controls facilitated through appropriate IT system and workflows, which are reviewed and upgraded based on risk control testing performed from time to time. Comprehensive policies, guidelines and procedures are laid down, reviewed and updated for all business processes and these are accessible to the concerned employees through the designated web page. The internal control system has been designed to ensure that financial and other records are reliable for preparing financial statements, management reporting for business performance management and for maintaining accountability of assets

Details regarding internal controls and internal financial controls, along with their adequacy, are provided in the Management Discussion and Analysis section, which forms part of this Report.

10. CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES

All contracts, arrangements, and transactions entered into by the Company with related parties during the financial year under review were conducted in the ordinary course of business and on an arm's length basis.

Accordingly, the disclosure of related party transactions in Form AOC-2 is not applicable. However, detailed disclosure on related party transactions as per IND AS- 24 containing name of related parties and details of the transactions entered into with them have been provided under Note No. 45 Financial Statements.

In line with the requirements of the Act and SEBI Listing Regulations, Board in its meeting held on 29th April 2025 updated the Policy on the materiality of related party transactions and the manner of dealing with such transactions. The updated policy is available on the Company's website at the following link: <https://www.indiaforexonline.com/investor-pdf/DelphiPolicies/POLICY%20ON%20DETERMINE%20MATERIALITY%20OF%20EVENT.pdf>

11. CORPORATE GOVERNANCE REPORT

The Company has complied with the Corporate Governance requirements as stipulated under the Listing Regulations. A separate section on corporate governance, along with a certificate from the practicing company secretary confirming Corporate Governance compliance is provided as **Annexure-I** of the Corporate Governance Report forming part of this Report.

12. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India in terms of section 118(10) of the Act.

13. CREDIT RATING

The Credit rating obtained by the Company during the year under review is as under:

Credit Rating Agency	Facilities	Rating
Care Edge Ratings	Long Term Bank Facilities	CARE BB+, Stable

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2025, the Company's Board had 6 (Six) Directors comprising of 1 Executive Director, 2 Non-Executive Directors and 3 Independent Directors including 1 Independent Woman Director. The details of Directors and composition of various committees of the Board and other details are provided in Corporate Governance report which forms part of the Integrated Annual Report.

Re-appointment / Appointment

During the period under review, following directors were appointed:

- The members of the Company have approved, through postal ballot, the re-appointment of **Mr. Deepak Bhan** as an Independent Director for a further term of five years, effective from May 22, 2024.
- The members of the Company have approved, through postal ballot, the re-appointment of **Mr. Sanjay Malhotra** as an Independent Director for a further term of five years, effective from May 22, 2024..
- The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of **Ms. Seema Joshi** w.e.f. 12th November, 2024 as an additional director in the category of Independent Director. Subsequently, members of the Company, through postal ballot did not regularized her appointment and accordingly, her office was vacated w.e.f. 9th February, 2025.
- The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of **Mr. Shri Pal Goel** w.e.f. 12th November, 2024 as an additional director in the category of Independent Director. Subsequently, members of the Company, through postal ballot regularized his appointment.
- The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of **Mr. Tiruvanmalai Chandrashekar Guruprasad** w.e.f. 12th November, 2024 as an additional director in the category of Non-Executive - Non Independent Director. Subsequently, members of the Company, through postal ballot regularized his appointment.
- The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of **Mr. Chaganti Samba Murty** w.e.f. 19th December, 2024 as an additional director in the category of Non-Executive - Non Independent Director. Subsequently, members of the Company, through postal ballot regularized his appointment.
- The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of **Ms. Vani Mahajan** w.e.f. 8th January, 2025 as an additional director in the category of Independent Director. Subsequently, members of the Company, through postal ballot regularized her appointment.
- The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of **Mr. Ajai Kumar** w.e.f. 8th January, 2025 as an additional director in the category

of Independent Director. Subsequently, members of the Company, through postal ballot regularized his appointment.

9. The Board of Directors approved the appointment of **Mr. Vinay Singh** w.e.f. 28th May, 2024 as a Company Secretary of the Company.

Mr. Hariprasad Meenoth Panichikkil (DIN: 09473253), Whole-time Director, who is liable to retire by rotation at the ensuing annual general meeting ("AGM") of the Company and being eligible, has offered himself for re-appointment as per the provisions of the Act. Based on performance evaluation and the recommendation of Nomination and Remuneration Committee, the Board recommends his re-appointment. A brief profile of Mr. Hariprasad is provided in the Notice of ensuing AGM along with appropriate resolution for his re-appointment for the approval of the members of the Company at the ensuing AGM.

Resignation / Cessation

During the period under review, following directors were ceased:

1. **Ms. Sheetal Singh** resigned as an Independent Director of the Company w.e.f. 7th October, 2024 due to personal health issues and unavoidable circumstances. She further confirmed that there was no material reason for her resignation.
2. **Mr. Sanjay Malhotra** resigned as an Independent Director of the Company w.e.f. 9th October, 2024 due to personal reason. He further confirmed that there was no material reason for his resignation.
3. **Mr. Deepak Bhan** resigned as an Independent Director of the Company w.e.f. 25th October, 2024 due to pre-occupation. He further confirmed that there was no material reason for his resignation.
4. **Mr. Satya Bushan Kotru** resigned as Director of the Company w.e.f. 23rd December, 2024 due to pre-occupation. He further confirmed that there was no material reason for his resignation.
5. **Mr. Vikas Verma** resigned as Director of the Company w.e.f. 13rd January, 2025 due to pre-occupation. He further confirmed that there was no material reason for his resignation.
6. **Ms. Seema Joshi** office was vacated w.e.f. 9th February, 2025, due to non-confirmation of her appointment by members.
7. **Mr. Shivam Aggarwal** resigned as Company Secretary of the Company w.e.f. 10th May, 2024.

Declarations and Confirmation on Independent Director(s)

Independent Directors have submitted their declaration of independence, stating that:

- (i) they continue to fulfil the criteria of independence as required pursuant to section 149(6) read with schedule IV of the Act and regulation 16(1)(b) of the SEBI Listing Regulations;
- (ii) they have confirmed that they are not aware of any circumstances or situation which exist or may be anticipated, that could impair or impact their ability to discharge their duties in terms of regulation 25(8)

of the SEBI Listing Regulations;

- (iii) they are not debarred from holding the office of Director pursuant to any SEBI order or order of any such authority; and
- (iv) there has been no change in the circumstances affecting their status as Independent Director of the Company.

All Independent Directors have affirmed compliance to the code of conduct for independent directors as prescribed in schedule IV to the Act. In Board's opinion, the Independent Directors are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields. The Independent Directors have also confirmed that they have complied with the Company's code of conduct. Independent Directors have also confirmed that they have registered their names in the independent directors' databank with the Indian Institute of Corporate Affairs.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed by the Board of Directors: -

- a. that in the preparation of the annual accounts for the financial year ended 31st March, 2025, the Indian Accounting Standards (IND AS) has been followed along with proper explanation relating to material departures;
- b. that they had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that period.
- c. that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that they had prepared the accounts for the financial year ended 31st March, 2025 on a 'going concern' basis.
- e. that they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. that they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

16. STATEMENT INDICATING THE MANNER IN WHICH FORMAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Act and SEBI Listing Regulations, the Board, in consultation with Nomination and Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board, its Committees, Chairperson and Individual Directors,

including Independent Directors.

The Nomination and Remuneration Committee of the Board continuously evaluates the performance of the Board and provides feedback to the Chairperson of the Board.

The Independent Directors had a separate meeting without the presence of any non-independent directors and management and considered and evaluated the Board's performance, performance of the Chairperson and other non-independent directors and shared their views with the Chairperson.

The directors expressed their satisfaction with the evaluation process. The results of evaluation showed high level of commitment and engagement of Board, its various committees and management;

17. COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee selects the candidate to be appointed as the Director on the basis of the requirement and enhancing the competencies of the Board of the Company.

The current policy is to have a balance of executive, non-executive Directors and Independent Directors to maintain the independence of the Board and to separate its functions of governance and management. The composition of Board of Directors during the year ended March 31, 2025 are in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 read with Section 149 of the Companies Act, 2013.

The policy of the Company on directors' appointment, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013 and the remuneration paid to the directors are governed by the Nomination and Remuneration Policy of the Company. The remuneration policy as above is also available on the website of the company <https://www.indiaforexonline.com/investor-pdf/DelphiPolicies/NOMINATION%20AND%20REMUNERATION%20POLICY>.

18. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The key philosophy of all CSR initiatives of the Company is to continue commitment by business to contribute to economic development while improving quality of life of workforce and their families as well as society at large.

In terms of the provisions of section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, (as amended from time to time) the Board has constituted a Corporate Social Responsibility ("CSR")

outgo are as follows:

Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report which forms part of this Report.

The Company has adopted a CSR Policy in accordance with the provisions of the Act and rules made thereunder. The CSR Policy of the Company outlines its CSR focus areas, guiding principles for CSR activities, identified sectors, reporting mechanism etc. CSR policy is uploaded on the website of the Company: <https://www.indiaforexonline.com/investor-pdf/DelphiPolicies/CSR%20POLICY.pdf>.

The Company's CSR initiatives is on the focus areas approved by the Board benefiting the community. The obligation for spending the funds on CSR activities for the year 2024-25 was approximately INR 3.77 million and the Company had spent an amount of INR 3.90 million. The Annual Report on CSR activities is annexed as a separate **Annexure II**.

19. MATERIAL CHANGES AND COMMITMENTS

In terms of Section 134(3)(l) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year and the date of this Report.

20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have significant impact on the going concern status and the Company's operations in future.

21. ANNUAL RETURN

The Annual Return of the Company in Form MGT-7 as required under Section 134(3)(a) and 92(3) of the Companies Act, 2013, for the financial year ended 31st March 2025 is available on the website of the company at www.indiaforexonline.com.

22. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and Rules framed thereunder.

23. DISCLOSURE OF PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTFLOW

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, disclosure of particulars regarding Conservation of Energy, Research and Development, Technology Absorption are not applicable to the Company. The details of Foreign exchange earnings and

(INR in Million)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Foreign Exchange	NIL	NIL
Earnings in Foreign Exchange	241.67	278.39
Exports of Foreign Currency	Nil	Nil
Receipts from Money Transfer	43,018.77	51,420.22
Expenditure in Foreign Exchange	Nil	Nil
Travelling expenses	Nil	Nil
Commission payments	6.10	14.12
Import of Foreign Currency	Nil	Nil

24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company strongly believes in providing a safe and harassment free workplace for every individual through various interventions, policies and practices. The Company has a policy for prevention of sexual harassment of women at workplace and also complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy aims at prevention of harassment of all employees of the Company and lays down the guidelines for identification, reporting and prevention of sexual harassment. The Company has complied with the provisions relating to constitution of Internal Committee ("IC") as specified under POSH.

The Company committed to provide equal employment opportunity provides and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company have the right to be treated with dignity. Sexual harassment at the work place or other than work place, if involving employees, is a grave offence and is, therefore, punishable.

During the year under review no complaint was received in relation to Sexual Harassment of Women at Workplace (Prevention, Protection, and Redressal) Act, 2013 and their breakup is as under:

- a) No. of Complaints filed during the financial year ended 31.03.2025 : NIL
- b) No. of Complaints disposed of during the financial year : NIL
- c) No. of pending Complaints as on 31.03.2025 : NIL

25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forming part of this report has been given under separate section.

26. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Transfer of Unclaimed Dividend to IEPF

As required under Section 124 of the Companies Act 2013, the Unclaimed Dividend amount aggregating to INR 9,67,224/- pertaining to the financial year 2016-17 lying with the Company for a period of seven years were transferred during the financial year 2024-25, to the Investor Education and Protection Fund established by the Central Government.

Transfer of shares to IEPF:

As required under Section 124 of the Companies Act, 2013, the Company has 39,160 equity shares, in respect of which dividend has not been claimed by the members for seven consecutive years or more, have been transferred by the Company to the Investor Education and Protection Fund Authority (IEPF) during the financial year 2024-25.

27. AUDITORS & THEIR REPORT

STATUTORY AUDITORS

The members of the Company had appointed T R Chadha

& Co LLP, Chartered Accountants (Firm Registration No. 006711N/N500028) as Statutory Auditors of the Company for a term of 5 (five) consecutive years from conclusion of 35th Annual General Meeting until the conclusion of 40th Annual General Meeting. T R Chadha & Co LLP has confirmed that it satisfies the independence criteria required under the Act and the code of ethics issued by the Institute of Chartered Accountants of India.

The Board of Directors on recommendation of Audit Committee approved the re-appointment of T R Chadha & Co LLP, Chartered Accountants, at its meeting held on 29th April, 2025 as the Statutory Auditors of the Company, subject to the approval of the members in the ensuing Annual General Meeting. The Company has received a certificate from the Auditors confirming that their re-appointment, if approved, would be within the limits prescribed under the Companies Act, 2013, and that they are not disqualified from being re-appointed. The proposed re-appointment is for a further term of five (5) consecutive years, commencing from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting.

Auditors' remarks in their report read with the notes to accounts referred to by them are self-explanatory. There has been no fraud reported by the Statutory Auditors of the Company.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulation, the Company has appointed M/s SRC & Co., Company Secretaries, a peer reviewed firm, as Secretarial Auditor of the Company for the FY 2024-25. The Report of the Secretarial Auditor is annexed to the Report as per **Annexure III**.

The Secretarial Audit Report for the financial year ended March 31, 2025, states that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

In line with the recent amendments in the listing regulations, Board of Directors at its meeting held on 29th April, 2025, has appointed M/s SRC & Co., Company Secretaries, a peer reviewed firm, as Secretarial Auditor of the Company for a period of five consecutive years commencing from FY 2025-26 and recommended the same to the members for their approval.

28. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

As required under section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, percentage increase in remuneration, ratio of remuneration of each Director and Key Managerial Personnel to the median of employees' remuneration is enclosed as **Annexure-IV** to this report.

A statement comprising the names of top 10 employees in terms of remuneration drawn and every person employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being sent along with this annual report to the members of the Company in line with the provisions of Section 136 of the Act. Members who are interested in obtaining these particulars may write email to the Company Secretary on corp.relations@ebixcash.com.

29. MAINTENANCE OF COST RECORDS AND AUDIT

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

30. DISCLOSURE:

MEETINGS OF THE BOARD

Regular meetings of the Board and its Committees are held to discuss and decide on various business policies, strategies, financial matters and other businesses. During the year under review, the Board of Director of the Company met 4 (Four) times. These meetings of the Board of Directors were held on 28th May, 2024, 14th August, 2024, 14th November, 2024 and 6th February, 2025. Due to business exigencies, the Board has also been approving several proposals through resolution by circulation from time to time.

The composition of Board of Directors as on 31st March 2025 is in conformity with section 173 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (SEBI Listing Regulations) read with Section 149 of the Companies Act, 2013 or other applicable provisions & circulars. For further details, please refer Report on Corporate Governance attached to this Annual Report.

INDEPENDENT DIRECTOR

During the year under review, the Independent Directors of the Company met once on 18th March, 2025. For further details, please refer Report on Corporate Governance attached to this Annual Report.

AUDIT COMMITTEE

The Audit Committee comprised of 2 Independent Directors and 1 Non-Executive Director as its members as on 31st March, 2025. The Chairman of the Committee is an Independent Director. The Members possess adequate knowledge of accounts, audit, finance, etc.

The composition of the Audit Committee is in conformity with requirements as per the Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year ended 31st March 2025, the Committee met 4 (four) times on 28th May, 2024, 14th August, 2024, 14th November, 2024 and 6th February, 2025. For further details, please refer Report on Corporate Governance attached to this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprised of 2 Independent Directors and 1 Non-Executive Director as on 31st March, 2025. The Chairman of the Committee is an Independent Director.

The Composition of the Nomination and Remuneration Committee is in conformity with requirements of section 178 the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year ended 31st March, 2025, the Committee met 1 (one) time on 28th May, 2024. For further details, please refer Report on Corporate Governance attached to this

Annual Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprised of 1 Independent Director, 1 Executive Director and 1 Non-Executive Director as on 31st March, 2025. The Chairman of the Committee is a Non-Executive Director.

The Composition of the Stakeholders Relationship Committee is in conformity with the requirements of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year ended 31st March, 2025, the Committee met 10 (Ten) times on 3rd May, 2024, 27th June, 2024, 28th June, 2024, 26th July, 2024, 23rd August, 2024, 30th August, 2024, 27th September, 2024, 4th October, 2024, 1st January, 2025 and 14th February, 2025. For further details, please refer Report on Corporate Governance attached to this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee (CSR) comprised of 1 Independent Director 1 Executive Director and 1 Non-Executive Director as on 31st March, 2025.

The Composition of the CSR Committee is in conformity with requirements of the provisions of the Section 135 of the Companies Act, 2013. During the year ended 31st March, 2025, the Committee consider and approve the matter related to CSR through circulation.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee comprised of 1 Independent Director, 1 Executive Director and 1 Non-Executive Director. The Composition of the Risk Management Committee is in conformity with requirements of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year ended 31st March, 2025, the Committee met 2 (Two) times on 30th May, 2024 and 2nd December, 2024.

Risk Management Committee which has been entrusted with the responsibility to assist the Board in :-

- overseeing and approving the Company's enterprise wide risk management framework; and
- identifying and assessing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks and to ensure that there is an adequate risk management infrastructure in place capable of addressing those risks.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organisational structures, processes, standards, code of conduct and behaviours together form the Management System that governs how the Company conducts the business and manages associated risks.

VIGIL MECHANISM

The Company promotes integrity and ethical behaviour in its business activities and has a whistle blower policy in place to provide appropriate avenues to the stakeholders to raise bona-fide concerns relating to unethical and improper

practices, irregularities, governance weakness, financial reporting issues or any other wrongful conduct and to prohibit the victimisation of the whistle blowers.

A whistle blower can raise his/her concerns with the designated official as defined under the whistle blower policy and under exceptional circumstances with Audit Committee. The investigations relating to the concern is required to be carried out by/or under the instructions of the Ethics and Compliance Committee comprising of members from senior leadership and Internal Auditor as members. Any allegations that fall within the scope of the concern are investigated and resolved appropriately. Further, during FY 2024-25, no individual was denied access to the Chairman of Audit Committee for reporting concerns, if any.

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No complaint was received during the year and was pending at the end of the year. The Policy on vigil mechanism and whistle blower may be accessed on the Company's website at <https://www.indiaforexonline.com/investor-pdf/DelphiPolicies/WHISTLE%20BLOWER%20POLICY.pdf>.

THE DETAILS OF APPLICATION MADE /PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has not made any application during the

year and no proceeding is pending under Insolvency & Bankruptcy Code, 2016 (IBC).

OTHER GENERAL DISCLOSURES

- There was no instance of onetime settlement with any Bank or Financial Institution.
- There was no revision in the financial statements and Board's Report.
- There was no change in the nature of business.
- There was no instance where the Company failed to implement any corporate action within the prescribed statutory timelines.
- The Chairperson & Managing Director of the Company has not received any remuneration or commission from any of its subsidiaries during the year.

31. ACKNOWLEDGEMENT

Your Directors express their grateful appreciation to concerned Departments of Central/State Governments, Financial Institutions & Bankers, Western Union Financial services Inc., Customers and Vendors for their continued assistance and co-operation. The Directors also wish to place on record their deep sense of appreciation for the committed services of the employees at all levels. They are also grateful for the confidence and faith that you have reposed in the Company as its member.

FOR AND ON BEHALF OF THE BOARD

**PLACE : MUMBAI
DATE : 09.07.2025**

**TIRUVANMALAI CHANDRASHEKARAN GURUPRASAD
CHAIRPERSON**

Annexure-I

CORPORATE GOVERNANCE REPORT

(1) COMPANY'S PHILOSOPHY

The Company's Philosophy on Corporate Governance envisages the attainment of highest level of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders including shareholders, employees, lenders and the Government. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time.

(2) BOARD OF DIRECTORS

i) COMPOSITION OF BOARD

The composition of Board of Directors as on 31st March, 2025 is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 ("SEBI Listing Regulations") read with Section 149 of the Companies Act, 2013. The details of their directorships, chairmanships/ memberships of the committees are given below:

Name of Director	Category of Director	DIN	No. of Directorships and Committee Memberships/Chairmanship in other public companies		
			Directorship	Committee Chairmanship*	Committee Membership*
Mr. Tiruvanamalai Chandrashekar Guruprasad	Chairman Non-Executive	03413982	6	1	Nil
Mr. Hariprasad Meenoth Panichikkil	Whole-Time Director Executive	09473253	3	Nil	2
Mr. Shri Pal Goel	Independent Director	07352580	1	1	Nil
Mr. Chaganti Samba Murty	Director Non-Executive	10670239	Nil	Nil	Nil
Mr. Ajai Kumar	Independent Director	02446976	8	1	2
Ms. Vani Mahajan	Independent Director	10898192	1	Nil	Nil

None of the director hold directorship in more than 10 public companies or in more than 7 listed companies. None of the Whole-time Director/ Managing Director of our company is serving as an Independent Director in more than 3 listed entities. In terms of Regulation 25(8) of the Listing Regulations, all Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the Management.

* Includes only Audit Committee and Stakeholders Relationship Committee.

ii) BOARD MEETINGS AND ATTENDANCE RECORD OF EACH DIRECTOR

The Board of Directors met 4 (Four) times during the year ended 31st March 2025. These meetings of the Board of Directors were held on 28th May 2024, 14th August 2024, 14th November 2024 and 6th February 2025. The attendance of all Directors in meetings including Annual General Meeting during the FY 2024-25 is as follows:

Director	No of Board Meetings eligible to attend during FY 2024-25	No of Board Meetings Attended During the FY 2024-25	Attended at the Last AGM
Mr. Satya Bushan Kotru ^{##}	3	3	Yes
Mr. Hariprasad Meenoth Panichikkil	4	4	Yes
Mr. Vikas Verma [@]	3	3	Yes
Mr. Deepak Bhan [*]	2	2	Yes
Mr. Sanjay Malhotra [*]	2	2	Yes
Ms. Sheetal Singh [*]	2	2	Yes

Mr. Tiruvanamalai Chandrashekar Guruprasad**	2	2	-
Mr. Shri Pal Goel*	2	2	-
Ms. Seema Joshi***	2	2	-
Mr. Chaganti Samba Murty#	1	1	-
Mr. Ajai Kumar*	1	1	-
Ms. Vani Mahajan###	1	1	-

*Ms. Sheetal Singh, Mr. Sanjay Malhotra & Mr. Deepak Bhan ceased to be the (Non-Executive Independent) Directors of Company w.e.f. 7th October 2024, 9th October 2024 & 25th October 2024 respectively.

**Mr. Tiruvanamalai Chandrashekar Guruprasad (Non-Executive Non Independent) & Mr. Shri Pal Goel (Non-Executive Independent) Directors was appointed w.e.f. 12th November 2024.

***Ms. Seema Joshi (Non-Executive Independent) Directors was appointed w.e.f. 12th November 2024 and ceased to be Independent Director by vacating her office w.e.f. 19th February 2025 due to non-ratification of her appointment by shareholders of the company.

#Mr. Chaganti Samba Murty (Non-Executive Non Independent) Director was appointed w.e.f. 12th December 2024.

##Mr. Satya Bushan Kotru ceased to be the Director of the company w.e.f. 23rd December 2024.

###Ms. Vani Mahajan & Mr. Ajai Kumar (Non-Executive Independent) Directors was appointed w.e.f. 8th January 2025.

@Mr. Vikas Verma ceased to be the Director of Company w.e.f. 13th January 2025.

iii) FAMILIARIZATION PROGRAMS FOR BOARD MEMBERS

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings on business and performance updates of the Company, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meeting of the Independent Directors held during the year.

The details of such familiarization programs for Independent Directors are posted on the website of the Company and can be accessed at www.indiaforexonline.com.

iv) SHAREHOLDING OF NON-EXECUTIVE DIRECTORS IN THE COMPANY AS ON 31ST MARCH, 2025 IS AS FOLLOWS:

Name of Director	No. of equity shares
Mr. Tiruvanamalai Chandrashekar Guruprasad	Nil
Mr. Shri Pal Goel	Nil
Mr. Chaganti Samba Murty	Nil
Mr. Ajai Kumar	Nil
Ms. Vani Mahajan	Nil

v) THE BOARD HAS IDENTIFIED THE FOLLOWING SKILLS / EXPERTISE / COMPETENCIES FUNDAMENTAL FOR THE EFFECTIVE FUNCTIONING OF THE COMPANY WHICH ARE CURRENTLY AVAILABLE WITH THE BOARD:

S. No.	Name of Director	Designation	Special Knowledge / Practical Experience
1	Mr. Hariprasad Meenoth Panichikkil	Whole-time Director	Strategic Management Corporate Finance Management & Execution Industrial Experience
2	Mr. Tiruvanamalai Chandrashekar Guruprasad	Chairman (Non-Executive)	Strategic Management Corporate Finance Management & Execution Industrial Experience
3	Mr. Shri Pal Goel	Independent Director	Retail Banking Treasury & Risk Management
4	Mr. Chaganti Samba Murty	Director (Non-Executive)	Credit Risk Management Strategic Planning Driving Profitability Banking & Finance
5	Mr. Ajai Kumar	Independent Director	Banking and Finance Risk Management Investments Treasury Operations Encompassing International & Domestic Operations
6	Ms. Vani Mahajan	Independent Director	Corporate Laws & Governance

The Company's Board comprises of qualified Members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board Members are committed to ensure that the Company's Board is in compliance with the highest standards of Corporate Governance.

vi) FULFILMENT OF THE INDEPENDENCE CRITERIA BY THE INDEPENDENT DIRECTORS:

The Board of Directors, based on the declarations received from the Independent Directors, confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 and that they are Independent of the management. In terms of Regulation 25(8) of SEBI (LODR) Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

vii) RELATIONSHIP BETWEEN DIRECTORS INTER-SE:

None of the Directors of the Company are in any way related to each other.

(3) AUDIT COMMITTEE

(i) TERMS OF REFERENCE

The broad terms of reference of the Audit Committee, inter alia, include the following:

- To review the financial statement before submission to Board;
- To review reports of the Auditors and Internal Audit department;
- To review the weaknesses in internal controls, if any, reported by Internal and Statutory Auditors, and;
- To recommend the appointment, remuneration and terms of appointment of the Auditors including Cost Auditor and Secretarial Auditor of the Company, etc.

In addition, the powers and role of the Audit Committee are as laid down under Section 177 of the Act and Regulation 18 and Schedule II Part C of the Listing Regulations. The minutes of the Audit Committee are taken note by the Board of Directors.

(ii) COMPOSITION & MEETINGS

As on 31st March, 2025, the Committee comprised of 2 Independent Directors and 1 Executive Director as its members. The Chairman of the Committee is an Independent Director. The composition of the Audit Committee is in conformity with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year ended 31st March 2025, the Committee met 4 (four) times on 28th May 2024, 14th August 2024, 14th November 2024 and 6th February 2025. The composition and attendance of the members in the meetings are as follows:

Name of Member	Designation	Category	No. of Meetings Eligible to Attended	No. of Meetings Attended
Mr. Sanjay Malhotra*	Chairman	Independent	2	2
Mr. Vikas Verma**	Member	Non-Executive	2	2
Ms. Sheetal Singh**	Member	Independent	2	2
Ms. Seema Joshi***	Chairman	Independent	1	1
Mr. Shri Pal Goel#	Chairman	Independent	2	2
Mr. Hariprasad Meenoth Panichikkil##	Member	Executive	2	2
Ms. Vani Mahajan##	Member	Independent	1	1

*Mr. Sanjay Malhotra ceased to be the Chairman of Committee w.e.f. 9th October, 2024.

** Ms. Sheetal Singh & Mr. Vikas Verma ceased to be the Member of Committee w.e.f. 7th October 2024, & 12th November 2024 respectively.

***Ms. Seema Joshi was appointed as Chairman of Committee w.e.f. 12th November 2024 and ceased to be the Chairman w.e.f. 28th January 2025.

#Mr. Shri Pal Goel was appointed as Member of the Committee w.e.f. 12th November 2024 and further, designated as Chairman w.e.f. 28th January 2025.

##Mr. Hariprasad Meenoth Panichikkil & Ms. Vani Mahajan was appointed as Members of the Committee w.e.f. 12th November 2024 & 28th January 2025 respectively.

The Audit Committee invites such executives and Statutory Auditors as it considers necessary (and particularly the head of the finance function) to be present at its meetings. The Committee deals with the various aspects of financial statements including quarterly, half yearly and annual financial results, adequacy of internal controls & internal audit functions,

compliance with accounting standards and Company's financial & risk management policies etc. It reports to the Board of Directors about its findings & recommendations pertaining to above matters.

(4) NOMINATION AND REMUNERATION COMMITTEE

(i) TERMS OF REFERENCE

The terms of reference of the Nomination & Remuneration Committee, inter alia, include the following:

- To carry out the evaluation of every Director's performance;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel, Senior Management and other employees;
- To formulate the criteria for evaluation of Directors, Committees and the Board;
- To carry out any other function as is mandated by the Board of Directors from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and
- To perform such other functions as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended by Committee.

(ii) COMPOSITION & MEETINGS

As on 31st March, 2025, the Nomination and Remuneration Committee comprised of 2 Independent Directors and 1 Non-Executive Director. The Chairman of the Committee is an Independent Director. The Composition of the Nomination and Remuneration Committee is in conformity with requirements of section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the year ended 31st March 2025 the Committee met 1 (one) time on 28th May 2024. The composition and attendance of the members of the Committee are as follows:

Name of Member	Designation	Category	No. of Meetings Eligible to Attended	No. of Meetings Attended
Mr. Sanjay Malhotra*	Chairman	Independent	1	1
Ms. Sheetal Singh**	Member	Independent	1	1
Mr. Satya Bushan Kotru**	Member	Non-Executive	1	1
Ms. Seema Joshi#	Chairman	Independent	-	-
Mr. Shri Pal Goel##	Chairman	Independent	-	-
Mr. Tiruvanamalai Chandrashekar Guruprasad@	Member	Non-Executive	-	-
Ms. Vani Mahajan@	Member	Independent	-	-

*Mr. Sanjay Malhotra ceased to be the Chairman of Committee w.e.f. 9th October, 2024.

** Ms. Sheetal Singh & Mr. Satya Bushan Kotru ceased to be the Member of Committee w.e.f. 7th October 2024, & 12th November 2024 respectively.

#Ms. Seema Joshi was appointed as Chairman of Committee w.e.f. 12th November 2024 and ceased to be the Chairman w.e.f. 28th January 2025.

##Mr. Shri Pal Goel has been appointed as Member of the Committee w.e.f. 12th November 2024 and further, designated as Chairman w.e.f. 28th January 2025.

@Mr. Tiruvanamalai Chandrashekar Guruprasad & Ms. Vani Mahajan has been appointed as Members of the Committee w.e.f. 12th November 2024 & 28th January 2025 respectively.

(iii) PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Board Evaluation Framework has been approved by the Nomination and Remuneration Committee (NRC) and the Board. The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as of the Board.

The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Executive and Non-Executive Directors was carried out by the Independent Directors.

To approve the payment of remuneration to Managerial Personnel as per the policy, the Committee has approved the Nomination and Remuneration Policy that can be accessed at the website of the Company at www.indiaforexonline.com.

(5) STAKEHOLDERS RELATIONSHIP COMMITTEE

(i) TERMS OF REFERENCE

The terms of reference of the Stakeholder Relationship Committee, inter alia, include the following:

- Resolve the grievances of the security holders of the Company including complaints related to non-receipt of annual report, no receipt of declared dividends, issue of new / duplicate certificates, transfer / transmission of shares, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

(ii) COMPOSITION & MEETINGS

As on 31st March 2025, the Stakeholders Relationship Committee comprised of 1 Independent Director, 1 Executive Director & 1 Non-Executive Director. The Chairman of the Committee is a Non-Executive Director. The Composition of the Stakeholders Relationship Committee are in conformity with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year ended 31st March, 2025 the Committee met 10 (Ten) times on 3rd May 2024, 27th June 2024, 28th June 2024, 26th July 2024, 23rd August 2024, 30th August 2024, 27th September 2024, 4th October 2024, 1st January 2025 and 14th February 2025. The composition and attendance of the members of the Committee are as follows:

Name of Member	Designation	Category	No. of Meetings Eligible to Attended	No. of Meetings Attended
Mr. Vikas Verma*	Chairman	Non-executive	8	8
Ms. Sheetal Singh**	Member	Independent	8	8
Mr. Satya Bushan Kotru**	Member	Non-executive	8	8
Ms. Seema Joshi***	Member	Independent	1	-
Mr. Tiruvanamalai Chandrashekar Guruprasad#	Chairman	Non-executive	2	2
Mr. Hariprasad Meenoth Panichikkil@	Member	Executive	2	2
Ms. Vani Mahajan@	Member	Independent	1	1

*Mr. Vikas Verma ceased to be the Chairman of Committee w.e.f. 12th November, 2024.

**Ms. Sheetal Singh & Mr. Satya Bushan Kotru ceased to be the Member of Committee w.e.f. 7th October 2024, & 12th November, 2024 respectively.

***Ms. Seema Joshi appointed as Member of Committee w.e.f. 12th November 2024 and ceased to be the Member w.e.f. 28th January 2025.

#Mr. Tiruvanamalai Chandrashekar Guruprasad appointed as Chairman of Committee w.e.f. 12th November 2024.

@Mr. Hariprasad Meenoth Panichikkil & Ms. Vani Mahajan appointed as Members of Committee w.e.f. 12th November 2024, & 28th January, 2025 respectively.

(iii) SHAREHOLDERS' COMPLAINT / TRANSFER OF SHARES

The details of shareholders' / investors' complaints received / disposed off during the year under review are as follows:

No. of Complaints pending at the beginning of year	No. of Complaints received during the year	No. of Complaints Resolved	No. of pending complaints
2	0	2	0

Further, as on 31st of March, 2025 no request for transfer/transmission was pending for approval.

(6) RISK MANAGEMENT COMMITTEE

(i) TERMS OF REFERENCE

The role and terms of Risk Management Committee covers the area of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) COMPOSITION & MEETINGS

As on 31st March 2025, the Risk Management Committee comprised of 1 Independent Director and 1 Executive Director & 1 Non-Executive Director. The Composition of the Risk Management Committee is in conformity with requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year ended 31st March 2025 the Committee met 2 (twice) times on 30th May 2024 and 2nd December 2024. The composition and attendance of the members of the Committee are as follows:

Name of Member	Designation	Category	No. of Meetings Eligible to Attended	No. of Meetings Attended
Mr. Vikas Verma*	Chairman	Non-executive	1	1
Mr. Sanjay Malhotra**	Member	Independent	1	1
Mr. Satya Bushan Kotru**	Member	Non-executive	1	1
Mr. Tiruvanamalai Chandrashekar Guruprasad [#]	Chairman	Non-executive	1	1
Ms. Seema Joshi ^{##}	Member	Independent	1	-
Mr. Hariprasad Meenoth Panichikkil [@]	Member	Executive	1	1
Ms. Vani Mahajan [@]	Member	Independent	-	-

*Mr. Vikas Verma ceased to be the Chairman of Committee w.e.f. 12th November, 2024.

**Mr. Sanjay Malhotra & Mr. Satya Bushan Kotru ceased to be the Member of Committee w.e.f. 9th October 2024, & 12th November, 2024 respectively.

[#]Mr. Tiruvanamalai Chandrashekar Guruprasad was appointed as Chairman of Committee w.e.f. 12th November 2024.

^{##}Ms. Seema Joshi appointed as Member of Committee w.e.f. 12th November 2024 and ceased to be the Member w.e.f. 28th January 2025.

[@]Mr. Hariprasad Meenoth Panichikkil & Ms. Vani Mahajan were appointed as Members of Committee w.e.f. 12th November 2024, & 28th January, 2025 respectively.

(7) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

(i) TERMS OF REFERENCE

The broad terms of reference of the Corporate Social Responsibility Committee, inter alia, include the following:

- To review and recommend to the Board, changes to the Corporate Social Responsibility Policy.
- To recommend the amount of expenditure to be incurred on the activities referred in Corporate Social Responsibility Policy.
- To monitor the Corporate Social Responsibility Policy of the Company from time to time.

(ii) COMPOSITION & MEETINGS

As on 31st March 2025, the Corporate Social Responsibility Committee comprised of 1 Independent Director, 1 Non-Executive Director and 1 Executive Director. The Composition of the CSR Committee is in conformity with requirements of the Companies Act, 2013. During the year ended 31st March 2025, no meeting of the CSR Committee was held, however one resolution was passed by circulation in accordance with the provisions of the Companies Act, 2013. The composition and attendance of the members of the Committee are as follows:

Name of Member	Designation	Category	No. of Meetings Eligible to Attended	No. of Meetings Attended
Ms. Sheetal Singh*	Chairman	Independent	-	-
Mr. Vikas Verma**	Member	Non-executive	-	-
Mr. Satya Bushan Kotru**	Member	Non-executive	-	-

Ms. Seema Joshi [#]	Chairman	Independent	-	-
Mr. Tiruvanamalai Chandrashekar Guruprasad [@]	Member	Non-executive	-	-
Mr. Hariprasad Meenoth Panichikkil [@]	Member	Executive	-	-
Mr. Shri Pal Goel ^{##}	Chairman	Independent	-	-

*Ms. Sheetal Singh ceased to be the Chairman of Committee w.e.f. 7th October 2024.

**Mr. Vikas Verma & Mr. Satya Bushan Kotru were ceased to be the Member of Committee w.e.f. 12th November, 2024.

#Ms. Seema Joshi was appointed as Chairman of Committee w.e.f. 12th November 2024 and ceased to be the Chairman w.e.f. 28th January 2025.

##Mr. Shri Pal Goel was appointed as Chairman of the Committee w.e.f. 28th January 2025.

@Mr. Hariprasad Meenoth Panichikkil & Mr. Tiruvanamalai Chandrashekar Guruprasad appointed as Members of Committee w.e.f. 12th November 2024.

(8) DETAILS OF REMUNERATION PAID TO DIRECTORS

REMUNERATION FOR THE WHOLE-TIME DIRECTOR

At the time of appointment or re-appointment, the Whole-Time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the Whole-Time Director which is within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting. The remuneration comprises salary, allowances, perquisites and amenities. The Holding Company i.e EbixCash World Money Limited is paying remuneration to the Whole-Time Director. Remuneration Policy for the Senior Management Employees is determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members).

The Nomination and Remuneration Committee shall ensure that the relationship of remuneration and performance benchmark is clear. The Whole-Time Director will carry out the individual performance review, keep industry trend in the mind whilst recommending the annual increment and performance incentive to the Nomination and Remuneration Committee for its review and approval.

REMUNERATION PAID TO NON-EXECUTIVE DIRECTORS

During the year under review, no commission was paid to Non-Executive Directors. However, amount of sitting fee paid to Non-Executive Directors were as follows:-

Name of the Director	Sitting Fees
Ms. Seema Joshi [*]	1,50,000
Mr. Shri Pal Goel ^{**}	1,50,000
Ms. Vani Mahajan ^{***}	35,000
Mr. Ajai Kumar ^{***}	1,00,000

*Ms. Seema Joshi, was appointed as Independent Director of the Company w.e.f. 12th November 2024 and her office was vacated w.e.f. 9th February 2025 due to non-ratification of her appointment by shareholders of the company.

**Mr. Shri Pal Goel, was appointed as Independent Director of the Company w.e.f. 12th November 2024.

*** Ms. Vani Mahajan & Mr. Ajai Kumar, were appointed as Independent Director of the Company w.e.f. 28th January 2025.

(9) GENERAL BODY MEETINGS

Annual General Meetings

The details of date, time and location of the Annual General Meetings (AGM) held in the last 3 years are as under:

AGM	Date	Time	Venue
37th AGM	1st September, 2022	01:00 PM	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")
38th AGM	27th September, 2023	01:00 PM	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")
39th AGM	27th September, 2024	01:00 PM	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

Details of the Special Resolutions passed at the previous three AGMs

AGM	Particulars of Special Resolutions passed thereat
37th AGM held on 1st September, 2022	• Approval of Related Party Transactions
38th AGM held on 27th September, 2023	• No Special Resolution passed
39th AGM held on 27th September, 2024	• No Special Resolution passed

During FY 2024-25, Postal Ballot was conducted by the Company for obtaining the approvals of the members. The details of the Postal Ballots conducted are mentioned below:

Resolution	Date of Postal Ballot Notice	Approval Date	Type of Resolution	Voting Results	Scrutinizer
Re-appointment of Mr. Deepak Bhan (DIN 08458485) as an Independent Director	26 th March 2024	3 rd May 2024	Special	Votes in favour: 99.98%	M/s. SRC & Co., Practicing Company Secretaries
Re-appointment of Mr. Sanjay Malhotra (DIN 08458713) as an Independent Director				Votes against: 0.02%	
Appointment of Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982) as Director	09 th January 2025	09 th February 2025	Ordinary	Votes in favour: 99.96%	M/s. SRC & Co., Practicing Company Secretaries
Appointment of Mr. Chaganti Samba Murty (DIN 10670239) as a Director			Ordinary	Votes in favour: 99.97%	
Appointment of Mr. Shri Pal Goel (DIN 07352580) as a Director			Ordinary	Votes in favour: 99.97%	
Appointment of Mr. Shri Pal Goel (DIN 07352580) as an Independent Director			Special	Votes in favour: 99.97%	
Appointment of Ms. Seema Joshi (DIN 06946689) as a Director			Ordinary	Votes in favour: 0.39%	
				Votes against: 99.61%	

Appointment of Ms. Seema Joshi (DIN 06946689) as an Independent Director			Special	Votes in favour: 0.39% Votes against: 99.61%	
Appointment of Mr. Ajai Kumar (DIN 02446976) as a Director			Ordinary	Votes in favour: 99.97% Votes against: 0.03%	
Appointment of Mr. Ajai Kumar (DIN 02446976) as an Independent Director			Special	Votes in favour: 99.97% Votes against: 0.03%	
Appointment of Ms. Vani Mahajan (DIN 10898192) as a Director			Ordinary	Votes in favour: 99.97% Votes against: 0.03%	
Appointment of Ms. Vani Mahajan (DIN 10898192) as an Independent Director			Special	Votes in favour: 99.97% Votes against: 0.03%	

(10) MEANS OF COMMUNICATION

The Company acknowledges the significance of fostering two-way communication with members and to give balanced and timely reporting of any disclosure, results etc. and respond to questions & issues raised, in a timely and consistent manner. Members seeking any information or clarification, may contact the Company directly throughout the year. Some of the modes of communication are mentioned below:

(i)	Quarterly Results	The quarterly results of the Company are submitted to the Stock Exchanges as well as published in the newspapers as per the requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. These results are also posted on website of the Company.
(ii)	Newspapers wherein results normally published	The Quarterly results are published in the prominent daily newspapers, viz.: English: Financial Express Marathi : Pratahkal
(iii)	Any website, where displayed	The results are displayed on the website of the Company, i.e. www.indiaforexonline.com
(iv)	Whether it also displays official news releases	No
(v)	The presentation made to institutional investors or to the analyst	Nil

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

BSE's Listing Centre is a web based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on Listing Centre.

Corporate Filing and Dissemination System (CFDS):

The CFDS portal jointly owned, managed and maintained by BSE & NSE is single source to view information filed by listed Companies. All disclosures and communications to BSE and NSE are filed electronically through the CFDS portal. In particular, the Company informs BSE and NSE all price sensitive matters or such other matters which in its opinion are material and of relevance to the members.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: centralized database of all complaints, online upload of Action Taken Report (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Online Dispute Resolution Portal (SMART ODR Portal)

SEBI vide circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023), has issued a master circular on Online Dispute Resolution in the Indian Securities Market.

The dispute resolution process under the ODR Mechanism shall have two levels of resolution i.e., Conciliation and Arbitration. The said mechanism shall be applicable to all the investors who register and lodge their complaint/dispute through SMART ODR Portal. The Complaint/Dispute lodged through SMART ODR Portal shall mandatorily follow the process of Online Conciliation first and in case of unsuccessful conciliation, the same may be taken up for online Arbitration. In case the investor is aggrieved with the arbitration award, it may file an appeal before a competent Court of law under section 34 of the Arbitration and Conciliation Act, 1996.

(11) GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting (AGM)

Day & Date	:	Friday, 1 st August, 2025
Time	:	01.30 PM
Venue	:	Through Video Conferencing

(ii) Financial year (1st April, 2025 to 31st March, 2026) (Tentative)

(a)	First quarterly results	:	On or Before 14 th of August, 2025
(b)	Second quarterly results	:	On or Before 14 th of November, 2025
(c)	Third quarterly results	:	On or Before 14 th of February, 2026
(d)	Audited yearly results for the year ending 31 st March, 2026	:	On or Before 30 th May, 2026
(e)	Annual General Meeting for the year 31 st March, 2026	:	On or Before 30 th September, 2026

(iii) Dividend Payment Date : Not Applicable

(iv) Listing on Stock Exchanges and Stock Codes

Name	Address	Stock Code
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001	533452
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	DELPHIFX

The Annual Listing for the financial year 2025-26 has been paid to both the exchanges.

(v) ISIN of the Equity Shares: INE726L01019

(vi) Market Price Data : High, Low during each month in last financial year

The details of monthly highest and lowest quotations of the equity shares of the Company at BSE Limited and National Stock Exchange of India Limited during the year from 1st April, 2024 to 31st March, 2025 are as under:

Month	BSE			NSE		
	High Price (in INR)	Low Price (in INR)	No. of shares traded	High Price (in INR)	Low Price (in INR)	No. of shares traded
Apr-24	260.55	223.65	45,796	261.80	223.45	4,45,611
May-24	245.40	191.10	33,103	236.55	190.05	2,60,674
Jun-24	224.00	175.00	67,769	227.93	173.20	3,33,489
Jul-24	240.30	195.75	35,616	245.00	199.45	1,38,790

Aug-24	250.80	203.00	21,500	253.50	202.02	2,17,592
Sep-24	269.80	240.10	51,766	268.95	240.00	1,36,341
Oct-24	375.00	241.25	4,44,179	375.89	243.00	11,52,250
Nov-24	320.00	210.00	30,175	309.00	207.15	3,09,786
Dec-24	234.00	203.95	17,327	229.00	200.50	63,849
Jan-25	219.95	171.10	30,035	217.89	172.80	81,916
Feb-25	198.75	155.90	9,063	198.20	153.87	26,047
Mar-25	148.15	108.00	1,04,005	160.00	109.16	3,98,148

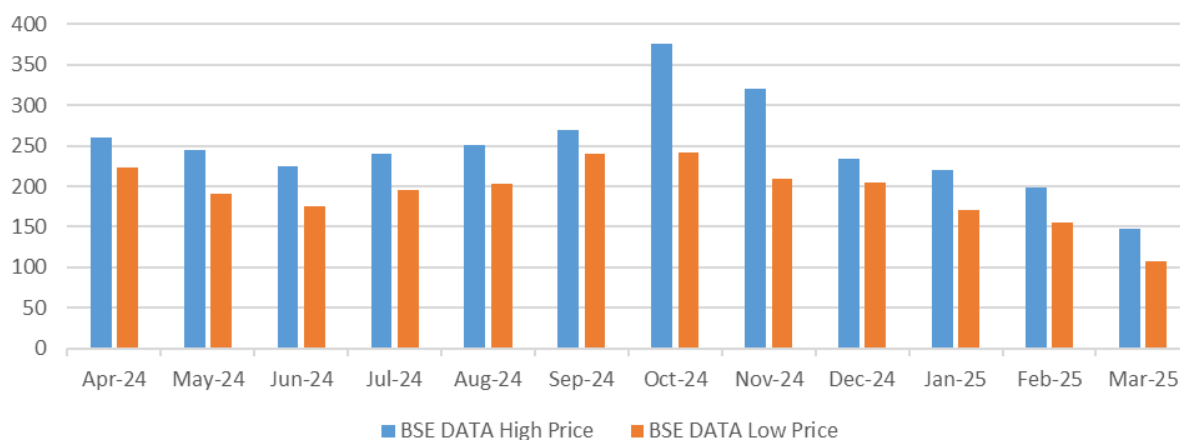
(vii) Performance in comparison to broad based indices

MARKET PRICE DATA

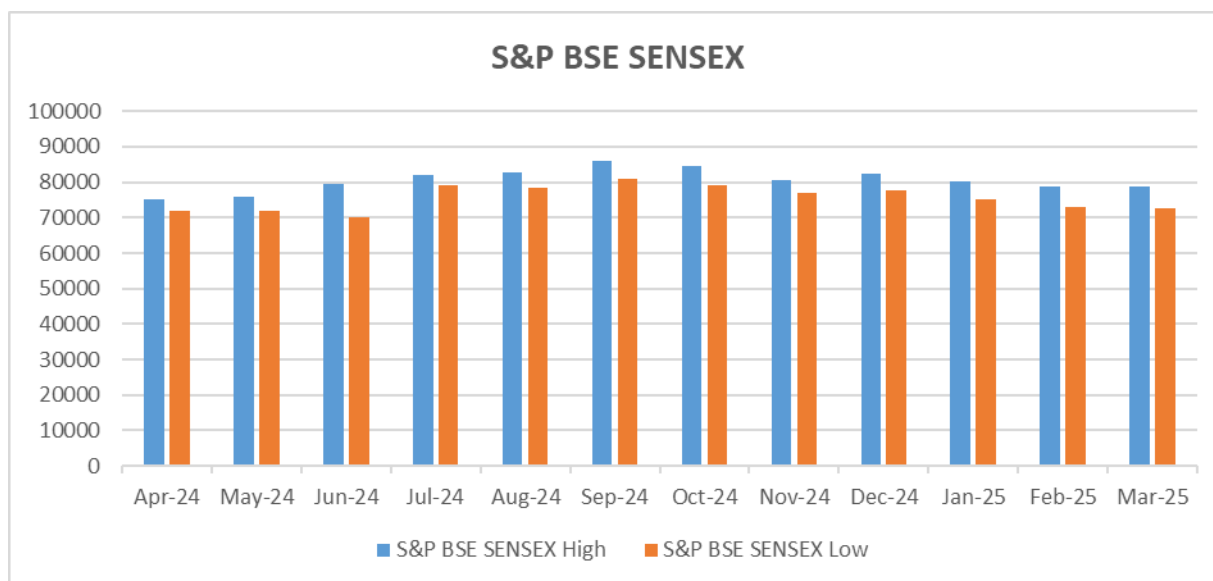
Month	BSE		S&P BSE SENSEX	
	High Price (INR)	Low Price (INR)	High	Low
Apr-24	260.55	223.65	75124.28	71816.46
May-24	245.40	191.10	76009.68	71866.01
Jun-24	224.00	175.00	79671.58	70234.43
Jul-24	240.30	195.75	81908.43	78971.79
Aug-24	250.80	203.00	82637.03	78295.86
Sep-24	269.80	240.10	85978.25	80895.05
Oct-24	375.00	241.25	84648.4	79137.98
Nov-24	320.00	210.00	80569.73	76802.73
Dec-24	234.00	203.95	82317.74	77560.79
Jan-25	219.95	171.10	80072.99	75267.59
Feb-25	198.75	155.90	78735.41	73141.27
Mar-25	148.15	108.00	78741.69	72633.54

BSE DATA

BSE DATA



S&P BSE SENSEX



(viii) Registrar and Transfer Agent

Bigshare Services Private Limited

Office No S6-2, 6th floor Pinnacle Business Park,

ext to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093

Tel: 022-62638200 Fax : 022-62638299

Email: investor@bigshareonline.com

(ix) Share Transfer System

Upon effectiveness of the Scheme, the Company had issued equity shares to eligible Shareholders only in dematerialized form on June 19, 2020 in compliance with the Companies (Prospectus and Allotment of Securities) (Third Amendment) Rules, 2018.

SEBI has mandated that, with effect from April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Accordingly, members are advised to dematerialize the physical shares held by them.

Further in terms of Regulation 39 and 40(1) of SEBI Listing Regulations, as amended from time to time, and SEBI vide its Circular dated 25th January, 2022 has made it mandatory for the listed entity to issue shares/ securities, within the prescribed time, in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/ splitting/consolidation of securities, transmission/ transposition of securities etc. Accordingly, shareholders are advised to open their demat account with any Depository Participants (DPs) having registration with SEBI or seek guidance on demat procedure from Company's RTA to avoid any inconvenience at later stage.

The Company Secretary is authorized by the Board to approve request received for transmission or transposition, which are noted at subsequent Stakeholders Relationship Committee Meetings.

The Company obtains from a Company Secretary in Practice, a yearly certificate of compliance with the share transfer formalities as required under Regulation 40 of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

(x) Dematerialisation of Shares and Liquidity

The Company's equity shares are compulsorily traded in dematerialized form. The Company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for demat facility. Equity shares of the Company representing 98.71 percent of the Company's equity share capital are dematerialized as on 31st March, 2025. The details of shareholding are as below:

	No. of shares	Percentage
In Physical Form	1,44,160	1.29
In Demat Form	1,09,83,730	98.71
Total	1,11,27,890	100.00

(xi) Outstanding GDRs / ADRs or Warrants or any Convertible Instrument, conversion dates and likely impact on equity

There are no outstanding GDRs/ ADRs/ Warrants or any Convertible instruments during the year.

(xii) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be disclosed.

(xiii) Plant Locations:

Company is primarily engaged in the service sector and considering the nature of the business details is not required to be disclosed.

(xiv) Distribution of Shareholding and Shareholding Pattern:

The shareholding distribution of equity shares as on 31st March, 2025 is given below:

Shareholding of value of INR	Shareholders		Share holdings		
	Number	% to total	Shares	Amount	% to total
Up to 5000	9125	93.4556	761378	7613780	6.8421
5001 to 10000	345	3.5334	253272	2532720	2.2760
10001 to 20000	150	1.5363	217156	2171560	1.9515
20001 to 30000	47	0.4814	118022	1180220	1.0606
30001 to 40000	15	0.1536	51108	511080	0.4593
40001 to 50000	19	0.1946	89779	897790	0.8068
50001 to 100000	27	0.2765	200874	2008740	1.8051
100001 and Above	36	0.3687	9436301	94363010	84.7987
Grand Totals	9764	100.00	11127890	111278900	100

Shareholding Pattern as on 31st March, 2025:

Category	No. of Shares	% of Holding
Promoters	83,45,920	75
NRI	34,286	0.31
FII	-	-
Corporate Bodies	3,29,700	2.96
FI/Bank/Mf/UTI	26,200	0.24
Public	21,06,156	18.19
Non Public	-	-
IEPF	2,57,720	2.32
Clearing Member	27,908	0.25
Total	1,11,27,890	100

(xv) Address for Correspondence

8th Floor , Manek Plaza, Kalina, CST Road, Vidya, Nagri Marg, Kalina, Santacruz (East), Mumbai 400098.

(xvi) Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends / shares to IEPF Authority. Notices in this regard are also published in the newspapers.

In view of aforesaid provisions, the Company has during the year under review, transferred to IEPF the unclaimed dividends, outstanding for seven years, of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

Shareholders are requested to get in touch with the RTA/Company for encash the unclaimed dividend/principal amount, if any, standing to the credit of their account.

As required under Section 124 of the Act, the Unclaimed Dividend amount aggregating to INR 9,67,224/- pertaining to the financial year 2016-17 lying with the Company for a period of seven years were transferred during the financial year 2024-25, to the Investor Education and Protection Fund established by the Central Government and 39,160 equity shares, in respect of which dividend has not been claimed by the members for seven consecutive years or more, have been transferred by the Company to the Investor Education and Protection Fund Authority (IEPF) during the financial year 2024-25.

(xvii) Credit Rating

The Credit rating obtained by the Company during the year under review are as under:

Credit Rating Agency	Facilities	Rating
Care Edge Ratings	Long Term Bank Facilities	CARE BB+; Stable

(12) DISCLOSURES

(i) Disclosures on materially significant related party transactions, i.e. the Company's transactions that are of material Value:

There was no materially significant related party transaction entered during the financial year 2024-25. As required to be compiled under Indian Accounting Standard (IND AS 24) are furnished under the Notes to the Financial Statements attached to the Annual Financial Statements as of 31st March, 2025.

The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link www.indiaforexonline.com.

(ii) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

Minimum Public Shareholding (MPS) requirements (25%) specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 in the manner as specified by the Board from time to time but subsequent to the open offer made by Acquirer EbixCash World Money Limited under SEBI SAST, the Public shareholding of the Company fell to 10.06% on 28th June, 2019 and was 10.45% as on 31st March, 2023. As per SEBI Circular No.: SEBI/HO/CFD/CMD1/CIR/P/2021/81 dated 14th May, 2020 read with rule 19A of the Securities Contracts (Regulation) Rules, 1957 the Company had to comply with the MPS requirements of 25% by 31st August, 2020 however the Company failed to comply with MPS within the time limit provided. In the 3rd Quarter Company has complied with the Minimum Public Shareholding (MPS) norms as provided under the Securities Contracts (Regulation) Rules, 1957.

(iii) Details of establishment of vigil mechanism/whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

The Company has established a Vigil Mechanism and have Whistle Blower Policy in place and the same has been uploaded at the website of the Company and no person has been denied to access to Audit Committee.

(iv) Recommendation of Committee to the Board of Directors

The Board of Directors had accepted recommendation made to them by any committees of the board in the relevant financial year.

(v) Web link of policy for determining 'material' subsidiaries

The Company has a policy for determining 'material subsidiaries' which is disclosed on the website of the Company at the following link: www.indiaforexonline.com

(vi) Web link of policy on dealing with related party transactions

The Company has a policy on dealing with related party transaction which is disclosed on the website of the Company at

the following link: www.indiaforexonline.com

(vii) Disclosure with compliance with corporate governance requirements specified in Regulation 17 to 27 of and clauses (b) to (i) of sub regulation (2) of regulation 46 of Listing Regulations

The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of Listing Regulations have been made in this corporate governance report.

(viii) Disclosure of non-compliance of sub para (2) to (10) of schedule V (C) of Listing Regulations

The Company is in compliance with the requirements of corporate governance report as specified in sub para (2) to (10) of schedule V (C) of Listing Regulations.

(ix) Details of utilizations of funds raised through preferential allotment or qualified institutional placement

The Company has not raised funds through preferential allotment or qualified institution placement

(x) Certificate on disqualification of Directors

A Certificate under Clause (i) of point (10) of para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 from SRC & Co., confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority is attached as **Annexure V**.

(xi) Detail of fees paid to the statutory auditors and all entities in the network firm/network entity of which the statutory auditors are as follows:

(INR in Million)

Particulars	Amount paid during FY 2024-25
Audit Fees	1.80
Limited Review Fees	1.05
Certificates	0.28

(xii) Prevention of Sexual Harassment:

The Company follows an Anti-Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The main objective of the Act is to provide:

- Protection against and Prevention of sexual harassment of women at workplace
- Redressal of complaints of sexual harassment

The Company as an equal employment opportunity provides and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company have the right to be treated with dignity. Sexual harassment at the work place or other than work place, if involving employees, is a grave offence and is punishable.

Number of complaints received and resolved in relation to Sexual Harassment of Women at Workplace (Prevention, Protection, and Redressal) Act, 2013: during the year under review and their breakup is as under:

- | | | | |
|----|--|---|-----|
| a) | No. of Complaints filed during the year ended 31 st March, 2025 | : | NIL |
| b) | No. of Complaints disposed of during the financial year | : | NIL |
| c) | No. of pending Complaints as on 31 st March, 2025 | : | NIL |

PLACE : MUMBAI
DATE : 09.07.2025

TIRUVANAMALAI CHANDRASHEKARAN GURUPRASAD
CHAIRMAN
DIN: 03413982

ANNEXURE-A

DECLARATION FOR CODE OF CONDUCT

As provided under Regulation 34 read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Sr. Management Personnel have affirmed to compliance of Code of Conduct as adopted by the Board for the year ended 31st March, 2025.

PLACE : MUMBAI
DATE : 09.07.2025

TIRUVANAMALAI CHANDRASHEKARAN GURUPRASAD
CHAIRMAN
DIN: 03413982

CERTIFICATE ON CORPORATE GOVERNANCE

Ref No. - SRC/2025-26/C/02

To,
The Members of
Delphi World Money Limited
(ERSTWHILE EBIXCASH WORLD MONEY INDIA LIMITED)
8TH FLOOR, MANEK PLAZA, KALINA CST ROAD,
KOLEKALYAN, SANTACRUZ (E),
MUMBAI - 400098,MH

We have examined compliance by **Delphi World Money Limited** (erstwhile EbixCash World Money India Limited) ('the Company') with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) relating to Corporate Governance for the year ended on 31st March 2025.

In our opinion and to the best of our information and according to the explanations given to us and the representation by the Directors and the management, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under the Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

We state there are no complaints relating to investor's grievance received by the Company are pending unresolved as on 31st March 2025 and no investor grievances are pending for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR SRC & CO.
COMPANY SECRETARIES
FRN: P2022UP090100

CS RAHUL KHADRIYA
M. No. FCS-8558 | CP No. 10166
PEER REVIEW CERT NO. 5699/2024
UDIN: F008558G000112299

DATE: 15.04.2025
PLACE: NOIDA

ANNEXURE II

ANNUAL REPORT ON CSR

1. A brief outline of the Company's CSR policy

Our aim is to continuous commitment by business to contribute to economic development while improving quality of life of workforce and their families as well as society at large. Aims at sustainable development i.e., development that meets the needs of the present without compromising the ability of future generations to meet their own needs. Strive for eradication of hunger and poverty, provide education and employment opportunities to the needy and down trodden.

2. Composition of CSR Committee:

S. No.	Name of Director	Designation/ Nature of directorship	Category	Number of Meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Sheetal Singh*	Chairman	Independent	-	-
2	Mr. Vikas Verma**	Member	Non-executive	-	-
3	Mr. Satya Bushan Kotru**	Member	Non-executive	-	-
4	Ms. Seema Joshi#	Chairman	Independent	-	-
5	Mr. Tiruvanamalai Chandrashekar Guruprasad##	Member	Non-executive	-	-
6	Mr. Hariprasad Meenoth Panichikkil##	Member	Executive	-	-
7	Mr. Shri Pal Goel@	Chairman	Independent	-	-

*Ms. Sheetal Singh ceased to be the Chairman of Committee w.e.f. 7th October 2024.

**Mr. Vikas Verma & Mr. Satya Bushan Kotru ceased to be the Member of Committee w.e.f. 12th November, 2024.

#Ms. Seema Joshi appointed as Chairman of Committee w.e.f. 12th November 2024 and ceased to be the Chairman w.e.f. 28th January 2025.

##Mr. Hariprasad Meenoth Panichikkil & Mr. Tiruvanamalai Chandrashekar Guruprasad appointed as Members of Committee w.e.f. 12th November 2024.

@Mr. Shri Pal Goel Appointed as Chairman of the Committee w.e.f. 28th January 2025.

3. Web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.indiaforexonline.com

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Provisions of rule 8(3) of the Companies (CSR Policy) Rules, 2014 with respect to Impact Assessment are not applicable on the CSR projects undertaken by the Company during the financial year 2024-25.

5. (a) Average net profit of the company as per section 135(5) – **INR 194.74 Million.**
 (b) Two percent of average net profit of the company as per section 135(5) – **INR 3.89 Million**
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous FY- **NIL**
 (d) Amount required to be set off for the financial year, if any- **0.12 Million**
 (e) Total CSR obligation for the financial year (5b+5c-5d) - **INR 3.77 Million**
6. (a) Amount spent on CSR Projects (Ongoing Project and other than Ongoing Project): **INR 3.90 Million**
 (b) Amount spent in Administrative Overheads: **NIL**
 (c) Amount spent on Impact Assessment, if applicable: **NIL**
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **INR 3.90 Million**
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (Amount in Million)	Amount Unspent (INR in Million)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
3.90	Not Applicable				

(f) Excess amount for set-off, if any: **INR 0.11 Million**

S. No.	Particular	Amount (in INR Millions)
(i)	Two percent of average net profit of the company as per section 135(5)	3.89
(ii)	Total amount spent for the Financial Year*	4.02
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.13
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.13

*Including carry forward of excess CSR expenditure of FY 2023-24 amounting to INR 0.12 million

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

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR Account under sub section (6) of section 135	Amount Spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
					Amount	Date of Transfer		
1.	2023-2024	None						
2.	2022-2023							
3.	2021-2022							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **NIL**
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: **Not Applicable**
10. Whether a responsibility statement of the Corporate Social Responsibility Committee on the implementation and monitoring of CSR Policy is enclosed to the Board's Report: **Yes, Our Company is committed towards aligning with the nature. Corporate Social Responsibility (CSR) statement of Company revolves around enhancing the eco-friendly activities that supports in nation building through CSR activities, improving quality of life in communities and leveraging its core competencies to innovate and scale CSR programs.**

HARIPRASAD MEENOTH PANICHIKKIL
WHOLE TIME DIRECTOR
DIN: 09473253

SHRI PAL GOEL
CHAIRPERSON OF CSR COMMITTEE
DIN: 07352580

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

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

To,
The Members,
DELPHI WORLD MONEY LIMITED
(ERSTWHILE EBIXCASH WORLD MONEY INDIA LIMITED)
8TH FLOOR, MANEK PLAZA, KALINA CST ROAD,
KOLEKALYAN, SANTACRUZ (E),
MUMBAI - 400098
CIN: L65990MH1985PLC037697

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **Delphi World Money Limited** (hereinafter called "**the Company**"), having CIN L65990MH1985PLC037697 and having its Registered Office at 8th Floor, Manek Plaza, Kalina CST Road, Kolkalyan, Santacruz (E), Mumbai - 400098. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s Delphi World Money Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Delphi World Money Limited ("the Company") for the financial year ended on March 31, 2025 according to the applicable provisions of:

- (i) The Companies Act, ("the Act") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable)
- (v) The following Regulations and Guidelines to the extent applicable as prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'),
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the Audit period**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the Audit period**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non convertible Securities) Regulations, 2021; **Not applicable during the Audit period**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable during the Audit period** and
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not applicable during the Audit period**
- (vi) All other relevant applicable laws including those specifically applicable to the Company, a list of which has been provided by the management. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes are in place to monitor and ensure compliance with those laws.

Other specific business/industry related laws applicable to the Company:

- Foreign Exchange Management Act & RBI Act and Master Directions / Circulars issued thereunder.

- The Prevention of Money Laundering Act, 2002 (PMLA)
- Information Technology Act, 2000 and the rules made thereunder;
- Other applicable general laws, rules, regulations and guidelines.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("Listing Regulations").

During the period under review and based on our examination and verifications of the documents provided and according to information and explanations given to us during the audit, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

The Board of Directors of the Company is duly constituted with an appropriate balance of Executive, Non-Executive, and Independent Directors in compliance with applicable laws. The changes in the composition of the Board of Directors during the period under review were made in accordance with the applicable provisions of the Companies Act and SEBI Listing Regulations.

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

Decisions at the meetings of the Board of Directors were carried through unanimous consents and there were no dissenting views by any Member of the Board / committee's during the year under review.

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

We further report that during the audit period, the Company has not undertaken such events as public or rights or preferential issue of shares, debentures or sweat equity; redemption or buy-back of securities; major decisions by the Members in pursuance to Section 180 of the Companies Act, 2013; Foreign Technical Collaboration or any other like event(s)/action(s) having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

FOR SRC & CO.
COMPANY SECRETARIES
FRN: P2022UP090100

CS RAHUL KHADRIYA
M. No. FCS-8558 | CP No. 10166
PEER REVIEW CERT NO. 5699/2024
UDIN: F008558G000732864

DATE: 08.07.2025
PLACE: NOIDA

Note: This report is to be read with our letter of even date which is annexed as **Annexure –A** and forms an integral part of this report.

ANNEXURE -A TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
DELPHI WORLD MONEY LIMITED
(ERSTWHILE EBIXCASH WORLD MONEY INDIA LIMITED)
8TH FLOOR, MANEK PLAZA, KALINA CST ROAD,
KOLEKALYAN, SANTACRUZ (E),
MUMBAI – 400098
CIN: L65990MH1985PLC037697

Our Secretarial Audit Report for the financial year ended March 31, 2025 of even date is to be read along with this letter:

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

FOR SRC & CO.
COMPANY SECRETARIES
FRN: P2022UP090100

CS RAHUL KHADRIYA
M. No. FCS-8558 | CP No. 10166
PEER REVIEW CERT NO. 5699/2024
UDIN: F008558G000732864

DATE: 08.07.2025
PLACE: NOIDA

ANNEXURE-IV

Disclosures pursuant to Section 197(12) of the Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25.**

S. No	Name of the Director	Designation	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Hariprasad Meenoth Panichikki	Whole-Time Director	Nil
2	Mr. Satya Bushan Kotru*	Non-Executive Chairman	Nil
3	Mr. Vikas Verma*	Non-Executive Director	Nil
4	Mr. Deepak Bhan*	Independent Director	Nil
5	Mr. Sanjay Malhotra*	Independent Director	Nil
6	Ms. Sheetal Singh*	Independent Director	Nil
7	Ms. Seema Joshi**	Independent Director	0.39
8	Mr. Tiruvanamalai Chandrashekar Guruprasad***	Non-Executive Chairman	Nil
9	Mr. Chaganti Samba Murty***	Non-Executive Chairman	Nil
10	Mr. Shri Pal Goel***	Independent Director	0.39
11	Ms. Vani Mahajan***	Independent Director	0.09
12	Mr. Ajai Kumar***	Independent Director	0.26

Ratio is not applicable as none of the director withdraw remuneration. The Holding Company i.e EbixCash World Money Limited is paying his remuneration to the Whole-Time Director.

*During the financial year under review, few Directors has been resigned from the board of the company i.e. Mr. Satya Bushan Kotru with effect from 23rd December 2024, Mr. Vikas Verma with effect from 13th January 2025, Mr. Deepak Bhan with effect from 25th October 2024, Mr. Sanjay Malhotra with effect from 9th October 2024 & Ms. Sheetal Singh with effect from 7th October 2024.

** Ms. Seema Joshi was appointed as an Additional Independent Director by the Board of Directors on 12th November, 2024. In accordance with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval from the members of the Company was sought, as shareholder approval must be obtained at the next general meeting or within three months of the appointment, whichever is earlier. Regrettably, the shareholders of the Company did not ratify or approve her appointment and accordingly she has vacated her office as Director, with effect from 9th February, 2025.

***During the financial year under review, few Directors has been appointed on the board of the company i.e. Mr. Tiruvanamalai Chandrashekar Guruprasad and Mr. Shri Pal Goel with effect from 12th December 2024, Mr. Chaganti Samba Murty with effect from 19th December 2024, Mr. Ajai Kumar & Ms. Vani Mahajan with effect from 8th January 2025.

- (ii) The percentage increase in remuneration of each Director; Chief Financial Officer; Company Secretary or Manager; if any, for the financial year 2024-25.**

Sr. No.	Name of Director/KMP	Designation	% of increase in Remuneration in the Financial Year 2024-25
1	Mr. Hariprasad Meenoth Panichikkil	Whole-Time Director	NA
2	Mr. Pravin Madhukar Patil*	Chief Financial Officer	NA
3	Mr. Shivam Aggarwal**	Company Secretary	NA
4	Mr. Vinay Singh**	Company Secretary	100%

*Mr. Pravin Madhukar Patil (CFO) and Mr. Shivam Aggarwal (CS) withdraw their remuneration from Holding Company i.e EbixCash World Money Limited.

**Mr. Shivam Aggarwal has been resigned w.e.f. 10th May 2024 and Mr. Vinay Singh has been appointed w.e.f. 28th May 2024.

- (iii) The percentage increase in median remuneration of employees for the financial year 2024-25: 12%**

- (iv) The number of permanent employees on the rolls of the Company as on 31st March 2025:**

There are 169 permanent employees on the rolls of the Company as on March 31, 2025.

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

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company.

It is hereby affirmed that remuneration is in line with the Nomination and Remuneration Policy and Board Diversity Policy of the Company.

FOR AND ON BEHALF OF THE BOARD

PLACE : MUMBAI

DATE : 09.07.2025

**TIRUVANAMALAI CHANDRASHEKARAN GURUPRASAD
CHAIRMAN**

Particulars of employees pursuant to Section 197(12) of the Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

(i) Employed throughout the Financial Year and in receipt of remuneration aggregating INR 1,02,00,000/- or more per annum.

S. No	Name of the Employee	Designation	Remuneration	Nature of employment	qualifications and experience	date of commencement	age	last employment	% of equity shares held	Whether relative of Director or manager
NIL										

(ii) Employed for a part of the Financial Year and in receipt of remuneration aggregating INR 8,50,000/- or more per month.

S. No	Name of the Employee	Designation	Remuneration	Nature of employment	qualifications and experience	date of commencement	age	last employment	% of equity shares held	Whether relative of Director or manager
NIL										

FOR AND ON BEHALF OF THE BOARD

PLACE : MUMBAI
DATE : 09.07.2025

TIRUVANMALAI CHANDRASHEKARAN GURUPRASAD
CHAIRMAN

Annexure-V

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

Ref No. - SRC/2025-26/C/03

To,
The Members of
DELPHI WORLD MONEY LIMITED
(ERSTWHILE EBIXCASH WORLD MONEY INDIA LIMITED)
8TH FLOOR, MANEK PLAZA, KALINA CST ROAD,
KOLEKALYAN, SANTACRUZ (E),
MUMBAI - 400098, MH

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Delphi World Money Limited** (formerly known as Ebixcash World Money India Limited) having CIN L65990MH1985PLC037697 and having its registered office at 8th Floor, Manek Plaza, Kalina CST Road, Kolkalyan, Santacruz (E), Mumbai - 400098, MH (hereinafter referred to as 'the Company'), produced before us by the Company, for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	Designation	DIN	Date of appointment in Company
1.	Tiruvanamalai Chandrashekar Guruprasad	Non-Executive Director	03413982	12.11.2024
2.	Chaganti Samba Murty	Non-Executive Director	10670239	19.12.2024
3.	Shri Pal Goel	Independent Director	07352580	12.11.2024
4.	Ajai Kumar	Independent Director	02446976	08.01.2025
5.	Vani Mahajan	Independent Director	10898192	08.01.2025
6.	Hariprasad Meenoth Panichikkil	Whole Time Director	09473253	11.02.2022

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

FOR SRC & CO.
COMPANY SECRETARIES
FRN: P2022UP090100

CS RAHUL KHADRIYA
M. No. FCS-8558
CP No. 10166
PEER REVIEW CERT NO. 5699/2024
UDIN: F008558G000113300

DATE:15.04.2025
PLACE: NOIDA

Management Discussion and Analysis Report (FY 2024–25)

Delphi World Money Limited

1. Economic Environment

FY 2024–25 unfolded against the backdrop of a stabilizing global economy, with India continuing to outperform major economies in terms of GDP growth. The Indian economy is estimated to have grown by 6.6% during the year, fuelled by consumption-led demand, structural reforms, and strong investment momentum.

However, the external environment remained challenging with persistent geopolitical tensions, evolving interest rate dynamics, and inflationary pressures. The Reserve Bank of India (RBI) maintained a cautious monetary stance to balance inflation control and growth stability. The fiscal push on infrastructure, manufacturing, and digitization continued to support broader economic activity.

2. Industry Landscape

Travel and Tourism Industry

India's travel and tourism sector witnessed a sharp rebound in FY 2024–25, aided by:

- A surge in international and domestic travel volumes post-COVID normalization.
- Growing foreign tourist arrivals, with FTAs during January–December 2024 expected to exceed 10 million.
- An increase in Foreign Exchange Earnings (FEE), which stood at **US\$ 10.9 billion** during January–April 2024.
- Expanding international hotel chains, improved airport infrastructure, and rapid passport penetration.

Retail foreign exchange volumes and cross-border student remittance corridors also saw renewed strength. The sector is becoming increasingly digital, with travel bookings, forex issuance, and cross-border transactions moving towards omni-channel platforms.

3. Opportunities & Strategic Outlook Growth Drivers

- **Outbound Student Remittances:** Rising Indian enrolments in foreign universities are creating sustained demand for tuition and living expense remittances.
- **Digital Forex & Card-Based Solutions:** Multi-currency cards and app-based transactions continue to gain ground with younger travellers.
- **Airport FX Expansion:** Delphi aims to restore and expand its pre-COVID network of airport counters with enhanced retail experiences.
- **Inward Remittances:** As a sub-agent of top global MTOs, Delphi continues to see stable remittance inflows from GCC, US, and Europe.

Strategic Initiatives

- Continued **technology adoption** for seamless compliance, KYC, AML, and forex issuance.
- Deeper **integration with educational loan partners**, especially for card-based tuition fee disbursements.
- **Branch productivity enhancement** through centralization, CRM integration, and training.
- Plans to introduce **new digital remittance corridors** and fintech led services in FY 2025–26.

4. Risks & Mitigation

Key risks include:

Risk Type	Mitigation Strategy
Regulatory & Compliance Risk	Strong adherence to RBI, FIU-IND, FEMA guidelines; periodic audits
FX Rate Volatility	Hedging and natural offsets via inward and outward flows
Competition from Banks/NBFCs	Niche positioning, speed, convenience, and value-added services
Operational Risks	Robust internal controls and real-time transaction monitoring
External Disruptions (e.g., pandemics, geopolitical)	Agile business continuity frameworks and diversified sourcing

5. Internal Control Systems

The Company has a robust internal control mechanism for financial, operational, and compliance functions. Regular audits by internal teams and third-party firms ensure transparency and effectiveness of business processes.

All branch operations, transaction handling, and IT infrastructure are subjected to defined SOPs and risk protocols, ensuring real-time tracking, grievance redressal, and regulatory reporting.

6. Human Capital Development

Employee training programs remained a core focus during the year, especially around:

- Anti-money laundering (AML) and KYC compliance
- New product knowledge (especially digital forex)
- Customer experience enhancement

Employee engagement and retention remain strong, aided by transparent performance assessments and a positive work culture.

7. Outlook for FY 2025-26

With rising travel volumes, improved airport throughput, and India's growing outbound student population, Delphi World Money is well-positioned for sustainable growth. The company's renewed focus on digital innovation, distribution partnerships, and margin optimization is expected to yield higher value creation in the coming fiscal year.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Particulars		FIN. YEAR 2024-25	FIN. YEAR 2023-24	% change
Current Ratio	Times	3.62	4.79	-24.35%
Debt-Equity Ratio	Times	0.12	0.14	-14.61%
Debt Service Coverage ratio	Times	-	-	0.00%
Inventory Turnover ratio	Times	NA#	NA#	NA#
Trade Receivable Turnover Ratio	Times	NA#	NA#	NA#
Trade Payable Turnover Ratio	Times	NA#	NA#	NA#
Net Capital Turnover Ratio	Times	0.37	0.34	9.20%
Net Profit ratio	Percentage	3%	16%	-83.10%
Return on Equity ratio	Percentage	1%	7%	-87.62%
Return on Capital Employed	Percentage	2%	10%	-79.42%
Return on Investment	Percentage	11%	9%	21.31%

Not applicable in our business as we are engaged in Service industry and trade of Foreign Currency.

Reasons for more than 25% increase/ (decrease) in above ratios:

Particulars	Reasons for % change from March 31, 2024 to March 31, 2025
Current Ratio	
Debt-Equity Ratio	
Debt Service Coverage ratio	not applicable
Inventory Turnover ratio	NA#
Trade Receivable Turnover Ratio	NA#
Trade Payable Turnover Ratio	NA#
Net Capital Turnover Ratio	The change is attributable to a decline in the Company's earnings, primarily driven by a reduction in revenue volumes and the impact of an exceptional item adjustment
Net Profit ratio	
Return on Equity ratio	
Return on Capital Employed	
Return on Investment	

INDEPENDENT AUDITOR'S REPORT

To The Members of Delphi World Money Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the Financial Statements of **Delphi World Money 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 Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

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 profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SA") specified under Section 143(10) of the Companies Act, 2013, as amended ("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 ("ICAI") 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 ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Emphasis of Matter Paragraph

We draw attention to:

- a. Note 41 of the standalone financial statements, which describes the adjudication orders issued by the Directorate of Enforcement (ED), imposing a monetary penalty of ₹329.07 million on the Company and ₹35.20 million on its Principal Officer for non-compliance with certain provisions of the Foreign Exchange Management Act, 1999 (FEMA). As stated in the note, the said matters pertain to the period prior to the acquisition of the Company by EbixCash World Money Limited under the Share Purchase Agreement dated December 31, 2018, and are covered under the indemnities provided by the erstwhile promoters. The Company has filed appeals before the Hon'ble Appellate Tribunal under SAFEMA and has made a pre-deposit of 15% of the penalty amount, in compliance with the Tribunal's direction. Based on legal advice and the indemnification terms, management believes that there would be no financial impact on the Company.
- b. Note 56.2 of the standalone financial statements, which describes the status of Inter-Corporate Deposits ("ICDs") aggregating to ₹1,332.11 million as of March 31, 2025, extended by the Company to group entities. A substantial portion of the ICDs is outstanding from a group company with weak financial strength. The recoverability of these balances is dependent on the continued financial support from EbixCash Limited, the intermediary holding company. During the year, one of the borrower companies, Ebix Smartclass Educational Services Private Limited, fully repaid its outstanding ICD balance. Based on this development and management's assessment of the financial position of EbixCash Limited, no provision has been considered necessary in the financial statements.

Our opinion is not modified with respect to these matters.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the Key Audit Matter
1. Revenue recognition: The Company has revenue from the Sale and Purchase of Foreign exchange products and Inward & Outward remittances. Revenue is measured based on consideration received / receivable for services. Revenue from Foreign Exchange products, Inward & Outward Remittance and related services is a key audit matter due to the exposure to the risk of fraud due to the involvement of significant amounts of cash & cash equivalents. Additionally, the Company relies heavily on its IT system to record, process and report a high volume of revenue transactions and their integration into the back-office system.	Principal Audit Procedures Our audit procedures included: - Assessing the accounting policies with respect to revenue recognition to be in compliance with the applicable accounting standards; - Evaluating the design, testing the implementation and operating effectiveness of the Company's internal controls over recognition of revenue, along with the effectiveness of Information Technology controls built into the automated processes; - Assessment of internal controls on the handling of cash, including cash verifications performed by the management, and performing cash count procedures on a sample basis;

Key Audit Matter	How our audit addressed the Key Audit Matter
The audit approach relies on the effectiveness of automated controls of these applications and controls around the interface of systems.	- Selecting samples of revenue transactions and testing the sample for existence and accuracy; - Testing the revenue based on agreements, where applicable, and - Assessing journal entries posted to revenue to identify unusual items not already covered by us. Based on our audit procedures, we did not identify any evidence of a material misstatement in the revenue recognised for the year in the financial statements.
2. Contingent Liabilities- Contingencies related to Regulatory, Direct and Indirect tax matters	
The Company has a number of litigations pending, related to Regulatory, Direct and Indirect tax matters, which are under dispute with various authorities as more fully described in Note 41 to the Financial statements. This is identified as a Key Audit Matter because of the involvement of significant estimates, a degree of management's judgement for estimating the amount to be disclosed as contingent liability and the possibility of management bias.	Principal Audit Procedures: We have obtained an understanding of the Company's internal instructions and procedures with respect to the estimation and disclosure of contingent liabilities and have adopted the following audit procedures: - Understanding and testing the designs and operating effectiveness of controls as established by management for obtaining all the relevant information for pending litigations; - Holding discussions with management for any material developments and the latest status of legal matters; - Reviewed the experts' note and/ or legal opinions from independent legal counsel obtained by the management with respect to certain contentious matters; - Examining management's judgements and assessments of whether provisions are required, considering the management's assessment of those matters that are not disclosed, as the probability of material outflow is considered to be remote; and - Verified the adequacy of disclosures in the financial statements in this respect. Based on the above procedures performed, the estimation and disclosures of contingent liabilities are considered to be adequate and reasonable.
3. Assessment of Impairment of Inter-Corporate Deposits (ICD) given to the Group companies	
As of March 31, 2025, the Company has outstanding Inter-Corporate Deposits (ICDs) amounting to ₹1,332.11 million extended to its group companies. A significant portion of this balance is outstanding from a group company with weak financial strength. During the year, one of the other group companies has fully repaid its outstanding ICD balance, indicating positive recovery and progress. The recoverability of the remaining ICDs is dependent on the continued financial support from EbixCash Limited, the intermediary holding company. Considering the materiality of the outstanding balances, the financial condition of the borrower, and the reliance placed on support from EbixCash Limited, the assessment of recoverability of the ICDs has been considered a Key Audit Matter	We performed the following key audit procedures to assess management's estimation of the recoverable amounts of inter-corporate deposits provided to Group Companies: - Evaluated management's identification and assessment of impairment indicators, including the financial condition of the borrower and developments during the year. - Verified the settlement of the ICD balances by group companies through review of bank statements and supporting documents. - Management evaluation of the recoverability of loans granted to its Group companies; - Assessed the comfort/support letter issued by EbixCash Limited in favour of the Company. - Reviewed the financial strength and revenue-generating ability of EbixCash Limited to assess its capacity to provide support to the borrower group companies. - Discussed with group management the basis of their assessment of recoverability. - Evaluated the appropriateness and adequacy of related disclosures made in the financial statements in accordance with the applicable accounting framework. Based on the above procedures performed, we did not identify any evidence of material misstatement on the value of ICD in the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Report on Corporate Governance and Director's Report including Annexures to Director's Report, and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon. The aforesaid report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Company's annual report, and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and shall take appropriate actions, if required.

Responsibilities of Management and Board of Directors for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

Those Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual 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 controls.
- 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 an adequate internal financial controls system with reference to the Standalone Financial statement 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 the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Financial Statements, including the disclosures, and whether the Annual Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in the aggregate, makes it probable

that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work, and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. A. As required by Section 143(3) of the Act, based on our report, 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 for the matters stated in paragraph 1(B)(f) 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 Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting with reference to the Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report

expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (a) The Company has disclosed the impact of pending litigations as at March 31, 2025, on its financial position in its Financial Statements. Refer to note 41 of the Financial Statements.
- (b) The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
- (c) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- (d) (i) The Management has represented that, to the best of its knowledge and belief, as disclosed in note 55(iv) 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(s) or entity(ies), 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;
- (ii) The Management has represented, that, to the best of its knowledge and belief, as disclosed in note 55(v) to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- (e) The company has neither declared nor paid any dividend during the year; therefore, reporting under rule 11 (f) is not applicable.
- (f) Based on our examination, which included test checks, the Company has used accounting software

for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and; the same has operated throughout the year for all relevant transactions recorded in the respective software except that the feature of recording audit trail (edit log) facility at the database level to log any direct data changes for the accounting software used for maintaining the books of accounts cannot be commented upon, as the SOC Type 2 report does not specifically cover any controls related to the audit trail.

For accounting software for which the audit trail feature is enabled, the audit trail facility has been operating throughout the year for all relevant transactions recorded in the software, and we did not come across any instance of the audit trail feature being tampered with during the course of our audit.

As a proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, the audit trail has been preserved by the company as per the statutory requirements for record retention.

C. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended,

In our opinion and according to the information

and explanation given to us, the remuneration paid during the current year by the Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act, which are required to be commented upon by us.

2. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For T R Chadha & Co LLP
Chartered Accountants
Firm Registration No.006711N/N500028

Neena Goel
Partner
Membership No. 057986

Place of signature: Noida
Date: April 29, 2025
UDIN: 25057986BBIKKF6561

Annexure A to the Independent Auditors' Report

Referred to in paragraph 1 (A) (f) under the 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Delphi World Money Limited on the Financial Statements for the year ended March 31, 2025
Report on the Internal Financial Controls with reference to the aforesaid Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to the Financial Statements of **Delphi World Money 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.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at March 31, 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

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

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

Auditors' Responsibility for the audit of Internal Financial Controls with reference to the Financial Statements

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, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an

understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risk of misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

For T R Chadha & Co LLP
Chartered Accountants
Firm Registration No.006711N/N500028

Neena Goel
Partner
Membership No. 057986

Place of signature: Noida
Date: April 29, 2025
UDIN: 25057986BMIKKF6561

Annexure B to the Independent Auditors' Report

Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Delphi World Money Limited on the Financial Statements for the year ended March 31, 2025

i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

- a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets covered under Ind AS 116, 'Leases'.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b. The Company has a program of verification of property, plant and equipment, and right-of-use assets so as to cover all the items at least every 1-2 years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, some of the Property, Plant and Equipment was physically verified during the year by the Management. According to the information and explanations given to us, no material discrepancies were noticed in such verification.
- c. The Company does not have immovable properties as at March 31, 2025. Accordingly, paragraph 3(i)(c) of the Order is not applicable to the Company.
- d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- e. According to the information and explanations given to us, no proceedings have been initiated during the
- a. The Company has granted unsecured loans during the year, details of which are given below:

Particulars	Loans (amount in ₹ Million)
A. Aggregate amount granted/provided during the year:	
Other Group Companies	10,224.56
B. Balance outstanding as of the balance sheet date in respect of the above cases:	
Other Group Companies	1,332.11
* The amounts reported are gross amounts.	

The Company has not made any investment or provided an advance in the nature of a loan or security, or guarantee to any other entity during the year.

- b. In our opinion, the terms and conditions of the grant of all the above-mentioned loans, during the year, are, *prima facie*, not prejudicial to the Company's interest.
 - c. In respect of loans granted provided by the Company, amounting to ₹ 750 million, the schedule of repayment of principal and payment of interest has been stipulated, and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- Further, the company has granted loans that are repayable on demand, amounting to ₹ 582.11 million. During the year, the Company has not demanded such loans. Having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion, the repayments of principal amounts and receipts of

year or are pending against the Company as at March 31, 2025, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii) In respect of the Company's Inventory:

- a. The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate, having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in aggregate for each class of inventory were observed during the physical verification when compared to the books of account.
- b. According to the information and explanations given to us, the Company had a sanctioned working capital limit in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets for a few days. During this part of the year, the company was not required to submit statements comprising stock statements and book debt statements. Hence, reporting on the quarterly returns or statements filed by the Company with such banks or financial institutions is not applicable. Refer to note 54 of the Financial Statements.

iii) In respect of the Company's Loans, Investments, guarantees or securities, etc.

Based on the books of account examined by us and according to information and explanation given to us, the Company has granted unsecured loans during the year to the following persons, in respect of which:

- d. interest are regular.
- d. According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as of the balance sheet date.
- e. No loan granted by the Company which has fallen due during the year has been renewed or extended, or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f. According to information and explanations given to us and based on the audit procedures performed, the Company has granted loans that are repayable on demand, details of which are given below:

(Amount in ₹ Million)

Particulars	All Parties*	Promoters*	Related Parties*
Aggregate of loans (as at March 31, 2025)			
- Repayable on demand (A)	582.11	0	582.11
- Agreement does not specify any terms or period of repayment (B)	0	0	0
Total (A+B)	582.11	0	582.11
Percentage of loans/advances in the nature of loans to the total loans	43.70%		43.70%

* The amounts reported are gross amounts, without considering provisions made.

iv) Compliance with sections 185 and 186

The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made, and guarantees and securities provided, as applicable.

v) Public Deposits

The Company has not accepted any deposits from the public or amounts that are deemed to be deposited within the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the Rules framed thereunder. Accordingly, clause 3(v) of the Order is not applicable to the Company.

vi) Cost Records

In our opinion and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section

148(1) of the Act, for any of the goods sold and services rendered by the Company.

vii) In respect of Statutory Dues

- Undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Duty of Customs, Duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been deposited regularly with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2025, for a period of more than six months from the date they became payable.

- In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of the audit and to the best of our knowledge and belief, we state that there are no dues of income tax or sale tax or service tax or goods and service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute except as mentioned below:

S. No	Name of the Statute	Nature of Dues	Amount in ₹ Million	Period to which the amount relates	The forum where the dispute is pending
1	Service Tax Act 1994	Service Tax	51.23	2005-2008	Supreme Court
2	Service Tax Act 1994	Service Tax	348.81	2014-2017	CESTAT
3	Goods & Services Tax Act	GST	486.82	July 2017 to March 2021	Commissioner (Appeals)
4	Goods & Services Tax Act	GST	16.02	July 2017 to March 2021	Commissioner (Appeals)
5	Income Tax Act 1961	Income Tax	5.65	2018-2019	Commissioner of Income Tax (Appeals)

viii) Undisclosed Income

According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix) Borrowings

- In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

- According to the information and explanations given to us, the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- The Company has not taken any term loan during the year, and there are no unutilised term loans at the beginning of the year; hence, reporting under clause (ix)(c) of the Order is not applicable.
- On an overall examination of the financial statements of the Company, funds raised on a short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.

- e. The Company has not made any investment in or given any new loan or advances to any of its subsidiaries, associates or joint ventures during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.
- f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies, hence reporting under clause (ix)(f) of the Order is not applicable.

x) Issue of securities

- a. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3 (x) of the Order is not applicable to the Company.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

xi) Fraud

- a. To the best of our knowledge and information and explanations given by the management, we report that no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 (as prescribed) under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c. As represented to us by the Management, there were no whistle-blower complaints received by the Company during the year.

xii) Nidhi Company

The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii) Related parties

In our opinion, the Company is in compliance with sections 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

xiv) Internal Audit

- a. In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

- b. We have considered the internal audit reports issued to the Company during the year and to date, in determining the nature, timing and extent of our audit procedure.

xv) Non-cash transactions

In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi) Section 45-IA of the Reserve Bank of India Act, 1934

- a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clauses (xvi)(a), and (b) of the Order is not applicable.
- b. The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clauses (xvi)(c) of the Order is not applicable.
- c. The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

xvii) Cash loss

The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii) Resignation of statutory auditors

There has been no resignation of the statutory auditors of the Company during the year. Accordingly, reporting under clause (xviii) of the Order is not applicable.

xix) Ability to pay liabilities

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating that the Company is not capable of meeting its liabilities existing at the date of the 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 be discharged by the Company as and when they fall due.

xx) CSR unspent amount

The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For T R Chadha & Co LLP
Chartered Accountants
Firm Registration No.006711N/N500028

Neena Goel
Partner
Membership No. 057986

Place of signature: Noida
Date: April 29, 2025
UDIN: 25057986BMIKKF6561

CIN- L65990MH1985PLC037697
Balance Sheet as at March 31, 2025

(₹ in Million)

	Note	As at March 31, 2025	As at March 31, 2024
Assets			
Non-Current Assets			
Property, Plant and Equipment	3	22.90	20.89
Right of Use Assets	4	13.35	4.34
Financial Assets			
(i) Investments	5	0.03	0.03
(ii) Loans and Advances	6	750.00	-
(iii) Other financial assets	7	3.42	3.19
Non Current Tax Assets (Net)	8	8.72	25.72
Other Non Current Assets	9	182.58	106.09
Deferred Tax Assets (Net)	10	77.98	41.57
Total Non-Current Assets		1,058.98	201.83
Current Assets			
Financial Assets			
(i) Inventory	11	31.91	21.53
(ii) Loan and Advances	12	582.56	1,638.01
(iii) Trade Receivables	13	317.27	583.98
(iv) Cash and Bank Balances	14	383.66	126.91
(v) Other Bank Balances	15	432.68	430.71
(vi) Other Current Financial Assets	16	233.93	154.14
Other Current Assets	17	53.96	43.48
Total Current Assets		2,035.97	2,998.77
Total Assets		3,094.95	3,200.60
Equity And Liabilities			
Equity			
Equity Share Capital	18	111.28	111.28
Other Equity	19	2,124.31	2,105.59
Total Equity		2,235.59	2,216.87
Non-Current Liabilities			
Financial Liabilities			
(i) Lease Liability- Non Current	20	9.83	3.37
(ii) Other Non Current Financial Liabilities	21	275.13	337.95
Non Current Provisions	22	12.54	16.33
Total Non-Current Liabilities		297.50	357.65
Current Liabilities			
Financial Liabilities			
(i) Borrowings	23	262.30	304.61
(ii) Lease Liability- Current	24	4.12	1.76
(iii) Trade Payables	25	-	-
- Dues of small enterprises and micro enterprises		-	-
- Dues of creditors other than small enterprises and micro enterprises		213.74	205.99
(iv) Other Current Financial Liabilities	26	25.38	23.42
Other Current Liabilities	27	40.72	38.29
Current Provisions	28	5.00	12.17
Current Tax Liabilities	29	10.59	39.84
Total Current Liabilities		561.85	626.08
Total Equity And Liabilities		3,094.95	3,200.60

See accompanying significant accounting policies and notes to the Financial statements - 1 to 57.

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

for **T R Chadha & Co LLP**

Chartered Accountants

Firm Registration No.: 006711N / N500028

Neena Goel

Partner

M. No.: 057986

Place of Signature: Noida

Date: April 29, 2025

for and on behalf of the Board of Directors of

Delphi World Money Limited

Tiruvanamalai Chandrashekar Guruprasad

Director

DIN: 03413982

Place of Signature: Mumbai

Date: April 29, 2025

Pravin Madhukar Patil

Chief Financial Officer

Hariprasad Meenoth Panichikkil

Whole-time Director

DIN: 09473253

Vinay Singh

Company Secretary

Mem No.: A 44928

CIN- L65990MH1985PLC037697

Statement of Profit and Loss for the period ended March 31, 2025

(₹ in Million)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
(a) Revenue from Foreign currencies	30		
Sale of Foreign currencies, remittances, prepaid cards, commission and brokerage		16,910.29	28,322.69
Less: Cost of Sales for			
(i) Foreign currencies purchase, remittances, prepaid cards etc.		(16,684.73)	(27,891.03)
(ii) Changes in Inventories of Foreign currencies		10.63	(7.89)
Sub Total		236.19	423.77
(b) Revenue from IMT Operations and Other Operating Income	30	311.02	382.78
I. Revenue from Operations		547.21	806.55
II. Other Income	31	192.35	164.63
III. Total Revenue (I+II)		739.56	971.18
IV. Expenses			
(a) Operating Cost	32	296.35	488.35
(b) Employee Benefits Expense	33	101.36	112.94
(c) Finance Costs	34	30.27	22.39
(d) Depreciation and Amortisation Expense	35	11.51	8.99
(e) Other Expenses	36	154.34	111.92
Total Expenses		593.83	744.59
V. Profit Before Exceptional Items and Tax (III-IV)		145.73	226.59
VI. Exceptional Items		125.99	-
VII. Profit Before Tax (V+VI)		19.74	226.59
VIII. Tax Expense			
(a) Current Tax	38	36.33	66.43
(b) Deferred Tax	38	(36.14)	8.24
IX. Profit for the year from Continuing Operations (VII-VIII)		19.55	151.92
X. Profit from Discontinued Operations (After Tax)		-	-
XI. Profit for the year (IX+X)		19.55	151.92
XII. Other Comprehensive Income			
A (i) Items that will be reclassified to profit or loss	39	-	-
Other Comprehensive Income to be transferred to Retained Earnings for the year		-	-
B (i) Items that will not be reclassified to profit or loss	39	(1.09)	(2.71)
(ii) Tax on above		0.27	0.68
Other Comprehensive Income to be disclosed separately in Statement of Changes in Equity		(0.82)	(2.03)
Total Other Comprehensive Income/(Loss) for the year		(0.82)	(2.03)
XIII. Total Comprehensive Income for the year (XI+XII)		18.73	149.89
XIV. Earnings Per Share:	40		
From Continuing & Discontinuing Business			
Basic : (₹)		1.76	13.65
Diluted : (₹)		1.76	13.65
Face Value Per Equity Share (₹)		10.00	10.00

See accompanying significant accounting policies and notes to the Financial statements - 1 to 57.

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

for **T R Chadha & Co LLP**

Chartered Accountants

Firm Registration No.: 006711N / N500028

Neena Goel

Partner

M. No.: 057986

Place of Signature: Noida

Date: April 29, 2025

for and on behalf of the Board of Directors of

Delphi World Money Limited

Tiruvanamalai Chandrashekar Guruprasad

Director

DIN: 03413982

Place of Signature: Mumbai

Date: April 29, 2025

Pravin Madhukar Patil

Chief Financial Officer

Hariprasad Meenoth Panichikil

Whole-time Director

DIN: 09473253

Vinay Singh

Company Secretary

Mem No.: A 44928

Statement of Cash Flow for the Year ended March 31, 2025

(₹ in Million)

		For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities			
Profit before tax		19.74	226.59
Adjustments for:			
Interest income		(190.92)	(162.93)
Loss on sale of fixed assets/ Asset Discard		4.00	11.44
Depreciation		11.51	8.99
Interest expense		29.29	19.30
Finance Cost on Lease Liability		0.93	0.52
Provision/ (reversal) for expected credit loss		149.64	14.37
Bad debts written-off		51.26	0.07
Operating cash flow before working capital changes		75.44	118.35
(Increase)/Decrease in Inventories		(10.38)	7.89
(Increase)/Decrease in Loans & Advances		0.13	(0.10)
(Increase)/Decrease in Trade Receivables		65.81	(136.34)
(Increase)/Decrease in Other Financial Assets		28.98	80.01
(Increase)/Decrease in Other Assets		(87.03)	(22.88)
Increase/(Decrease) in Trade Payable		7.75	(196.22)
Increase/(Decrease) in Provisions		(12.05)	3.90
Increase/(Decrease) in Other Financial Liabilities		(66.19)	(87.64)
Increase/(Decrease) in Other Liabilities		2.43	(31.54)
Cash (used in) / generated from operations		4.89	(264.57)
Income taxes (paid) / Refund (net)		(48.58)	(51.38)
Net Cash Generated from/ (used in) Operating Activities	A	(43.68)	(315.94)
B. Cash flow from investing activities			
Purchase of Property, Plant and Equipment and Intangible assets		(13.87)	(10.85)
Proceeds from sale of fixed assets		0.00	0.08
Investment recovered/ (given) in Inter Corporate Deposits and Deposits		303.36	(299.25)
Interest received		81.59	137.17
Net cash generated from investing activities	B	371.07	(172.86)
C. Cash flow from financing activities			
Proceeds/ (Repayment) of Borrowings		(42.31)	304.62
Repayment of Lease liabilities-Principal amount		(3.44)	(1.94)
Repayment of Lease liabilities-Interest amount		(0.93)	(0.52)
Interest payment on borrowings		(23.95)	(20.57)
Net cash generated from / (used in) financing activities	C	(70.64)	281.58
Net Cash Flow	(A+B+C)	256.75	(207.22)
Cash and cash equivalents at the beginning of period		126.91	334.13
Cash and cash equivalents at the end of period (refer note below)		383.66	126.91
Note: The break up of cash and cash equivalents as at the end of the period is as under:			
Cash in hand		4.82	5.73
Balances with scheduled banks		378.84	121.18
Balances with deposit accounts		-	-
		383.66	126.91
Notes:			
1 Figures in brackets represent cash outflows.			
2 The above cash flow statement has been prepared under the 'Indirect Method' as set out in Ind AS 7, "Statement of Cash Flows" as notified under the Companies (Accounts) Rules, 2015.			
See accompanying significant accounting policies and notes to the Financial statements - 1 to 57.			

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

for **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No.: 006711N / N500028

for and on behalf of the Board of Directors of
Delphi World Money Limited

Neena Goel
Partner
M. No.: 057986
Place of Signature: Noida
Date: April 29, 2025

Tiruvanamalai Chandrashekar Guruprasad
Director
DIN: 03413982
Place of Signature: Mumbai
Date: April 29, 2025

Hariprasad Meenoth Panichikil
Whole-time Director
DIN: 09473253

Pravin Madhukar Patil
Chief Financial Officer

Vinay Singh
Company Secretary
Mem No.: A 44928

Statement of Changes in Equity for the period ended March 31, 2025

(₹ in Million)

A. Equity Share Capital	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	1,11,27,890	111.28	1,11,27,890	111.28
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	1,11,27,890	111.28	1,11,27,890	111.28

B. Other Equity

(₹ in Million)

Particulars	Reserves & Surplus			Other Comprehensive Income	Total
	General Reserve	Capital Redemption Reserve	Retained Earnings		
Balance as at March 31, 2023/ April 1, 2023	9.57	4.36	1,975.81	(34.04)	1,955.70
Add: Profit/(Loss) for the year / Additions	-	-	151.92	-	151.92
Less: Allocation/ Adjustment	-	-	-	-	-
Add: Comprehensive Income for the year	-	-	-	(2.03)	(2.03)
Balance as at March 31, 2024/ April 1, 2024	9.57	4.36	2,127.73	(36.08)	2,105.59
Add: Profit/(Loss) for the year / Additions	-	-	19.55	-	19.55
Less: Allocation/ Adjustment	-	-	-	-	-
Add: Comprehensive Income for the year	-	-	-	(0.82)	(0.82)
Balance as at March 31, 2025	9.57	4.36	2,147.28	(36.89)	2,124.31

See accompanying significant accounting policies and notes to the Financial statements - 1 to 57.

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

for **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No.: 006711N / N500028

for and on behalf of the Board of Directors of
Delphi World Money Limited

Neena Goel
Partner
M. No.: 057986
Place of Signature: Noida
Date: April 29, 2025

Tiruvanamalai Chandrashekar Guruprasad
Director
DIN: 03413982
Place of Signature: Mumbai
Date: April 29, 2025

Hariprasad Meenoth Panichikkil
Whole-time Director
DIN: 09473253

Pravin Madhukar Patil
Chief Financial Officer

Vinay Singh
Company Secretary
Mem No.: A 44928

Notes to Financial Statements for the year ended March 31, 2025

1 Company Overview

Corporate Information

Delphi World Money Limited (formerly EBIXCASH WORLD MONEYINDIALIMITED) (the 'Company'), is a public company domiciled in India and was incorporated on October 9, 1985, under the provision of the Companies Act, 1956 applicable in India. Its shares are listed on the National Stock Exchange of India (NSE) and the Bombay Stock Exchange (BSE). The Company's name has been changed w.e.f. January 1, 2020. The registered office of the Company is situated in the state of Maharashtra. The registered office at having its registered office located on the 8th Floor, Manek Plaza, Vidyanagari Marg, Kalina, Santacruz East, Mumbai 400098.

The Company is licensed by the Reserve Bank of India to operate as an Authorised Dealer Category - II, carrying on permitted foreign exchange business i.e. with respect to currency notes, traveller's cheques, prepaid cards and outward remittance in the form of demand draft and telegraphic transfers through a pan India network of branches. Further, the Company is also licensed by the Reserve Bank of India to operate and act as an agent for various Overseas Principals for the Money Transfer Service Scheme ("MTSS") in India.

2 Summary of Material Accounting Policies

2.1 Basis of Preparation

a. Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied.

b. Historical Cost Convention

The financial statements have been prepared on Historical Cost basis except for-

1. Certain financial assets and liabilities measured at fair value
2. Investment in Equity (Excluding Investment in Associates)
3. Defined benefit plans- plan assets measured at fair value and the present value of the defined benefit obligations as per actuarial valuation.

c. Basis of Accounting

The Company maintains accounts on accrual basis following the historical cost convention, except for certain financial instruments which are measured at fair value or amortised cost 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.

Fair value measurements under Ind AS are categorised as below 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:

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

d. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Division II of Schedule III to the Act. The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7, Statement of Cash flows. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Ind AS and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Functional Currency

These financial statements are presented in Indian Rupees in Million rounded off to two decimal places as permitted by Schedule III to the Act. Per share data are presented in Indian Rupees to two decimals places.

e. Classification of Current / Non-Current Assets and Liabilities

All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is expected to be realised within twelve months after the reporting date; or
- iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- i) it is expected to be settled in the Company's normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is due to be settled within twelve months after the reporting date; or
- iv) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets/ liabilities are classified as non-current. Based on the nature of the products and services, the Company has ascertained its operating cycle as twelve months for the purpose of Current / Non-current classification of assets and liabilities.

f. Key estimates and assumptions

The preparation of financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the (i) balance sheet and (ii) statement of profit and loss. The actual amounts realised may differ from these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Estimates and assumptions are required in particular for:

i. Determination of the estimated useful lives of tangible assets

Useful lives of tangible assets are based on the life prescribed in Schedule II to the Act. In cases, where the useful lives are different from that prescribed in Schedule II to the Act, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

ii. Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is

determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

iii. Recognition of deferred tax assets

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax base, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

iv. Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the amount included in other provisions.

v. Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

2.2 Property, Plant and Equipment

2.2.1 Recognition and measurement

Property, plant and equipment are tangible items that are held for use in the production or supply for goods and services, rental to others or for administrative purposes and are expected to be used during more than one period.

Property, plant and equipment (PPE) are stated at the cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation and impairment loss, if any. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses necessary for it to be capable of operating in the manner intended by management.

The cost and related accumulated depreciation are eliminated from the financial statement upon sale or retirement of the asset and resultant gain or loss are recognized in the Statement of Profit and Loss.

Property Plant and Equipment are depreciated based on the revised remaining useful life of the assets as per the requirement of Schedule II to the Act.

2.2.2 Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight line method, and is generally recognized in the Statement of Profit and Loss. Freehold land is not depreciated. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, which are given in below table. Depreciation on additions/ disposals is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use/ disposed of.

Assets	Useful lives
Furniture and Fixtures	10 years
Computer	3 years
Office Equipment	5 years
Vehicle	8 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.3 Intangible Assets

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

Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as "intangible assets under development" Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in the statement of profit and loss.

Intangible assets are amortised over their estimated useful life as under:

Assets	Useful lives
Computer software	3 years

2.4 Investments

- Non-current investments are carried at cost, after providing for any diminution in value, to recognise a decline other than temporary in nature.
- Current investments are carried at lower of cost and fair value.

The determination of carrying amount of such investments is done on the basis of weighted average cost of each individual investment.

The Company measures its investment in Equity instruments (other than Associates) at its Fair Value as defined under Ind AS 109, Financial Instruments.

2.5 Impairment of Assets

As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine :

- the provision for impairment loss, if any ; and
- the reversal of impairment loss recognised in previous periods, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined :

- in the case of an individual asset, at the higher of net selling price and the value in use; and
- in the case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life.)

2.6 Inventories

Foreign currencies - notes and paid documents on hand are valued at lower of Average Cost and Inter Bank Rate as on the last day of the financial year for each currency.

2.7 Cash and Cash Equivalents

- Cash comprises cash on hand and demand deposits with banks.
- Cash equivalents are short-term, highly liquid investment that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value have original maturities of less than three months. These balances with banks are unrestricted for withdrawal and usage.

2.8 Other Balances with Banks

Other balances with bank also include balances and deposits with banks that are restricted for withdrawal and usage

2.9 Taxation

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of Income Tax Act, 1961, and based on the expected outcome of assessments / appeals, is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. 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.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

2.10 Asset held for sale

Assets held for sale as required to be disclosed in accordance with Ind AS 105, Non-Current Assets held for Sale and Discontinued Operations, are measured at lower of its carrying amount and fair value less cost to sell.

2.11 Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent

liabilities are disclosed in the notes.

A contingent asset is not recognised but disclosed, when probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- a) estimated amount of contracts remaining to be executed on capital account and not provided for;
- b) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or a liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

a. Financials Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

Initial Recognition-

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at Amortised Cost-

A financial asset is 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.

Fair Value Through Other Comprehensive Income (FVOCI)-

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company in respect of certain equity investments which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments.

Fair Value Through Profit and Loss (FVTPL)-

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Derecognition of financial assets-

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's financial statements) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - (i) the Company has transferred substantially all the risks and rewards of the asset, or
 - (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset

Ind AS 109 requires Expected Credit Losses (ECL) to be measured through a loss allowance. In determining the allowances for doubtful trade receivables and other receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss.

b. Financial Liabilities and Equity Instruments

Classification as debt or equity

An instrument issued by a company is classified as either financial liability or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments are any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Borrowings and loans are initially recognised at fair value, net of transaction costs incurred. It is subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or transaction costs that are an integral part of the effective interest rate. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of profit and loss over the period of borrowings using the effective interest rate.

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition of Financial Liabilities-

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

2.13 Revenue Recognition

The Company has applied Ind AS 115, Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for services to a customer.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- (a) Sales of foreign currencies/encashed traveller's cheques is recognised when the delivery is completed and invoice raised.
- (b) Income on money transfer is recognised when the payment is made to beneficiaries of remittance.
- (c) Commission is recognised on sale of currency/encashed traveller's cheques.
- (d) Other operational income represents income earned from activities incidental to the business and is recognised when the right to receive the income is

established as per the terms of the contract.

- (e) Interest income on deposits, securities and loans is recognised at the agreed rate on time proportion basis.

2.14 Employee Benefits

(a) Short term employee benefits

All Employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences and bonus are recognised in the period in which the employee renders this related services.

(b) Post-employment benefits

(1) Defined contribution plans : Company's contribution paid/payable during the year to Provident fund, and ESIC are recognised in Statement of Profit and Loss during the period in which the employee renders the related service.

(2) Defined benefit plans : Company has covered its gratuity liability with Life Insurance Corporation of India (LIC). Any amount payable to the employees in the year of separation in excess of amount received from LIC is charged to Statement of Profit and Loss. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method. Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation.

The service cost and net interest on the net defined benefit liability/(asset) is included in employees benefits expenses in the statement of profit and loss.

(c) Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability based on actuarial valuation at the balance sheet date. Company provides for Leave Encashment Liability on Privilege Leave.

2.15 Borrowing Costs

Borrowing costs includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of profit and loss on the basis of effective interest rate. Borrowing costs net of any investment income from temporary investment of related borrowings that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are recognised as expense in the Statement of profit or loss in the period in which they are incurred.

2.16 Leases

Ind AS 116, Leases, requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

The Company as a lessee:

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset;
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a Right-of-Use asset (RoU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. RoU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The RoU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The RoU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. RoU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is

determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related RoU asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and RoU asset have been separately presented in the Balance sheet and lease payments have been classified as financing cash flows.

2.17 Foreign Currency Transactions

Purchases and sales of foreign currencies and traveller's cheques are accounted at the contracted rates. Other transactions in foreign currencies are initially recognised at the rate at which the transaction is entered into. On settlement of such transactions the profit/loss arising from exchange differences is recognised in the Statement of profit and loss. Receipts of foreign exchange in money transfer are accounted on the prevalent bank conversion rate or forward contract rate as the case may be and the profit / loss arising from exchange differences is recognised in the Statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates prevailing at the year end / forward contract rate, as the case may be. Exchange differences arising on settlement or translation of monetary items are recognized in the Statement of Profit and Loss.

2.18 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance

is evaluated based on profit and loss and is measured consistently with profit or loss in the financial statements.

Segment assets include all operating assets used by the business segments and consist principally of fixed assets, trade receivables and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business.

Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expenses.

2.19 Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.20 Recent pronouncements

The Ministry of Corporate Affairs (MCA), vide notification dated August 12, 2024 and September 9, 2024, has issued amendments to certain Indian Accounting Standards (Ind AS), including Ind AS 101, Ind AS 103, Ind AS 105, Ind AS 107, Ind AS 109, Ind AS 115, and notified Ind AS 117 relating to insurance contracts.

These amendments primarily relate to accounting and disclosure requirements for insurance contracts and related financial instruments. As the Company is not engaged in issuing or holding insurance contracts or related activities, these amendments are not expected to have any impact on the Company's financial statements.

Notes to Financial Statements for the year ended March 31, 2025

Non-Current Assets

Note 3: Property, Plant and Equipment					
				(₹ in Million)	
	Computers	Vehicles	Furniture and fixtures	Office equipment	Total
Gross Carrying Cost					
Balance as April 1, 2023	12.94	10.47	58.84	25.84	108.09
Addition on Purchase	5.93	-	4.44	0.48	10.85
Deletion on disposal/discard	11.39	1.86	34.21	23.89	71.35
Balance as at March 31, 2024	7.48	8.61	29.07	2.43	47.60
Balance as April 1, 2024	7.48	8.61	29.07	2.43	47.60
Addition on Purchase	0.07	-	13.74	0.06	13.88
Deletion on disposal/discard	-	1.84	13.92	-	15.75
Balance as at March 31, 2025	7.54	6.78	28.90	2.50	45.72
Accumulated Amortisation and impairment losses					
Balance as April 1, 2023	12.10	8.06	35.30	24.12	79.58
Charge for the year	1.53	0.93	4.15	0.34	6.95
Deductions on disposal/discard	10.70	1.33	25.03	22.76	59.82
Balance as at March 31, 2024	2.93	7.66	14.42	1.70	26.71
Balance as April 1, 2024	2.93	7.66	14.42	1.70	26.71
Charge for the year	1.91	0.40	5.43	0.12	7.86
Deductions on disposal/discard	-	1.67	10.09	-	11.76
Balance as at March 31, 2025	4.84	6.38	9.77	1.82	22.81
Carrying Amount (net)					
As at April 1, 2023	0.84	2.41	23.54	1.72	28.51
As at March 31, 2024/April 01, 2024	4.55	0.96	14.65	0.73	20.89
As at March 31, 2025	2.71	0.39	19.13	0.67	22.90

Note 3.1 Disclosures

- Aggregate amount of depreciation has been included under "Depreciation and Amortisation" in the Statement of Profit and Loss, refer to note 35.
- The Company was not holding any benami property and no proceedings were initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 4: Right of Use Assets (RoUA)		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Right to use of assets (refer to note 44)	13.35	4.34
	13.35	4.34

Non-Current Assets		
Note 5: Investments – Non-current		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
(I) Investments in equity instruments- carried at fair value through other comprehensive income		
(i) Unquoted- Investment in Joint Venture		
Horizon Remit Sdn. Bhd. 1,693,797 (PY: 1,693,797) shares of 1 RM each	28.82	28.82
Less: Provision for Impairment	(28.82)	(28.82)
A	0.00	0.00
(II) Investments in equity instruments- carried at cost		
(i) Unquoted- Other Investment		
The Saraswat Co-operative Bank Limited 2,500 (PY: 2,500) shares of ₹10 each B	0.03	0.03
Total non-current investments (A+B)	0.03	0.03

Note 5.1: Disclosure of Value		(₹ in Million)
Disclosure of non-current investments	As at March 31, 2025	As at March 31, 2024
Aggregate amount of quoted investments and market value	-	-
Aggregate amount of unquoted investments	28.85	28.85
Aggregate amount of impairment in the value of investments	28.82	28.82

Note 6: Loans and Advances- Non Current		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Inter Corporate Deposit (refer to note 12.1 & 12.2)	750.00	-
	750.00	-

Note 7: Non Current other financial assets		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
<i>Unsecured, considered good</i>		
Security Deposit	3.42	3.19
	3.42	3.19

Note 8: Non Current Tax Assets (Net)		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Advance tax (net of tax provision) (refer note to 8.1)	8.72	25.72
	8.72	25.72

Note 8.1: Non-current income tax break up		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Income tax- Advance tax paid/ TDS	652.17	683.62
Less : Provision for tax	(643.45)	(657.90)
	8.72	25.72

Note 9: Other Non Current Assets		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Deposits with government authorities/ regulators (refer to note 9.1)	120.75	44.26
GST Input Tax Credits	61.83	61.83
	182.58	106.09

Note 9.1: Deposits with government authorities/ regulators

These are the deposits made with GST authorities and other authorities/ regulators for filing the appeals, refer note 39 (II) (b).

Note 10: Deferred Tax Assets (Net)		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Deferred Tax Liability:	-	-
Deferred Tax Assets:		
Employee retirement benefits	4.42	5.72
Allowability of expenses	55.03	15.15
Fair Value through Other Comprehensive Income (FVOCI) of Unquoted Equity Investments	4.95	4.95
Difference between Book and Income Tax Depreciation	13.59	15.75
	77.98	41.57
Total	77.98	41.57

Note 10.1: Movement in deferred tax liabilities/ (assets)

Particulars	Deferred Tax Liability	Deferred Tax Assets				Total
		Employee retirement benefits	Allowability of expenses	Fair Value through Other Comprehensive Income	Property, plant & equipments and Leases	
As at April 01, 2023	-	4.51	21.68	6.59	16.34	49.12
Expense/ (Income) recognized under profit or loss	-	(1.89)	6.53	1.65	0.59	6.88
Expense/ (Income) recognized under OCI	-	0.68	-	-	-	0.68
As at March 31, 2024	-	5.72	15.15	4.95	15.75	41.57
Expense/ (Income) recognized under profit or loss	-	1.04	(39.88)	-	2.16	(36.68)
Expense/ (Income) recognized under OCI	-	0.27	-	-	-	0.27
As at March 31, 2025	-	4.42	55.03	4.95	13.59	77.98

Current Assets		
Note 11: Inventory		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
<i>(At Cost or NRV whichever is lower)</i>		
Stock in Trade- Foreign Currencies- Notes and paid documents*	31.91	21.53
	31.91	21.53
* Held as Authorised dealer category II		

Note 12: Loan and Advances- Current		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
<i>Unsecured, considered good</i>		
Inter Corporate Deposit (refer to note 12.1 & 12.2)	582.11	1,637.43
Loan to Employees (refer note 12.3)	0.34	0.46
Excess CSR Expenditure	0.12	0.12
	582.56	1,638.01

Note 12.1: Repayment terms and security disclosure for the Inter Corporate Deposits

Inter corporate Deposits are unsecured loans given to the related parties and are repayable on demand. Company charges interest @ 9.50% p.a. on Inter Corporate deposits.

Note 12.2: Loans or advances to specified persons

Disclosures where Loans are granted to the related parties either severally or jointly with any other person, that are either repayable on demand; or without specifying any terms or period of repayment.

				(₹ in Million)
	Amount of loan outstanding as at March 31, 2025	Percentage to the total Loans	Amount of loan outstanding as at March 31, 2024	Percentage to the total Loans
Related Parties	1,332.11	99.97%	1,637.43	99.97%
	1,332.11	99.97%	1,637.43	99.97%

Note 12.3: Repayment terms and security disclosure for the Loan to Employees

Loan to others are given to Staff/ Employees as unsecured loans and are repayable on demand and as per Companies policy.

Note 13: Trade Receivables		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
<i>Unsecured</i>		
Remittances Receivable	287.04	383.72
Related parties	-	-
Other parties	211.77	240.72
Less: Provision for doubtful debts (refer to note 13.2)	(181.54)	(40.46)
	317.27	583.98

Note 13.1: Ageing of Trade Receivables (Gross)

Trade Receivable Ageing Schedule as at March 31, 2025

	Outstanding for following Periods from due date of payments					
	Less than 6 Month	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables						
(i) Considered good	316.78	0.08	0.69	0.05	1.22	318.82
(ii) Which have significant increase in credit risk	-	-	-	-	179.99	179.99
(iii) Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables						
(i) Considered good	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-
	316.78	0.08	0.69	0.05	181.21	498.81

Trade Receivable Ageing Schedule as at March 31, 2024						
	Outstanding for following Periods from due date of payments					
	Less than 6 Month	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables						
(i) Considered good	411.94	-	179.97	2.19	0.05	594.16
(ii) Which have significant increase in credit risk	-	-	-	0.01	30.27	30.28
(iii) Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables						
(i) Considered good	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-
	411.94	-	179.97	2.20	30.32	624.44

Note 13.2: Provision for Doubtful Debtors- Expected Credit Losses Method:

As per Ind AS 109, the Company is required to apply the expected credit loss model for recognising the allowance for doubtful debts. After the analysis of the ageing of debtors and historical experience of bad debts, the Company has computed the existing amount of provision in the books to cover any doubtful debt/s arising in future.

	(₹ in Million)	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	40.46	86.14
Add: Provision made during the year	141.09	2.77
Less: Bad Debts booked	-	(48.46)
Less: Provision reversed during the year	-	-
Balance at the end of the year	181.54	40.46

Note 14: Cash and Bank Balances			(₹ in Million)
	As at March 31, 2025	As at March 31, 2024	
(i) Cash in hand	4.82	5.73	
(ii) Balances with Banks			
- In current accounts	378.84	121.18	
- In deposits	-	-	
	383.66	126.91	

Note 15: Other Bank Balances			(₹ in Million)
	As at March 31, 2025	As at March 31, 2024	
Restricted Fixed Deposit (Refer to note 15.1)	432.35	429.42	
Earmarked balances with bank for unpaid dividend (Refer to note 15.2)	0.33	1.30	
	432.68	430.72	

Note 15.1: Restricted Cash

The Bank Deposit includes

- an amount of ₹ 79.97 million (PY: ₹ 79.97) which has been blocked against the Service tax demand.
- an amount of ₹ 292.60 million (PY: ₹ 292.60), which has been given as a lien for obtaining an Overdraft over the FD (FDOD) Facility from ICICI Bank.

- an amount of ₹ 34.84 million (PY: ₹ Nil), which has been given as a lien for obtaining an Overdraft over the FD (FDOD) facility from HDFC Bank.
- an amount of ₹ 9.29 Million (PY: ₹ 8.57 Million) equivalent to USD 0.11 Million (PY: USD 0.10 Million), which has been received as collateral security deposits from the Overseas IMT Principals.
- an amount of ₹ 11.72 million (PY: ₹ 11.03), which has been given as a lien for obtaining Travel Cards.
- An amount of ₹ 4.93 Million (PY: ₹ 37.25 Million) pledged for the issuance of a Bank Guarantee or as a security.

Note 15.2:

Includes Bank balances of ₹ 0.33 million (PY: ₹ 1.30 million) which are restricted balances for dividends payable with banks.

Note 16: Other Current Financial Assets		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Interest accrued and receivable	233.93	124.60
Other Receivables	23.15	44.14
Less: Provision for Doubtful Other Receivables	(23.15)	(14.60)
	233.93	154.14

Note 16.1: Provision for Doubtful Other Receivables:		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	14.60	3.00
Add: Provision made during the year	8.55	11.59
Less: Bad Debts booked	-	-
Balance at the end of the year	23.15	14.60

Note 17: Other Current Assets		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Prepaid expenses	0.13	0.16
Withholding and other taxes receivable	53.83	43.33
	53.96	43.48

Note 18: Share Capital		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
a. Authorised:		
Equity Shares of ₹ 10/- each (par value)		
15,000,000 (PY: 15,000,000) Equity Shares	150.00	150.00
	150.00	150.00
b. Issued, subscribed & fully paid up:		
Equity Shares of ₹ 10/- each (par value)		
11,127,890 (PY: 11,127,890) Equity Shares	111.28	111.28
	111.28	111.28

c. Reconciliation of Number of Equity Shares outstanding at the beginning and end of the year :

	As at March 31, 2025		As at March 31, 2024	
Equity shares	No. of Shares	(₹ in Million)	No. of Shares	(₹ in Million)
Outstanding beginning of the year	1,11,27,890	111.28	1,11,27,890	111.28
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,11,27,890	111.28	1,11,27,890	111.28

d. Terms and rights attached to Equity Shares

The Company has a single class of equity shares having face value of ₹ 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of share on which any call or other sums presently payable have not been paid.

The company declares and pays dividend in Indian rupees. The holders of the equity shares are entitled to receive dividends as declared from time to time.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the 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.

e. Shares held by holding / ultimate holding company and / or their subsidiaries / associates:

Name of the Equity Shareholders	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Percentage	No. of Shares	Percentage
EbixCash World Money Limited	83,45,920	75.00%	83,45,920	75.00%

f. Shareholders holding more than 5% of the Equity shares in the company

Name of the Equity Shareholders	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Percentage	No. of Shares	Percentage
EbixCash World Money Limited	83,45,920	75.00%	83,45,920	75.00%

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

g. Promoters shareholding

Promotor Name	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% of total shares	No. of Shares	% of total shares
EbixCash World Money Limited ^^	83,45,920	75.00%	83,45,920	75.00%

^^ During the year 2023-24, as a result of the disinvestment of 14.55% of paid-up equity capital in the Company through Offer for Sale (OFS), the EbixCash World Money Limited's holding in the Company has been reduced to 75.00% from 89.55%.

h. Shares reserved for issue under options

The Company has not reserved any shares in relation issue of shares under options.

i. Issue of bonus shares

The Company has not issued any bonus shares in the last five years immediately preceeding the balance sheet date. There are no securities which are convertible into equity shares

j. Buy back of shares and shares allotted as fully paid up pursuant to contract(s) without payment being received in cash:

The company has not done any buyback of shares during last 5 years.

Note 19: Other Equity		(₹ in Million)	
		As at March 31, 2025	As at March 31, 2024
a. General Reserve			
Balance at the beginning of the year		9.57	9.57
Add: Addition during the year		-	-
Balance at the end of year	a	9.57	9.57
b. Capital Redemption Reserve			
Balance at the beginning of the year		4.36	4.36
Add : Utilisation during the year		-	-
	b	4.36	4.36
c. Retained Earnings			
Balance at the beginning of the year		2,127.73	1,975.81
Add : Profit for the year		19.55	151.92
Less: Allocations and appropriations		-	-
Balance at the end of the year	c	2,147.28	2,127.73
d. Other Comprehensive Income			
Remeasurement of defined benefit plans			
Balance at the beginning of the year		(36.08)	(34.04)
Add: Other comprehensive Income/ (Loss) for the year		(0.82)	(2.03)
Balance at the end of the year	d	(36.90)	(36.08)
Total	(a+b+c+d)	2,124.31	2,105.59
e. Nature and purpose of Reserves			
General Reserve			
General Reserve is created pursuant to the demerger of forex business undertaking from the then parent company in FY-2010-11 and transfer from retained earnings for appropriate purposes.			
Capital Redemption Reserve:			
Capital Redemption Reserve is created in accordance with section 68, 69 & 70 of Companies Act, 2013 and the Buyback regulations.			
Retained Earnings:			
Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained Earnings is a free reserve available to the Company			
Other Comprehensive Income:			
Other Comprehensive Income includes re-measurement profit/loss on defined benefit plans and Fair Valuation of Quoted and Unquoted Equity Investments, net of taxes that will not be reclassified to profit and loss.			

Non-Current Liabilities		
Note 20: Lease Liability- Non Current		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Lease Liability (refer to note 44)	9.83	3.37
	9.83	3.37

Note 21: Other Non Current Financial Liabilities		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Collateral Deposits from IMT Principals	275.13	337.95
	275.13	337.95
Note 22: Non Current Provisions		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Gratuity (refer note 46)	6.34	8.99
Compensated Absences	6.20	7.34
	12.54	16.33
Current Liabilities		
Note 23: Borrowings		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
a. Secured Borrowings:		
(i) From banks		
Overdraft Facility over the Fixed Deposits {for security and terms refer to note 23 (i) a)}	231.80	257.12
Working capital loans {for security and terms refer to note 23 (i) (b)}	-	-
b. Unsecured Borrowings		
(i) Inter Corporate Deposits		
From Related Parties {for security and terms refer to note 23 (i) (c)}	30.50	47.50
	262.30	304.62

Note 23(i): Current borrowings-Securities and Terms of repayment							(₹ in Million)	
Sr	Name of Party	Interest Rate % p.a.	Repayment Periodicity	Amount outstanding as at March 31, 2025		Amount outstanding as at March 31, 2024		Details of Security
				Current	Non Current	Current	Non Current	
Secured Loans								
(a)	ICICI Bank Ltd-Overdraft facility on Fixed Deposits	2.00% p.a. over and above applicable FD Rate	NA	231.80	-	257.12	-	It is secured by: - by way of lien over the Fixed Deposits of ₹ 292.60 million in favour of the bank.

(b)	HDFC Bank-Working Capital Loans	1.00% p.a. over and above applicable FD Rate	NA	-	-	-	-	It is secured by: a. upto May 15, 2024, it was secured by: - book debts- - Hypothecation of specific receivables up to 80% from Western Union Ltd. - Current Assets- First charge on current assets of the company except current assets charged to other banks - 15% margin in the form of FDR, 100% margin in case of disputed liabilities. b. from May 15, 2024 it is secured by: - lien over the Fixed Deposits of ₹ 34.84 million in favour of the bank.
	Sub Total (a+b)			231.80	-	257.12	-	

Unsecured Loans- Inter Corporate Deposit

(₹ in Million)

Sr	Name of Party	Interest Rate % p.a.	Repayment Periodicity	Amount outstanding as at March 31, 2025		Amount outstanding as at March 31, 2024		Details of Security
				Current	Non Current	Current	Non Current	
(c)	Inter Corporate Deposit from related parties	9.50%	Repayable on demand	30.50	-	47.50	-	loans are unsecured.
	Sub Total (a+b)			30.50	-	47.50	-	
	Total			262.30	-	304.62	-	

Note 24: Lease Liability- Current

(₹ in Million)

	As at March 31, 2025	As at March 31, 2024
Lease Liability (refer to note 44)	4.12	1.76
	4.12	1.76

Note 25: Trade Payables

(₹ in Million)

	As at March 31, 2025	As at March 31, 2024
Due to Micro and Small Enterprises (Refer note 25.1)	-	-
Other than Micro and Small Enterprises	166.62	140.25
Settlement Liabilities	47.13	65.74
	213.74	205.99

Note 25.1: Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006					(₹ in Million)
	As at March 31, 2025				As at March 31, 2024
a) The principal amount remaining unpaid to suppliers as at the end of accounting year	-				-
b) The interest due thereon remaining unpaid to suppliers as at the end of accounting year	-				-
c) The amount of interest paid by the company in terms of Section 16, along with the amount of payments made to the micro and small enterprise beyond the appointed date during the year	-				-
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 period but without adding the interest specified under this Act.	-				-
e) The amount of interest accrued during the year and remaining unpaid at the end of the accounting year	-				-
f) The amount of further interest remaining due and payable even in succeeding years	-				-
The above mentioned outstanding's are in normal course of business and the information regarding micro and small enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.					
Note 25.2: Trade Payables ageing schedule					(₹ in Million)
Trade Payables Ageing Schedule as at March 31, 2025					(₹ in Million)
	Outstanding for following Periods from due date of payments				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Payables					
(i) Dues to Micro and Small Enterprises	-	-	-	-	-
(ii) Dues to Others	213.74	-	-	-	213.74
Disputed Trade Payables					
(i) Dues to Micro and Small Enterprises	-	-	-	-	-
(ii) Dues to Others	-	-	-	-	-
Total	213.74	-	-	-	213.74
Trade Payables Ageing Schedule as at March 31, 2024					(₹ in Million)
	Outstanding for following Periods from due date of payments				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Payables					
(i) Dues to Micro and Small Enterprises	-	-	-	-	-
(ii) Dues to Others	205.99	-	-	-	205.99
Disputed Trade Payables					
(i) Dues to Micro and Small Enterprises	-	-	-	-	-
(ii) Dues to Others	-	-	-	-	-
Total	205.99	-	-	-	205.99

Note 26: Other Current Financial Liabilities		(₹ in Million)	
	As at March 31, 2025	As at March 31, 2024	
Interest accrued but not due on borrowings	8.91	3.57	
Unpaid dividends	0.33	1.30	
Accrued salaries and benefits	7.28	7.77	
Provisions for CO-OP expenses	6.26	2.19	
Provision for expenses	1.80	2.45	
Other payables	0.80	6.13	
	25.38	23.42	
Note 27: Other Current Liabilities		(₹ in Million)	
	As at March 31, 2025	As at March 31, 2024	
Advances received from Customers	29.61	22.42	
Statutory Dues	11.11	15.87	
	40.72	38.29	
Note 28: Current Provisions		(₹ in Million)	
	As at March 31, 2025	As at March 31, 2024	
Provision for Employee Benefits			
Gratuity- Current (refer note 46)	3.28	3.66	
Compensated absences	1.72	2.74	
Other Employee benefits Payable	-	5.76	
	5.00	12.17	
Note 29: Current Tax Liability		(₹ in Million)	
	As at March 31, 2025	As at March 31, 2024	
Provision for Income Tax	31.00	56.50	
Less: TDS/Advance Tax Paid	(20.41)	(16.66)	
	10.59	39.84	
Note 30: Revenue from Operations		(₹ in Million)	
	For the year ended March 31, 2025	For the year ended March 31, 2024	
(i) Revenue from Foreign currencies			
Sale of Foreign currencies, remittances, prepaid cards, commission and brokerage	16,910.29	28,322.69	
Foreign currencies purchase, remittances, prepaid cards etc.	(16,684.73)	(27,891.03)	
Changes in inventories of Foreign currencies (refer note (30.2))	10.63	(7.89)	
Sub-Total (i)	236.19	423.77	

(₹ in Million)		
(ii) Revenue from Money Transfer	For the year ended March 31, 2025	For the year ended March 31, 2024
Income from money transfer	263.89	320.05
(iii) Other Operating Revenue		
Commission and Incentive	12.21	19.58
Service Charges	25.76	33.78
Other Operating Income	9.16	9.37
Sub-Total (ii)	311.02	382.78
Total (i+ii)	547.21	806.55

Note 30.1: Revenue from Foreign currencies

Income from forex services comprises of sale of currency, traveller's cheques, travel cards etc. In line with established international practice, the income arising from the buying and selling of foreign currencies is included on the basis of margins achieved, since inclusion on the basis of their gross value would not be meaningful and potentially misleading for use as an indicator of the level of the Company's business.

Note 30.2: Change in Inventory

(₹ in Million)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Stock	21.53	29.42
Less: Closing Stock	(32.15)	(21.53)
	(10.63)	7.89

Note 30.3: IND AS 115 'Revenue from Contracts with Customers'

i. Details of Revenue from contracts with customers recognized by the Company, net of indirect taxes in its Statement of Profit and Loss. The Following table also presents company revenue disaggregated by type of revenue stream:

(₹ in Million)		
Revenue from contract with customers	For the year ended March 31, 2025	For the year ended March 31, 2024
Money Transfer Services	263.89	320.05
Foreign Currency Services	283.32	486.50
	547.21	806.55

ii. The Company renders services to the customers domiciled in India, which company considers as one geography. Therefore, revenue disaggregation by geography is not applicable.

iii. The Company generates its entire revenue from contracts with customers for the services at a point in time.

iv. Disclosure of contract balances

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are transferred to unbilled revenue when there is an unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The contract liabilities primarily relate to the advance consideration received from the customers which are referred as 'advances from customers'.

Advance Collections is recognized when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards tour / holiday packages. Revenue on tours / holiday's packages are recognized on the completion of the performance obligation which is on the date of departure of the tour.

(₹ in Million)		
	For the year ended March 31, 2025	For the year ended Mar 31, 2024
Contract Assets		
Unbilled Revenue/ Accrued Income	-	-
Contract Liabilities		
Advance collected from customers	29.61	22.42
v. Information about major customers:		
A major customer is defined as a customer that represents 10% or greater of total revenues. As at March 31, 2025 and March 31, 2024, there was no customer with more than 10% of accounts. The Company does not believe that the risk associated with these customers or vendors will have an adverse effect on the business.		
Note 31: Other Incomes		
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Interest Income on		
- Inter corporate deposits	159.32	134.07
- Term deposits	29.57	27.35
- Income tax refunds	2.04	1.52
- Lease deposits	0.06	-
Miscellaneous income	1.36	1.70
Total	192.35	164.63
Note 32: Operating Cost		
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Agency commission / incentives	284.39	468.66
Other Direct Expenses	11.96	19.69
Total	296.35	488.35
Note 33: Employees benefits expense		
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Salaries, wages and bonus	93.20	102.54
Contributions to provident and other funds	5.90	6.05
Gratuity (refer note 44)	2.29	1.78
Compensated Absences	(1.09)	1.38
Staff welfare expenses	1.06	1.19
Total	101.36	112.94

Note 34: Finance costs		(₹ in Million)
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Interest on:		
Credit Facility from banks	21.33	17.20
RoUA Finance Cost	0.93	0.52
Inter Corporate Deposits	7.96	2.10
Interest Other	0.05	2.57
Total	30.27	22.39
Note 35: Depreciation and amortisation		(₹ in Million)
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Depreciation of property, plant and equipment (refer note no. 3)	7.86	6.95
Depreciation of right-to-use assets (refer note no. 4)	3.65	2.04
Total	11.51	8.99
Note 36: Other Expenses		(₹ in Million)
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Rent & Concession Payments	6.04	14.27
Establishment & Office Expense	2.64	2.76
Electricity charges	0.89	0.89
Legal and professional charges	22.68	11.40
Business promotion and advertisement	6.06	10.19
Travelling and Conveyance	9.41	10.85
Telephone, Internet, and Courier Expenses	2.10	1.98
Insurance expenses	0.94	1.23
Repairs and maintenance-others	1.93	1.97
Foreign Exchange Loss	6.18	-
Bank and Other Charges	2.25	3.58
Printing and stationery	1.32	2.10
Rates and taxes	5.15	5.95
Penalty paid to Stock Exchanges	0.06	8.35
Loss on Sale of Fixed Assets/ Discard of assets	4.00	11.44
Directors Sitting Fees	0.44	-
Audit fee (refer to note 36.1)	3.18	3.11
CSR Expenses (refer to note 43)	3.90	6.23
Provision for Doubtful Receivables and Other receivables	23.64	14.37
Balances written off/ Bad debts booked	51.26	0.07
Miscellaneous expenses	0.29	1.17
Total	154.34	111.92

Note 36.1: Payment to Auditors		(₹ in Million)
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
- Annual Audit Fee	1.80	1.60
- Limited Review Fees	1.05	1.05
- Certificates and Other Audits	0.28	0.43
- Reimbursement of expenses	0.05	0.03
Total	3.18	3.11
Note 37: Exceptional Item		(₹ in Million)
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Provision for Doubtful Receivables	125.99	-
Total	125.99	-
Exceptional Item: The management of the Company believes that there is uncertainty involved in the recoverability from the parties amounting to ₹ 125.99 million, and accordingly, the Company has made additional provision for expected credit loss amounting to ₹ 125.99 million on such trade receivables balance and presented the same as an exceptional item.		
Note 38: Tax expense		(₹ in Million)
(a) Income Tax Expenses	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Current Tax	31.00	56.50
Tax adjustments related to earlier year	5.33	9.93
Deferred Tax	(36.14)	8.24
Total income tax expenses	0.19	74.67
		(₹ in Million)
(b) Reconciliation of tax expense and accounting profit multiplied by India's tax rate:	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
Profit for the year (before income tax expense)	19.74	226.59
Applicable tax rate	25.168%	25.168%
Computed tax expenses	4.97	57.03
Adjustments :		
Expenses not allowed for tax purposes	45.23	11.25
Additional allowances for tax purposes	(19.98)	(14.68)
Deferred tax on non-depreciable assets and investment (Net)	-	-
Tax adjustment for previous year	5.33	9.93
Interest cost	0.75	2.90
Others Adjustments	0.03	0.00
Current Income Tax (A)	36.32	66.43
Deferred Tax (B)	(36.14)	8.24
Tax Expenses recognised in Statement of Profit and Loss (A+B)	0.19	74.67
Effective Tax Rate	0.95%	32.96%

Note 39: Other Comprehensive Income		(₹ in Million)
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
A (i) Items that will be reclassified to profit or loss		
Fair Valuation of Unquoted Equity Investments	-	-
(ii) Tax on above	-	-
B (i) Items that will not be reclassified to profit or loss		
Employee Benefit	(1.09)	(2.71)
(ii) Tax on above	0.27	0.68
Total	(0.82)	(2.03)
Note 40: Earnings per Share (EPS)		
	For the year ended Mar 31, 2025	For the year ended Mar 31, 2024
A. Basic Earnings per share		
a) Profit attributable to shareholders (₹ in Million)	19.55	151.92
b) Weighted average number of equity shares outstanding	1,11,27,890	1,11,27,890
c) Nominal value per share	10.00	10.00
d) Earnings per share	1.76	13.65
B. Diluted Earnings per share		
There are no dilutive instruments as at March 31, 2024, and as of March 31, 2023, hence diluted Earning per share is the same as Basic Earning per share.		

Note 41: Contingent Liabilities and Commitments			
I.	Contingent Liabilities (not provided for in Respect of:	(₹ in Million)	
	Particulars	As at March 31, 2025	As at March 31, 2024
i) Demands being disputed by the Company :			
	a) Indirect Tax demands (<i>excluding the interest component thereon</i>)	937.76	884.93
	b) Income Tax demands	6.13	20.92
	c) Demand under other regulations {refer to note 39 (II) (a)}	364.27	364.27
ii) Claims against the company not acknowledged as debts :			
	a) Income Tax demand on processing of TDS Returns*	-	-
	b) In respect of some pending cases of employees and others	Amount not ascertainable	Amount not ascertainable
* The Company has initiated steps for revising the TDS forms to remove various defects due to which demands were raised by authorities and is confident that the demand will be substantially reduced after these rectifications.			

II.	Other Legal Matters & Regulatory matters			
a.	Litigation under FEMA with the Directorate of Enforcement			
	The Enforcement Directorate (ED) has levied a monetary penalty of ₹329.07 million on the Company and ₹35.20 million on its Principal Officer for alleged non-compliance with certain provisions of the Foreign Exchange Management Act, 1999 ("FEMA"). Aggrieved by the adjudication orders, the Company has filed appeals before the Hon'ble Appellate Tribunal under SAFEMA, contesting the said penalties. Pursuant to the directions of the Hon'ble Appellate Tribunal, the Company has deposited 15% of the penalty amount as a precondition for hearing. The appeals are currently pending, and the matters have been listed for further proceedings. These proceedings relate to the period prior to the acquisition of the Company by EbixCash World Money Limited (the Holding Company) under the Share Purchase Agreement dated December 31, 2018. The Company believes it has substantial grounds to challenge the adjudication orders. Further, under the terms of the Share Purchase Agreement, any potential liability arising from these matters is covered by indemnities provided by the erstwhile Promoters. In view of the pending adjudication and the indemnity protection available, no provision has been made in these financial statements in respect of the said penalties.			
b.	Litigation under Service Tax and GST – Inward Money Transfer Services			
	The Company has received demand orders from the Service Tax and GST authorities for various periods, alleging tax liabilities on revenue earned from Inward Money Transfer Services (MTS) rendered to overseas entities. The demands are based on the classification of such services as "intermediary services," thereby denying them export status. - For the Service Tax periods (2005–2008 and October 2014 to June 2017), the Company has contested the demands. The Hon'ble Tribunal has already ruled in the Company's favour for part of the period, for which the Department's appeal is pending before the Hon'ble Supreme Court. The remaining matters are under adjudication. - For the GST period (July 2017 to March 2021), the authorities have raised a demand of ₹456.98 million and a penalty of ₹44.26 million, for which the Company has appealed before the GST Appellate Tribunal. The Company believes it has a substantial ground supporting its position that the services provided qualify as export of services and do not fall under the scope of intermediary services. Accordingly, no provision has been made in the financial statements in respect of these matters, which are currently under litigation.			
III.	Corporate Guarantees			(₹ in Million)
		As at March 31, 2025	As at March 31, 2024	
	Corporate guarantees given by the company on behalf of third parties to the banks	NIL	NIL	
IV.	Capital Commitments			(₹ in Million)
	Particulars	As at March 31, 2025	As at March 31, 2024	
	The Company has no capital committeemen as at Mar 31, 2025 (PY: Nil).	NIL	NIL	
Note 42: Details of Loans given, inter corporate deposit, Investments made and Guarantee given covered U/s 186(4) of the Companies Act, 2013				
	Details of loans and advances given; investment made; guarantee given and security provided as required to be disclosed as per provision of section 186(4) of Companies Act, 2013 have been disclosed under the respective notes.			
				(₹ in Million)
	Name of the Company	Amount Outstanding		Maximum Principal Amount Outstanding during the year (excluding interest accrued)
		As at March 31, 2025	As at March 31, 2024	For year ended March 31, 2025 For year ended March 31, 2024
	Ebix Travels Private Limited	1,314.60	1,257.41	1,614.60 1,267.41
	Ebix Smartclass Educational Services Private imited	-	222.62	387.83 312.26
	Ebix Money Express Private Limited	17.50	140.95	449.45 225.00
	EbixCash Financial Technologies Pvt. Ltd.	-	16.46	16.46 81.46

Note 43: Corporate Social Responsibility (CSR)

i.	Details of Corporate Social Responsibility (CSR) expenditure		(₹ in Million)	
	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
a)	As per section 135 of the Companies Act, 2013 read with Schedule VII thereof, gross amount required to be spent by the company	3.90	6.23	
b)	Amount approved by the board to be spent during the year	3.90	6.30	
c)	Amount spent during the year :			
	-- Construction/acquisition of any assets	-	-	
	-- On purpose other than (i) above	3.90	6.30	
d)	Shortfall at the end of the year	-	-	
e)	Total of previous years shortfall	-	-	
f)	Reason for shortfall	Not Applicable	Not Applicable	
g)	Details of related party transactions	Not Applicable	Not Applicable	
h)	Liability against contractual obligations for CSR	Not Applicable	Not Applicable	
ii.	Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects, and excess CSR expenditure			
			(₹ in Million)	
	Particulars	As at March 31, 2025	As at March 31, 2024	
	Opening balance of Unspent amount/ (excess CSR expenditure)	(0.12)	(0.10)	
	Amount required to be spent during the year	3.90	6.23	
	Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	-	-	
	Amount spent during the year	(3.90)	(6.25)	
	Closing balance of Unspent amount/ (excess CSR expenditure)	(0.12)	(0.12)	
iii.	Details of ongoing projects under 135(6) of the Companies Act, 2013			
	The company does not have any ongoing projects in the current year or the previous year.			
iv.	The various heads which the CSR expenditure were incurred in cash is detailed as follows :-		(₹ in Million)	
	Particulars	Relevant clause of Schedule VII to the Companies Act, 2013	For the year ended March 31, 2025	For the year ended March 31, 2024
	(i) Eradicating Hunger and Poverty, Health Care and Sanitation	Clause (i)	3.90	6.25
	(ii) Education and Skill Development	Clause (ii)	-	-
	(iii) Empowerment of Women and other Economically Backward Sections	Clause (iii)	-	-
	(iv) Art & Culture	Clause (v)	-	-
	(v) Sports	Clause (vii)	-	-
	(vi) Contribution to the Prime Minister’s National Relief Fund or any other fund set up by the Central Government	Clause (ix)	-	-

Note 44: Information on Leases pursuant to Ind AS 116

a. The nature of the leasing activities

The company has taken premises on a lease that is used for its business activities and record keeping. The lease agreement allows the company to use the premises for a specified period in exchange for periodic rental payments.

b. Movement in Right of Use Assets (RoUA)

(₹ in Million)

	As at March 31, 2025	As at March 31, 2024
Gross Right of Use Assets		
Balance at the beginning	9.16	9.79
Additions/ Modification during the year	12.65	1.00
Disposals/deductions during the year	-	(1.64)
Balance at the end	21.81	9.16
Accumulated Depreciation		
Balance at the beginning	4.82	4.26
Additions during the year	3.65	2.04
Disposals/deductions during the year	-	(1.48)
Balance at the end	8.46	4.82
Net Carrying Cost	13.35	4.34

c. Movement in Lease Liability

(₹ in Million)

	As at March 31, 2025	As at March 31, 2024
Balance at the beginning	5.13	6.23
Additions/ Modification during the year	12.27	0.85
Finance cost accrued during the year	0.93	0.52
Payment of lease liabilities	(4.37)	(2.46)
Balance at the end	13.95	5.13
The break-up of current and non-current lease liabilities is as follows:		
Lease Liabilities- Non Current	9.83	3.37
Lease Liabilities- Current	4.12	1.76
	13.95	5.13

d. Contractual maturities of lease liabilities on an undiscounted basis:

(₹ in Million)

	As at March 31, 2025	As at March 31, 2024
Less than one year	5.25	3.34
One to five years	8.87	3.85
More than five years	3.76	-
	17.88	7.19

e. Expenses recognised in the Statement of profit and loss		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Depreciation of right of use assets (refer note 34)	3.65	2.04
Finance Cost on Lease Liability (refer note 33)	0.93	0.52
Short Term period Rent (refer note 35)	6.04	14.27
	10.62	16.83

f. Amount recognized in Statement of Cash Flow

The lease payments have been classified as financing activities in the Statement of Cash Flow under Ind AS 116. The lease payments for operating leases were earlier reported under cash flow from operating activities.

		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Repayment of Lease liabilities-Principal amount	3.44	1.94
Repayment of Lease liabilities-Interest amount	0.93	0.52
Total	4.37	2.46

Note 45: Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures

A.	List of Related Parties with whom transactions have taken place and relationships:			
i.	Holding company	EbixCash World Money Limited		
ii.	Ultimate Parent Companies	EbixCash Limited Ebix Paytech Private Limited (<i>Amalgamated with Ebixcash World Money Ltd w.e.f. August 01, 2023</i>) Ebix Singapore PTE. Limited, Ebix Inc., USA Eraaya Lifespaces Limited (<i>w.e.f. Sep 1, 2024</i>)		
iii.	Fellow Subsidiaries	Ebix Travels Private Limited Ebix Corporate Services Private Limited Ebix Money Express Private Limited Ebix Smartclass Educational Services Private Limited EbixCash Financial Technologies Private Limited		
iii.	Joint Ventures	Horizon Remit Sdn. Bhd.		
iv	Directors and Key Management Personnel (KMP)	Name	Designation	Period, if any change
		Mr. Hariprasad Meenoth Panichikkil,	Whole-time Director	-
		Ms. Seema Joshi	Non-executive Independent Director	w.e.f. Nov 12, 2024 upto Feb 09, 2025
		Mr. Shri Pal Goel	Non-executive Independent Director	w.e.f. Nov 12, 2024
		Mr. Tiruvanamalai Chandrashekar Guruprasad	Non-executive Independent Director	w.e.f. Nov 12, 2024
		Mr. Chaganti Samba Murty	Non-executive Independent Director	w.e.f. Dec 19, 2024
		Ms. Vani Mahajan	Non-executive Independent Director	w.e.f. Jan 08, 2025

		Mr. Ajai Kumar	Non-executive Independent Director	w.e.f. Jan 08, 2025
		Mr. Vikas Verma	Director	upto Jan 13, 2025
		Mr. Satya Bushan Kotru	Director	upto Dec 23, 2024
		Mr. Jyoti Kachroo	Non-executive Independent Director	upto Sep 27, 2022
		Mr. Deepak Bhan	Non-executive Independent Director	upto Oct 25, 2024
		Mr. Sanjay Malhotra	Non-executive Independent Director	upto Oct 09, 2024
		Ms. Sheetal Singh,	Non-executive Independent Director	upto Oct 07, 2024
		Mr. Pravin Patil	Chief Financial Officer	-
		Mr. Shivam Aggarwal	Company Secretary	upto May 10, 2024
		Mr. Vinay Singh	Company Secretary	w.e.f May 28, 2024
B.	Disclosure of transactions between the Company and Related Parties and the status of outstanding balances			(₹ in Million)
Sr #	Particulars	For the period ended March 31, 2025		For the period ended March 31, 2024
1	<u>Inter Corporate Deposit given</u>	-	-	-
	Ebix Travels Private Limited	387.20	305.00	
	Ebix Smartclass Educational Services Private Limited	199.22	266.06	
	Ebix Money Express Private Limited	9,638.15	2,438.07	
2	<u>Inter Corporate Deposit Recovered</u>	-	-	-
	Ebix Travels Private Limited	330.00	40.00	
	Ebix Smartclass Educational Services Private Limited	421.83	355.70	
	Ebix Money Express Private Limited	9,761.60	2,297.12	
	EbixCash Financial Technologies Private Limited	16.46	65.00	
3	<u>Inter Corporate Deposit Taken</u>	-	-	-
	EbixCash World Money Limited	1,536.00	158.00	
4	<u>Inter Corporate Deposit Repaid</u>	-	-	-
	EbixCash World Money Limited	1,554.50	110.50	
5	<u>Interest Income</u>	-	-	-
	Ebix Travels Private Limited	132.14	113.36	
	Ebix Money Express Private Limited	9.28	1.47	
	EbixCash World Money Limited	0.09	-	
	Ebix Smartclass Educational Services Private Limited	16.85	17.23	
	EbixCash Financial Technologies Private Limited	0.94	2.01	
6	<u>Interest Expenses</u>	-	-	-
	EbixCash World Money Limited	7.72	1.96	
	Ebix Money Express Private Limited	0.23	0.13	

7	<u>Sale of Foreign Currency Products</u>	GMV basis	-	-
	EbixCash World Money Limited		394.04	603.00
8	<u>Purchase of Foreign Currency Products</u>	GMV basis	-	-
	EbixCash World Money Limited		919.11	1,251.99
9	<u>Other Advance</u>		-	-
	EbixCash World Money Limited		-	1.50
10	<u>Transfer of Employee Liability</u>		-	-
	EbixCash World Money Limited		5.78	-
11	<u>Sitting Fees Paid</u>		-	-
	Ms. Seema Joshi		0.15	-
	Mr. Shri Pal Goel		0.15	-
	Ms. Vani Mahajan		0.04	-
	Mr. Ajai Kumar		0.10	-
C.	<u>Amount due to/ from Related Parties:</u>			(₹ in Million)
Sr #	<u>Particulars</u>		As at March 31, 2025	As at March 31, 2024
1	<u>Inter Corporate Deposit Receivables</u>		-	-
	Ebix Travels Private Limited		1,314.60	1,257.41
	Ebix Smartclass Educational Services Pvt Ltd		-	222.62
	Ebix Money Express Private Limited		17.50	140.95
	EbixCash World Money Limited		-	-
	EbixCash Financial Technologies Private Limited		-	16.46
2	<u>Inter Corporate Deposit Payable</u>			
	EbixCash World Money Limited		30.50	47.50
3	<u>Interest Recoverable</u>		-	-
	Ebix Travels Private Limited		220.95	102.02
	Ebix Smartclass Educational Services Pvt Ltd		0.01	15.51
	Ebix Money Express Private Limited		9.56	1.32
	EbixCash World Money Limited		0.09	-
	EbixCash Financial Technologies Pvt. Ltd.		-	1.81
4	<u>Receivables/(Payable)</u>		-	-
	EbixCash World Money Limited		0.12	3.74
5	<u>Interest Payable</u>		-	-
	EbixCash World Money Limited		6.95	1.76
	Ebix Money Express Private Limited		0.21	0.12
D. Terms and Conditions and Settlement				
The transactions with the related parties are made on term equivalent to those that prevail in arm's length transactions. The assessment is under taken each financial year through examining the financial position of the related party and in the market in which the related party operates. Outstanding balances at the year end are un-secured and settlement occurs in cash.				

Note 46: Disclosure requirement as per Indian Accounting Standard (Ind AS) 19 Employees benefits			
(i)	Defined contribution plan :		
	Details of contribution to the defined contribution plan to the Central Provident Fund recognised as expense during the period are as under :		
			(₹ in Million)
		For the period ended March 31, 2025	For the year ended March 31, 2024
	Employer's Contribution to Provident Fund :	5.90	6.05
(ii)	Defined benefit plan :		
(a)	In respect of non funded defined benefit scheme of gratuity (Based on actuarial valuation) :		
	The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the said Act an employee who has completed five years of services is entitled to specific benefit. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.		
	The Company is exposed to various risks in providing the above gratuity benefit which are as follows:		
	Interest Rate risk : The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).		
	Salary escalation risk : The present value of the defined benefit plan is calculated with the assumption of salary increase 5.00% per annum of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.		
	Actual mortality & disability : Deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.		
	The following tables summaries the components of net benefit expense recognized in the statement of Profit and Loss		
	a) Details of Non funded post retirement plans are as follows:		
		(₹ in Million)	
	I. Expenses recognized in the statement of profit and loss:	For the year ended March 31, 2025	For the year ended March 31, 2024
	Current service cost	1.38	1.11
	Past service cost	-	-
	Net interest cost	0.91	0.66
	Curtailment/settlement	-	-
	Expense recognized in the statement of profit and loss	2.29	1.78
		(₹ in Million)	
	II. Other comprehensive income	For the year ended March 31, 2025	For the year ended March 31, 2024
	Actuarial gain / (loss) arising from:		
	. Change in financial assumptions	0.45	0.09
	. Change in experience adjustments	0.59	2.80
	. Change in Demographic assumptions	-	-
	Return on Plan Assets, Excluding Interest Income	0.05	(0.18)
	Components of defined benefit costs recognized in other comprehensive income	1.09	2.71
	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 & loss. The remeasurement of the net defined benefit liability is included in other comprehensive income.		

		(₹ in Million)
III. Change in present value of defined benefit obligation:	As at March 31, 2025	As at March 31, 2024
Present value of defined benefit obligation at the beginning of the year	21.20	16.70
Interest expense/income	1.52	1.22
Current service cost	1.38	1.11
Past service cost	-	-
(Liability Transferred Out/ Divestments)	(4.96)	-
Benefits paid Directly by Employer	(0.79)	(0.73)
Benefits paid from the Fund	-	-
Actuarial (gain)/ loss arising from:	-	-
Change in financial assumptions	0.45	0.09
Change in experience adjustment	0.59	2.80
Change in Demographic assumptions	-	-
Present value of defined obligation at the end of the year	19.39	21.20
		(₹ in Million)
IV. Net liability recognized in the Balance Sheet as at the year end:	As at March 31, 2025	As at March 31, 2024
Present value of defined benefit obligation	(19.39)	(21.20)
Fair Value of Plan Assets at end of the Period	9.77	8.54
Funded status (surplus / (Deficit))	(9.61)	(12.65)
Net liability recognized in balance sheet	(9.61)	(12.65)
Current liability (Short term)	3.28	3.66
Non- current liability (long term)	6.34	8.99
V. Balance Sheet Reconciliation		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Opening Net Liability	12.65	9.09
Expenses Recognized in Statement of Profit or Loss	2.29	1.78
Expenses Recognized in OCI	1.09	2.71
Net Liability/(Asset) Transfer Out	(4.96)	-
Benefit Paid Directly by the Employer	(0.79)	(0.73)
Employer's Contribution	(0.66)	(0.20)
Net Liability/ (Asset) Recognized in the Balance Sheet	9.61	12.65
VI. Change in Value of Plan Assets		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Fair Value at the Beginning of the Period	8.54	7.61
Interest Income	0.61	0.56
Contributions by the Employer	0.66	0.20
Benefits paid from the Fund	-	-
Return on Plan Assets, Excluding Interest Income	(0.05)	0.18
Fair Value at the End of the Period	9.77	8.54

VII. Category of Assets		(₹ in Million)
	As at March 31, 2025	As at March 31, 2024
Insurance fund	9.77	8.54
Government of India Assets	-	-
Fair Value at the End of the Period	9.77	8.54
		(₹ in Million)
VIII. Net Interest Cost for Current Period	For the year ended March 31, 2025	For the year ended March 31, 2024
Present Value of Benefit Obligation at Beginning of the Period	21.20	16.70
Fair Value of Plan Assets at Beginning of the Period	(8.54)	(7.61)
Net Liability/(Asset) at the Beginning	12.65	9.09
Interest cost	1.52	1.22
Interest Income	(0.61)	(0.56)
Net Interest cost for Current Period	0.91	0.66
		(₹ in Million)
IX. Actuarial assumptions:	For the year ended March 31, 2025	For the year ended March 31, 2024
Expected Return on Plan Assets %	6.55%	7.18%
Discount rate (per annum)%	6.55%	7.18%
Rate of Salary Increase	5.00%	5.00%
Rate of Employee Turnover	For service 4 years and below 35.00% p.a. For service 5 years and above 15.00% p.a.	For service 4 years and below 35.00% p.a. For service 5 years and above 15.00% p.a.
Mortality rates	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
		(₹ in Million)
X. Maturity profile of defined benefit obligation:	For the year ended March 31, 2025	For the year ended March 31, 2024
Expected cash flows (valued on undiscounted basis):		
1st Following Year	4.23	4.47
2nd Following Year	2.66	2.99
3rd Following Year	2.64	2.71
4th Following Year	2.49	2.60
5th Following Year	1.97	2.42
Sum if Years 6 to 10	6.92	8.54
Sum of Years 11 and above	5.20	5.60
Total expected payments	26.10	29.33
The average duration of the defined benefit plan obligation at the end of the balance sheet date(in years)		

			(₹ in Million)
XI. Sensitivity analysis on present value of defined benefit obligations:		For the year ended March 31, 2025	For the year ended March 31, 2024
a) Discount rates			
1.00% increases		(0.70)	(0.76)
1.00% decreases		0.77	0.83
b) Salary growth rate :		-	-
1.00% increases		0.77	0.84
1.00% decreases		(0.72)	(0.78)
c) Employee Turnover :		-	-
1.00% increases		0.06	0.09
1.00% decreases		(0.06)	(0.10)
Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.			
The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring as at the balance sheet date.			
All sensitives are calculated using the same actuarial method as for the disclosed present value of the defined benefits obligation at year end.			

Note 47: Financial instruments - Accounting, classification and fair value measurement

I. Financial instruments by category

The criteria for recognition of financial instruments is explained in accounting policies for Company:

II Method and assumptions used to estimate fair values:

1. Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade and other receivables, loans and other current financial assets, short term borrowings from banks and financial institutions, trade and other payables and other current financial liabilities approximate their carrying amounts due to the short-term nature of these instruments.
2. Borrowings (non-current) consists of loans from banks and government authorities, other financial liabilities (non-current) consists of interest accrued but not due on deposits, Loans (non-current) consists of deposits given where the fair value is considered based on the discounted cash flow.
3. The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

				(₹ in Million)	
Particulars	Level	Carrying Value as of		Amortized cost/ Fair Value as of	
		As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Financial Assets					
Non Current					
Fair value through OCI					
Investments in equity instruments (net of Provision)	Level 2	0.00	0.00	0.00	0.00
Amortized cost					
Non Current					
Investments		0.03	0.03	0.03	0.03
Loans and Advances		750.00	-	750.00	-
Other financial assets		3.42	3.19	3.42	3.19

Current				
Inventory	31.91	21.53	31.91	21.53
Loan and Advances	582.56	1,638.01	582.56	1,638.01
Trade receivables	317.27	583.98	317.27	583.98
Cash and Bank Balances	383.66	126.91	383.66	126.91
Other Bank Balances	432.68	430.71	432.68	430.71
Others Financial Assets	233.93	154.14	233.93	154.14
Total Financial Assets	2,735.46	2,958.50	2,735.46	2,958.50
Financial Liabilities				
<i>Amortized cost</i>				
Non Current				
Borrowings	-	-	-	-
Lease Liability- Non Current	9.83	3.37	9.83	3.37
Other Non Current Financial Liabilities	275.13	337.95	275.13	337.95
Current				
Borrowings	262.30	304.61	262.30	304.61
Lease Liability- Current	4.12	1.76	4.12	1.76
Trade Payables	213.74	205.99	213.74	205.99
Other Financial Liabilities	25.38	23.42	25.38	23.42
Total Financial Liabilities	790.51	877.10	790.51	877.10

III Fair Value Hierarchy

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below :-

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

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

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

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date. In respect of investments as at the transaction date, the Company has assessed the fair value to be the carrying value of the investments as these companies are in their initial years of operations.

Note 48: Financial Risk Management

The company has in place comprehensive risk management policy in order to identify measure, monitor and mitigate various risks pertaining to its business. Along with the risk management policy, an adequate internal control system, commensurate to the size and complexity of its business, is maintained to align with the philosophy of the company. Together they help in achieving the business goals and objectives consistent with the Company's strategies to prevent inconsistencies and gaps between its policies and practices. The Board of Directors/committees reviews the adequacy and effectiveness of the risk management policy and internal control system. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk and
- Market risk

Treasury management

The Company's treasury function provides services to the business, coordinates access to domestic and international financial markets, and monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyses exposures by degree and magnitude of risks. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk. Treasury management focuses on capital protection, liquidity maintenance and yield maximisation.

I. Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from trade receivables, unbilled revenue, cash and cash equivalents and deposits with banks and financial institutions. The carrying amounts of financial assets represent the maximum credit risk exposure. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables.

(i) Trade receivables & Unbilled Revenue

The company provide services related to foreign exchange i.e. sale of foreign currency, prepaid forex card etc. Credit limit of customers are set in the operating software on the basis of review of financials of the customers. A default occurs when in the view of management there is no significant possibility of recovery of receivables after considering all available options for recovery. An impairment analysis is performed at each reporting date. The expected credit losses over lifetime of the asset are estimated by adopting the simplified approach using a provision matrix. The provision matrix takes into account historical credit loss experience and is based on the ageing of the receivable days and the rates as given in the provision matrix. The Company has not experienced any significant impairment losses in respect of trade receivables in the past years.

Unbilled revenue primarily relates to the Company's right to consideration for sale effected but not billed at the reporting date and have substantially the same risk characteristics as the trade receivables for the same type of contracts.

The ageing analysis of trade receivables (gross) has been considered from the date the invoice falls due:

	(₹ in Million)	
Particulars	As at March 31, 2025	As at March 31, 2024
1-90 days	316.78	411.94
91-180 days	-	-
180-360 days	0.08	-
more than 360 days	181.94	212.50
Total	498.81	624.44

The following table summarizes the changes in loss allowances measured using life time expected credit loss model:

	(₹ in Million)	
Particulars	As at March 31, 2025	As at March 31, 2024
Opening Provision	40.46	86.14
Provision made / (reversed) during the year	141.09	2.77
Bad Debts written off	-	(48.46)
Closing Balance	181.54	40.47

(ii) Cash and bank balances

The Company held cash and cash equivalents and other bank balances of ₹ 816.34 Million (PY: ₹ 557.63 Million). The same are held with bank and financial institution counterparties with good credit ratings. Also, company invests its short term surplus funds in bank fixed deposit which carry no market risks for short duration, therefore does not expose the company to credit risk.

(iii) The Company monitors each loans and advances given and makes any specific provision wherever required.

(iv) Others

Other than trade financial assets reported above, the Company has no other financial assets which carries any significant credit risk.

II. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

(i) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and excluding contractual interest payments and exclude the impact of netting agreements.

					(₹ in Million)
As at March 31, 2025	Carrying Amount	Less than One Year	More than one year and less than five year	More than 5 Years	Total
Borrowings	262.30	262.30	-	-	262.30
Lease Liability (non- current and current)	13.95	4.12	9.83	-	13.95
Other financial liabilities - non current	275.13	-	-	275.13	275.13
Trade payables	-	-	-	-	-
Other financial liabilities	25.38	24.08	-	1.30	25.38
Total	576.77	290.51	9.83	276.43	576.77

					(₹ in Million)
As at March 31, 2024	Carrying Amount	Less than One Year	More than one year and less than five year	More than 5 Years	Total
Borrowings	304.61	304.61	-	-	304.61
Lease Liability (non- current and current)	5.13	1.76	3.37	-	5.13
Other financial liabilities - non current	337.95	-	-	337.95	337.95
Trade payables	-	-	-	-	-
Other current financial liabilities	23.42	22.12	-	1.30	23.42
Total	671.11	328.49	3.37	339.25	671.11

(ii) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

		(₹ in Million)
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Overdraft over Fixed Deposit	326.60	326.60
Expiring within one year (working capital facilities)	-	100.00

Note 48: Financial Risk Management (Contd)

The Company's activities are exposed to market risk, credit risk and liquidity risk. The Company principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company principal financial asset includes loan , trade and other receivables, and cash and other financial assets that arise directly from its operations.

III. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other risks, such as regulatory risk and commodity price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure, and inventories.

The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024. The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024.

(a) 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.

As the Company does not have exposure to any floating-interest bearing assets, or any significant long-term fixed interest bearing assets, its interest income and related cash inflows are not affected by changes in market interest rates. Consequently, the Company's interest rate risk arises mainly from borrowings obligations with floating interest rates.

Particulars	(₹ in Million)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Fixed interest rate borrowing	30.50	47.50
Variable interest rate borrowing	231.80	257.12
Total	262.30	304.62
Sensitivity:		
A Change of 50 Basis points in interest rates would have following impact on profit after tax and equity-		
Loss due to increase in 0.5% Interest Rate on Variable interest Borrowing	(1.16)	(1.29)
Gain due to decrease in 0.5% Interest Rate on Variable interest Borrowing	1.16	1.29
Loss due to increase in 0.5% Interest Rate on Fixed interest Borrowing	(0.15)	(0.24)
Gain due to decrease in 0.5% Interest Rate on Fixed interest Borrowing	0.15	0.24
<i>*Holding all other variables constant</i>		

(b) 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. A) The Company used foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management. The outstanding forward exchange contracts entered into by the company at the year end and thereafter disclosed.

Particulars	(₹ in Million)							
	March 31, 2025							
	USD	EUR	GBP	AED	SGD	SAR	Others	Total
Financial Assets								
Inventory	7.97	3.81	5.84	3.43	0.43	0.53	9.90	31.91
Trade Receivables	470.99	-	-	-	-	-	-	470.99
Other Bank Balances	9.29	-	-	-	-	-	-	9.29
Other Current Financial Assets								-
Net exposure to foreign currency risk (Assets)	488.25	3.81	5.84	3.43	0.43	0.53	9.90	512.19
Financial Liabilities								
Other Non Current Financial Liabilities	275.13	-	-	-	-	-	-	275.13
Trade payables	3.82	5.19	35.08	2.72	0.75	-	3.52	51.08
Net exposure to foreign currency risk (Liabilities)	278.95	5.19	35.08	2.72	0.75	-	3.52	326.21
Net exposure	209.31	(1.38)	(29.24)	0.71	(0.32)	0.53	6.38	185.98

(₹ in Million)								
Particulars	March 31, 2024							
	USD	EUR	GBP	AED	SGD	SAR	Others	Total
Financial Assets								
Inventory	6.89	2.58	1.97	2.52	1.44	0.38	5.75	21.53
Trade Receivables	580.62	-	-	-	-	-	-	580.62
Other Bank Balances	8.57	-	-	-	-	-	-	8.57
Net exposure to foreign currency risk (Assets)	596.08	2.58	1.97	2.52	1.44	0.38	5.75	610.72
Financial Liabilities								
Other Non Current Financial Liabilities	337.95	-	-	-	-	-	-	337.95
Trade payables	0.17	1.15	1.49	0.20	0.48	-	1.03	4.52
Net exposure to foreign currency risk (Liabilities)	338.12	1.15	1.49	0.20	0.48	-	1.03	342.47
Net exposure	257.96	1.43	0.48	2.31	0.96	0.38	4.71	268.25
On an ongoing basis, the management assesses the risk of foreign currency exposure and accordingly buys and sells foreign currencies. The Company will cover this exposure on actual receipt and sales of foreign currency.								
Sensitivity analysis -								
A reasonably possible strengthening (weakening) of the Indian Rupee, by 5%, against all other currencies would have affected the measurement of financial instruments denominated in a foreign currency profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.								

(₹ in Million)		
Particulars	As at March 31, 2025	
	Impact on profit after tax	
	Strengthening	Weakening
USD	12.90	(12.90)
EUR	0.07	(0.07)
GBP	0.02	(0.02)
AED	0.12	(0.12)
SGD	0.05	(0.05)
SAR	0.02	(0.02)
Others	0.24	(0.24)
Total	13.41	(13.41)

(₹ in Million)		
Particulars	As at March 31, 2024	
	Impact on profit after tax	
	Strengthening	Weakening
USD	10.47	(10.47)
EUR	(0.07)	0.07
GBP	(1.46)	1.46
AED	0.04	(0.04)
SGD	(0.02)	0.02
SAR	0.03	(0.03)
Others	0.32	(0.32)
Total	9.30	(9.30)

(c) Regulatory risk

The Foreign Exchange industry is regulated by the Central Government and the Reserve Bank of India (RBI). Central government's and RBI's, rules, regulations, and policies affect the industry and the Company's operations and profitability.

Note 49: Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company. The Company's capital management is intended to maximize the return to shareholders for meeting the long-term and short-term goals of the Company through the optimization of the debt and equity balance.

The Company manages its capital structure and makes adjustments in light of changes in the financial condition and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders (buy back its shares) or issue new shares. The Capital structure of the company consist of net debt (borrowings offset by cash and bank balances) and equity of the Company (Comprising issued capital, reserves and retained earnings).

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The primary objective of the Company's Capital Management is to maximize the shareholder's value. Management also monitors the return on capital. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position. The Company monitors capital using a gearing ratio calculated as below:

Particulars	(₹ in Million)	
	As at March 31, 2025	As at March 31, 2024
Net debt *	(107.40)	182.83
Equity	2,235.59	2,216.87
Net debt to equity ratio	-4.80%	8.25%
Gearing Ratio { net debt / (equity + net debt)}	-5.05%	7.62%
* Calculation of Net Debt		
Term loan from banks (including current maturities)	-	-
Bank overdraft and ICD	262.30	304.62
Less: Cash and cash equivalents	(383.66)	(126.91)
Debt	(121.35)	177.70
Lease liabilities		
Lease liabilities- Current	4.12	1.76
Lease liabilities- Non Current	9.83	3.37
Net debt [including lease liabilities]	(107.40)	182.83
Equity	111.28	111.28
Gearing Ratio {net debt / (equity + net debt)}	-2769%	62%
No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2025 and March 31, 2024.		

Note 50: Ratio Analysis and its Elements

Note 50.1: Ratios Analysis

Particulars	Units	March 31, 2025	March 31, 2024	% change from March 31, 2024 to March 31, 2025	Reasons for % change from March 31, 2024 to March 31, 2025
Current Ratio	Times	3.62	4.79	-24.35%	
Debt-Equity Ratio	Times	0.12	0.14	-14.61%	
Debt Service Coverage ratio	Times	-	-	0.00%	not applicable
Inventory Turnover ratio	Times	NA#	NA#	NA#	NA#
Trade Receivable Turnover Ratio	Times	NA#	NA#	NA#	NA#
Trade Payable Turnover Ratio	Times	NA#	NA#	NA#	NA#
Net Capital Turnover Ratio	Times	0.37	0.34	9.20%	The change is attributable to a decline in the Company's earnings, primarily driven by a reduction in revenue volumes and the impact of an exceptional item adjustment
Net Profit ratio	Percentage	3%	16%	-83.10%	
Return on Equity ratio	Percentage	1%	7%	-87.62%	
Return on Capital Employed	Percentage	2%	10%	-79.42%	
Return on Investment	Percentage	11%	9%	21.31%	

(₹ in Million)

Note 50.2: Elements of Ratio

Ratios	March 31, 2025		March 31, 2024		Consideration of Element of Ratio
	Numerator	Denominator	Numerator	Denominator	
Current ratio	2,035.97	561.85	2,998.77	626.08	Numerator= Current Assets Denominator= Current Liabilities
Debt- Equity Ratio	262.30	2,235.59	304.61	2,216.87	Numerator= Total Debt Denominator= Total Equity
Debt Service Coverage ratio	86.31	-	172.42	-	Numerator= Net Profit before taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of Fixed assets etc. Denominator= Interest Payments + Principal Repayments
Inventory Turnover ratio	NA#	NA#	NA#	NA#	NA#
Trade Receivable Turnover Ratio	NA#	NA#	NA#	NA#	NA#
Trade Payable Turnover Ratio	NA#	NA#	NA#	NA#	NA#
Net Capital Turnover Ratio	547.21	1,474.11	806.55	2,372.69	Numerator= Revenue from operations Denominator= Average Working Capital (i.e. Current Assets - Current Liabilities)
Net Profit Ratio	19.55	739.56	151.92	971.18	Numerator= Net Profit after tax Denominator= Revenue from operations
Return on Equity ratio	19.55	2,226.23	151.92	2,141.92	Numerator= Profit after tax Denominator= Average Total Equity
Return on Capital Employed	50.01	2,419.92	248.98	2,479.92	Numerator= Earning before interest and taxes Denominator= Equity + Debt + Deferred Tax Liability/(Assets)
Return on Investment (ICD)	159.32	1,484.77	134.07	1,515.78	Numerator= Profit Before Tax+ Finance cost Denominator= Total Assets

Not applicable in our business as we are engaged in the Service industry and trade of Foreign Currency.

Note 51: Events occurring after the balance sheet date

No adjusting or significant non adjusting events have occurred between the reporting date and date of authorization of financial statements.

Note 52: Offsetting financial instruments

There are no financial instruments which are offset, or subject to enforceable master netting arrangements and other similar agreements but not offset, as at each reporting date.

Note 53: Segment Reporting

The Company has evaluated its operating segments in accordance with Ind AS 108, and has concluded that it is engaged in a single operating segment viz. Foreign Exchange services on the basis of decisions taken for the allocation of resources by the Chief Operating Decision Makers (CODM) and the internal business reporting; system for evaluation of operational results. Further, the Company does not have reportable geographical segment.

Note 54: Borrowings secured against the current assets

The Company had availed working capital facilities from HDFC Bank, which were secured against current assets, up to May 15, 2024. These facilities were subject to the submission of periodic statements (such as stock and debtor statements) to the bank.

Effective from May 16, 2024, the Company has transitioned to an overdraft facility secured against fixed deposits. As the overdraft facility is not secured against current assets, the requirement to submit periodic stock and debtor statements to the bank no longer applies.

Note 55: Other Statutory Information

- (i) The Company did not have any transactions with struck-off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (ii) The Company does not have any creation, modification or satisfaction of charges that are yet to be registered with the ROC beyond the statutory period, except for the case below:
The Company had availed of working capital facilities from HDFC Bank, which were secured against current assets. Effective from May 16, 2024, the Company has transitioned to an overdraft facility secured against fixed deposits. The earlier created charge for HDFC needs to be modified/satisfied.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (iv) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) any funds to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.
- (v) The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not raised funds on short term basis which have been utilised for long term purposes.
- (vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The Company had not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, as amended.
- (x) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (xi) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Note 56: Other Information

Note 56.1: Change in Ultimate Holding Company and Business Reorganisation of Parent Entity

On December 17, 2023, Ebix, Inc.—the ultimate holding company of the Company, incorporated in the United States and listed on NASDAQ—along with eleven of its affiliates, voluntarily filed for business reorganisation under Chapter 11 of the United States Bankruptcy Code before the U.S. Bankruptcy Court for the Northern District of Texas, due to its inability to meet debt obligations in the U.S.

Subsequently, on August 2, 2024, the U.S. Bankruptcy Court approved the Plan of Reorganisation. A consortium led by Eraaya Lifespaces Limited (Eraaya) emerged as the successful bidder in the auction process, acquiring 97.58% equity interest in Ebix, Inc., including its subsidiaries, step-down subsidiaries, and associates (referred to as 'Ebix Group'). Upon payment of the remaining bid amount on August 30, 2024, the Chapter 11 proceedings concluded, and Eraaya Lifespaces Limited became the ultimate holding company of Ebix Group.

Eraaya obtained effective control over Ebix Group on September 1, 2024, and post that, Eraaya has compiled the necessary financial information and has consolidated the financial results of Ebix Group from that date onwards.

Note 56.2: Inter-Corporate Deposits (ICDs) to Group Companies

As of March 31, 2025, the Company has outstanding Inter-Corporate Deposit (ICD) receivables amounting to ₹1,332.11 million, extended to group entities. These include ₹1,314.60 million due from Ebix Travels Private Limited, a group company which have weak financial strength. Further, during the year, there has been positive progress with respect to recoveries. Ebix Smartclass Educational Services Private Limited, another group company, has fully repaid its outstanding ICD balance of ₹222.62 million as of March 31, 2024.

The management remains confident in the recoverability of the ICDs, based on the financial strength and asset base of EbixCash Limited (ECL), the immediate parent of the Company, and Eraaya Lifespaces Limited (ELL), the ultimate holding company of the Group, continuing to support its subsidiaries. The Company believes that ECL has sufficient revenue-generating assets to provide financial support to the borrower companies, as required. Accordingly, based on the ongoing support from ECL and recent positive developments in recoveries, no provision has been considered necessary in the financial statements for the outstanding ICDs.

Note 56.3: Disclosure on Suspension of Former CEO of Holding Company Ebix, Inc.

On September 27, 2024, Eraaya Lifespaces Limited, the ultimate holding company of the Group, made a public announcement through the Indian stock exchanges regarding the suspension of Mr. Robin Raina from his role as Director and Chief Executive Officer of Ebix, Inc., in connection with certain alleged financial irregularities. The suspension is pending the outcome of an internal inquiry.

The Board of Directors of the Company, based on discussions with the Board of Eraaya Lifespaces Limited and a review of the matter, has concluded that the alleged irregularities do not relate to the affairs of the Company. Accordingly, there is no impact on the Company's financial statements for the year ended March 31, 2025.

Note 57: Other Notes

- (i) In the opinion of the Board of Directors, Trade Receivables, other current financial assets, and other current assets have a value on realization in the ordinary course of the company's business, which is at least equal to the amount at which they are stated in the balance sheet.
- (ii) The balances of some of the accounts classified as Trade Payables, and Trade Receivables, etc. are in the process of reconciliations/confirmation. In the opinion of Board of directors, the result of such exercise will not have any material impact on the carrying value.
- (iii) Any differences in casting may be on account of rounded off.
- (iv) The Board of Directors at its meeting held on April 29, 2025, has approved the Financial Statement for the year ended March 31, 2025.

for **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No.: 006711N / N500028

for and on behalf of the Board of Directors of
Delphi World Money Limited

Neena Goel
Partner
M. No.: 057986
Place of Signature: Noida
Date: April 29, 2025

Tiruvanamalai Chandrashekar Guruprasad
Director
DIN: 03413982
Place of Signature: Mumbai
Date: April 29, 2025

Hari Prasad Meenoth Panichikil
Whole-time Director
DIN: 09473253

Pravin Madhukar Patil
Chief Financial Officer

Vinay Singh
Company Secretary
Mem No.: A 44928

