



tanla

Anatomy of a SMS phishing message attack

Sender (Scammer):
Mobile No. (SP?) /
header (A2P)

CTA:
Call to action via links
/ numbers

From: 99999XXXX or
9M - ABCDEF

Dear user your ABC
Bank Account will be
blocked TODAY! pls
update PAN CARD
click to link
<https://www.bank.com>

- A User (Recipient)
- B Network:
Originating telco
and circle
- C Enterprise
Brand name
- D Use case:
Type of scam

Impact Inspires Innovation



Tanla named as a Visionary in the 2024
Gartner Magic Quadrant™ for CPaaS



tanla

CORPORATE OVERVIEW

Tanla showcases at India Mobile Congress 2024.



Tanla Innovation and Experience Center in Hyderabad

About Our Integrated Report

Tanla Platforms Limited (referred to as 'Tanla', 'We', 'Us', 'The Company' or 'Our') is at the forefront of enabling trusted communications that deliver secure, scalable, and sustainable digital experiences. Our commitment to sustainability is deeply embedded across our platforms, products, and operations, enabling us to innovate responsibly while ensuring long-term value creation for all stakeholders.

This report aligns with the International Integrated Reporting Council's (IIRC) <IR> Framework, covering the six capitals – Financial, Human, Intellectual, Manufactured, Natural, and Social & Relationship, demonstrating how we generate value in the short, medium, and long term.

Reporting Period

This report covers Tanla's financial and non-financial performance

#TanlaIntegratedReport25

across global operations for the period from April 1, 2024 to March 31, 2025. It includes Statutory Reports and Audited Financial Statements.

Reporting Scope and Boundary

Tanla Integrated Report FY25 has been prepared in accordance with the following frameworks and regulations:

- IIRC's <IR> Framework
- Global Reporting Initiative (GRI) Standards 2021
- United Nations Sustainable Development Goals (UN SDGs)
- Business Responsibility and Sustainability Report (BRSR), in compliance with SEBI guidelines

The report covers operations across our corporate headquarters in

Hyderabad, key offices located in Bengaluru, Chennai, Gurugram, Mumbai and offices elsewhere in india

Forward-Looking Statement

This report may contain forward looking statements. Any statements other than those of historical fact are considered forward-looking. These statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified.

By receiving this report, you acknowledge that you will be solely responsible for your own assessment of the market and our market position. You agree to conduct your own analysis and be solely responsible for forming your own view of the potential future performance of our business.

4

Reporting Ecosystem

This reflects our commitment to transparent operations and accountability. We highlight our economic, environmental, and social performance during the reporting period. The report showcases our significant programs and initiatives, which we proudly present.

Our goal is to leverage our influence and positive impact to generate sustainable value for our global community. This includes a continued focus on responsible growth, stakeholder trust, and technology-led innovation that scales impact meaningfully.

The economic performance data disclosed is aligned with our financial reports and is compliant with Indian

#TanlaIntegratedReport25

Accounting Standards (Ind AS).

This report is not a mere regulatory requirement, it is a tool designed to communicate our strategy, purpose, and performance to key stakeholders including investors, employees, customers, partners, regulators, and the communities we serve.

Through this report, we aim to foster a cohesive and informed internal ecosystem that supports our growth aspirations and strengthens stakeholder trust.

Our Commitment

We are fully committed to maintaining regular updates of our performance in subsequent years. We will continue expanding the scope of our disclosures in alignment with evolving global standards, ensuring we meet the rising expectations around transparency, governance,

and sustainable impact.

Feedback

We value and welcome stakeholder feedback on the information presented in this report. Your insights help us improve and refine our approach year after year. Please write to us at ir25@tanla.com.

5



Tanla Innovation Experience Center, Hyderabad.

Table of Contents

CORPORATE OVERVIEW 01

Theme of the Year	08
Our Board of Directors	10
Corporate Information	14
About Tanla	16
Corporate Governance Highlights	17
ESG Highlights	19
Message From Chairman	20
Tanla at a Glance	22

BUSINESS HIGHLIGHTS 24

Awards & Recognition	25
Customer Success Stories	41

Our Strategy	47
Performance Overview	52

SUSTAINABILITY AT TANLA 54

Stakeholder Engagement	55
Materiality Assessment	58

VALUE WE CREATE 60

Value Creation Model	61
Financial Capital	63
Intellectual Capital	67
Human Capital	72
Natural Capital	95
Manufactured Capital	101

Social and Relationship Capital	111
---------------------------------	-----

MANAGEMENT DISCUSSIONS 123

Management Discussions and Analysis	124
Risk Management Report	139

STATUTORY REPORTS 147

Board Report	148
Corporate Governance Report	192
Business Responsibility & Sustainability Reporting	215
Assurance Statement	254

FINANCIAL STATEMENTS 257

Standalone Financial	258
Independent Auditor's Report	258

Standalone Financial Statements	269
---------------------------------	-----

Notes to Standalone Financials	274
--------------------------------	-----

Consolidated Financials 317

Independent Auditor's Report	317
------------------------------	-----

Consolidated Financial Statements	325
-----------------------------------	-----

Notes to Consolidated Financials	330
----------------------------------	-----

Notice of AGM 383

GRI Index 397



Tanla Innovation and Experience Center, conversations here fuel our next breakthrough

Theme of the Year

Impact Inspires Innovation

Innovation at Tanla is driven by a singular purpose: 'Create Measurable Impact'. Each breakthrough is shaped from attentive listening to our customers' aspirations. Through co-creation with diverse buying centres, including regulators, business leaders, and end-users, we deliver bespoke, purpose-driven solutions that unlock global greenfield opportunities.

Many of our transformative advancements began on blank canvases, transforming into solutions that set new industry standards. Trubloq, the world's largest blockchain-enabled DLT platform combating spam, and Wisely ATP, the patented anti-phishing technology platform, preventing scam, were incubated at Tanla. These platforms continuously evolved, leveraging advanced technology to stay ahead of trends. Our leadership in spam and scam protection establishes us as a trusted thought partner for customers and partners.

Our omnichannel platforms fortified national initiatives, including Aadhaar, which reached 1.4 Bn Indians, and Mann Ki Baat, connecting 26 Mn listeners in 19 languages. Our impact is profound and measurable across multiple domains. We power conversational AI platforms, safeguard over 210 Mn consumers, enable more than 50,000 enterprises through Trubloq, and set new benchmarks in WhatsApp Business messaging.

Our expanding portfolio of patents and intellectual property reflects the depth and ingenuity of our work, with 8 patents granted across India and the US to date, including 3 awarded during the year.

Every outcome sparks new ideas, keeping our solutions relevant and resilient. Success with one deployment is what it takes to move swiftly across industries and geographies at scale. Operating within a dynamic impact-innovation loop, we continue to build with purpose, solve with precision, and

innovate with impact. We remain steadfast in our commitment to 'Deliver the Promise'.

Your insights help us improve and refine our approach year after year. Please write to us at ir25@tanla.com.



Tanla Board of Directors as of March 31, 2025

Left to Right (Standing): Mr. François Ortalo-Magné, Mr. Deepak Goyal, Mr. Uday Reddy, Mr. Rahul Khanna
 (Sitting): Ms. Naiyya Saggi, Dr. Sanjay Kapoor, Dr. RS Sharma

Board of Directors

Our Board is integral to shaping our long-term strategy and vision. With deep expertise spanning technology, governance, and global business, the Board provides a balanced and forward-thinking perspective that drives our purposeful growth.

Board leadership guides us through the complexities of today's digital landscape. By anticipating industry trends and championing innovation, the Board empowers us to operate with agility, deliver with integrity, and lead with measurable impact.

This year, the composition of our Board reinforces our commitment to diversity of thought and a broad global

perspective. The addition of Directors with international experience and academic insight further strengthens the Board's role as a strategic advisor, enhancing our ability to navigate macroeconomic shifts, shape industry conversations, and build long-term resilience.

Beyond governance, the Board fosters a culture of curiosity, inclusion, and ambition. The Board's stewardship inspires our teams to view disruption as opportunity and to embrace continuous innovation.

Under the Board's guidance, Tanla has solidified its leadership in the CPaaS industry and unlocked new possibilities in AI-driven innovation,

data privacy, and trusted communications. Steadfast focus on stakeholder value, governance, and sustainability has set the stage for our next phase of growth.

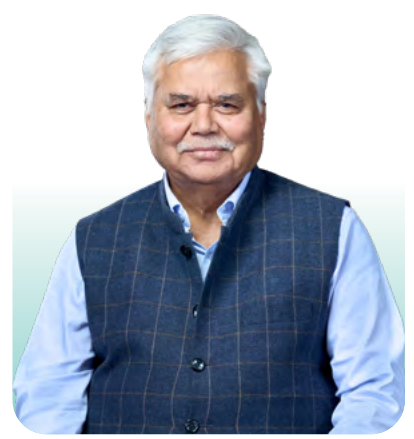
Looking ahead, the Board's collective vision continues to guide us, driving progress, shaping our purpose, and ensuring Tanla's ongoing relevance and distinction in the global communications ecosystem.



Mr. Uday Reddy
 Founder Chairman and CEO
 Member - AC, CSRC, RMC



Mr. Deepak Goyal
 Executive Director
 Member - RMC



Dr. Ram Sewak Sharma
 Lead Independent Director
 Chairperson - CSRC
 Member - AC, SRC, NRC, RMC



Dr. Sanjay Kapoor
 Non- Executive Director
 Chairperson - RMC
 Member - SRC, NRC



Mr. Rahul Khanna
 Independent Director
 Chairperson - AC
 Member - CSRC, SRC, NRC



Mr. François Ortalo-Magné
 Independent Director
 Chairperson - NRC
 Member - CSRC, RMC



Ms. Naiyya Saggi
 Independent Director
 Chairperson - SRC
 Member - CSRC



Mr. Sunil Bhumralkar
 Independent Director (w.e.f., June 16, 2025)

AC - Audit Committee
 CSRC - Corporate Social Responsibility Committee
 NRC - Nomination and Remuneration Committee

SRC - Stakeholder and Relationship Committee
 RMC - Risk Management Committee



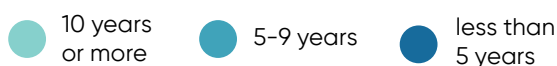
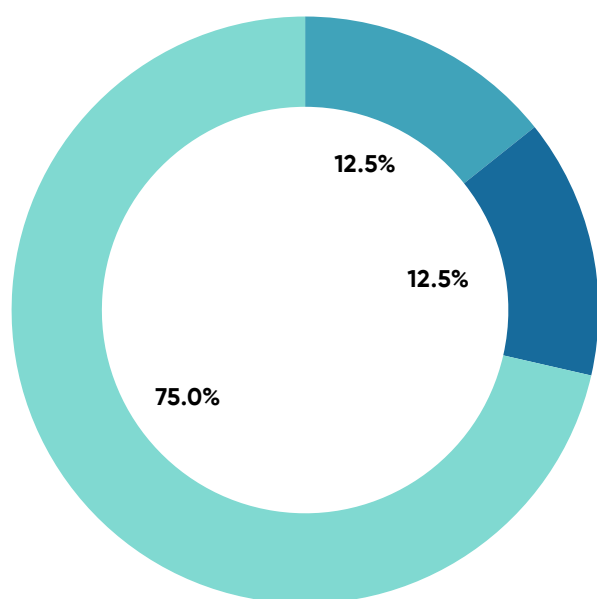
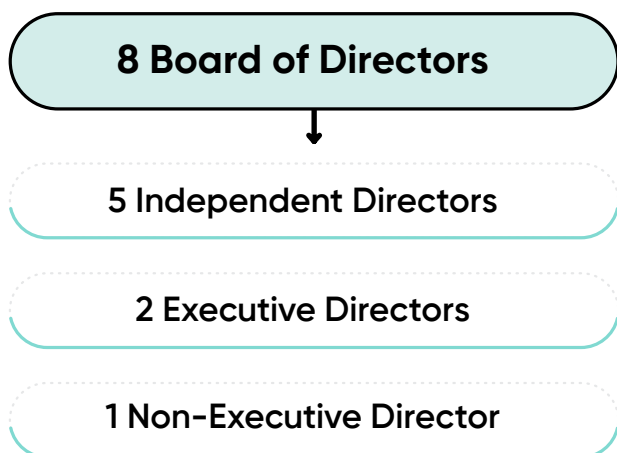
ID: Independent Director; **NED:** Non-Executive Director



Board of Directors

During FY25, the Board of Directors met eight(8) times. The Board ensures that the focus gets extended beyond mere financial scrutiny to address a broader array of operational and strategic considerations, including sustainability initiatives, budget evaluations, industry benchmarks, competitive analysis, risk management, and both organic and inorganic growth prospects for subsidiaries. In tandem, we strengthened our commitment to sustainable practices by enhancing several policies, including those related to Corporate Social Responsibility (CSR), Risk Management, and Materiality.

Composition of the Board



Committees Chaired by Independent Directors

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

Our Core Governance Principles

- Accountability
- Transparency
- Integrity
- Social responsibility
- Environment and regulatory compliance

Core Governance Enhancements

Tanla has implemented a suite of governance enhancements that reflect its commitment to proactive, transparent and accountable leadership.

Appointment of Lead Independent Director (LID):

Although not mandated under the applicable statutory laws, Tanla has voluntarily appointed a Lead Independent Director as a hallmark of strong corporate governance. This initiative reflects our commitment to global governance standards and long-term stakeholder alignment.

Role of the Lead Independent Director at Tanla:

1. Serves as the key link between independent directors and the management, by ensuring that the Board functions with autonomy and balance.
2. Chairs meeting of independent directors without management presence.
3. Contributes to oversight of enterprise risk and governance matters.
4. Enhances transparency, supports checks and balances, and fosters a culture of accountability.
5. Aids in informed decision-making and builds stakeholders' trust.

SEBI PIT Regulation Compliance: Tanla ensures robust compliance with SEBI's Prohibition of Insider Trading (PIT) Regulations through fully digitized systems for trade pre-clearance, insider training, and structured disclosures, enabling real-time monitoring and governance. Further strengthening our compliance culture, we voluntarily close the trading window one month ahead of the timeline stipulated under SEBI regulations, as per our internal policy, demonstrating our commitment to transparency and ethical conduct.

Enterprise Risk Management: An organization-wide risk management framework is in place, with comprehensive reviews conducted quarterly and presented to the Audit Committee.

Responsible AI and Data Ethics: Ethical considerations around AI, data governance, and platform integrity are integrated into strategic decision-making processes, reinforcing responsible innovation.

Other Governance Factors

Whistle Blower: Tanla has institutionalized a robust Whistle Blower Policy that empowers employees, and stakeholders to report genuine concerns about unethical behavior, misconduct, or violation of Tanla's Code of Conduct. The mechanism ensures anonymity, non-retaliation, and confidentiality, with direct oversight from the Audit Committee. Through periodic awareness drives and policy disclosures, we reinforces a culture of transparency, accountability, and ethical governance across all levels.

Code of Conduct: The Company's Code of Conduct serves as the ethical compass guiding the behavior and decision-making of the Board, senior management, and employees. It emphasizes integrity, legal compliance, fair dealing, and respect for all stakeholders.

Corporate Information

Board of Directors

Mr. Uday Reddy – Founder Chairman & CEO

Mr. Deepak Goyal – Executive Director

Dr. Ram Sewak Sharma – Lead Independent Director

Dr. Sanjay Kapoor – Non-Executive Director

Mr. Rahul Khanna – Independent Director

Mr. François Ortalo Magné – Independent Director

Ms. Naiyya Saggi – Independent Director

Mr. Sunil Bhumralkar – Independent Director

Key Managerial Personnel

Mr. Abhishek Kumar Jain – Chief Financial Officer

Ms. Seshanuradha Chava – General Counsel and Company Secretary

Audit Committee

- Mr. Rahul Khanna – Chairperson
- Mr. Uday Reddy – Member
- Dr. Ram Sewak Sharma – Member

Nomination and Remuneration Committee

- Mr. François Ortalo-Magné – Chairperson
- Dr. Ram Sewak Sharma – Member
- Mr. Rahul Khanna – Member
- Dr. Sanjay Kapoor – Member

Stakeholders Relationship Committee

- Ms. Naiyya Saggi – Chairperson
- Mr. Rahul Khanna – Member
- Dr. Ram Sewak Sharma – Member
- Dr. Sanjay Kapoor – Member

Corporate Social Responsibility Committee

- Dr. Ram Sewak Sharma – Chairperson
- Mr. Rahul Khanna – Member
- Mr. Uday Reddy – Member
- Ms. Naiyya Saggi – Member
- Mr. François Ortalo-Magné – Member

Risk Management Committee

- Dr. Sanjay Kapoor – Chairperson
- Mr. François Ortalo-Magné – Member
- Mr. Uday Reddy – Member
- Mr. Deepak Goyal – Member
- Dr. Ram Sewak Sharma – Member
- Mr. Sunil Bajpai – Permanent Invitee and Chief Risk Officer

Note: As on June 16, 2025

Auditors

Statutory Auditors

M/S. M S K A & Associates, Chartered Accountants,
1101/B, Manjeera Trinity Corporate, JNTU - Hitech City Road,
Kukatapally, Telangana State, Hyderabad - 500 071, India.
www.mska.in

Internal Auditors

M/S. Deloitte Touche Tohmatsu India LLP,
Meenakshi Pride, Rock-Tower III (M Block) 8th & 9th floors,
Survey No. 23, Gachibowli, Serilingampally,
Hyderabad - 500 032, Telangana, India.
www.deloitte.com

Secretarial Auditors

Mahadev Tirunagari
Practicing Company Secretary
Flat No. 406 & 407, 4th Floor, MGR Estates,
Dwarakapuri Colony, Punjagutta, Hyderabad - 500082

Registered Office

Tanla Platforms Limited
CIN: L72200TG1995PLC021262
Tanla Technology Centre, Hi-Tech City Road,
Madhapur, Hyderabad - 500 081.
Telangana, India
www.tanla.com
investorhelp@tanla.com
Phone: +91-40-40099999
Fax: + 91-40-23122999

Registrar and Transfer Agents

M/s. KFin Technologies Limited.
Selenium Building, Tower B, Plot No. 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad - 500 032
Phone: 1800 309 4001
Email: einward.ris@kfintech.com
Website: www.ris.kfintech.com

About Tanla

Overview

Tanla is at the forefront of transforming digital interactions, empowering users and enabling enterprises through its innovation-driven Communications Platform as a Service (CPaaS) business, a specialized evolution of SaaS. Established in 1995, Tanla has pioneered advancements in mobile and digital communications, becoming the trusted partner of choice for over 2,500 enterprises and their users across diverse industries in India, Southeast Asia, and Middle East, including leading global technology companies.

As the industry leader in CPaaS, Tanla commands an approximately 35% market share in India. India remains our primary market of focus, which accounts for about 95% of our business, while we continue to expand our footprint into the Middle East and Southeast Asia.

Headquartered in Hyderabad, India, Tanla is publicly listed on the National Stock Exchange of India (NSE) and the Bombay Stock Exchange Limited (BSE). We are also included in prominent global indices such as the Nifty 500, BSE 500, Nifty Digital Index, FTSE Russell, and MSCI.

Our Mission, Purpose, and Values

01

Mission

Our mission is to build a trustworthy and transparent digital ecosystem with a suite of products and solutions that set new benchmarks in the industry.

02

Purpose

We adhere to a philosophy of mutual prosperity – to Empower Consumers and Enable Companies – encapsulated in our mission of Shaping a world of Trusted Digital Experiences.

02

Values

Our purpose is rooted in the values of no scam, no spam, data privacy, data security, ubiquitous accessibility, 100% transparency, and purposeful collaboration, which guide all our thoughts, actions, partnerships, innovations, and strategies.

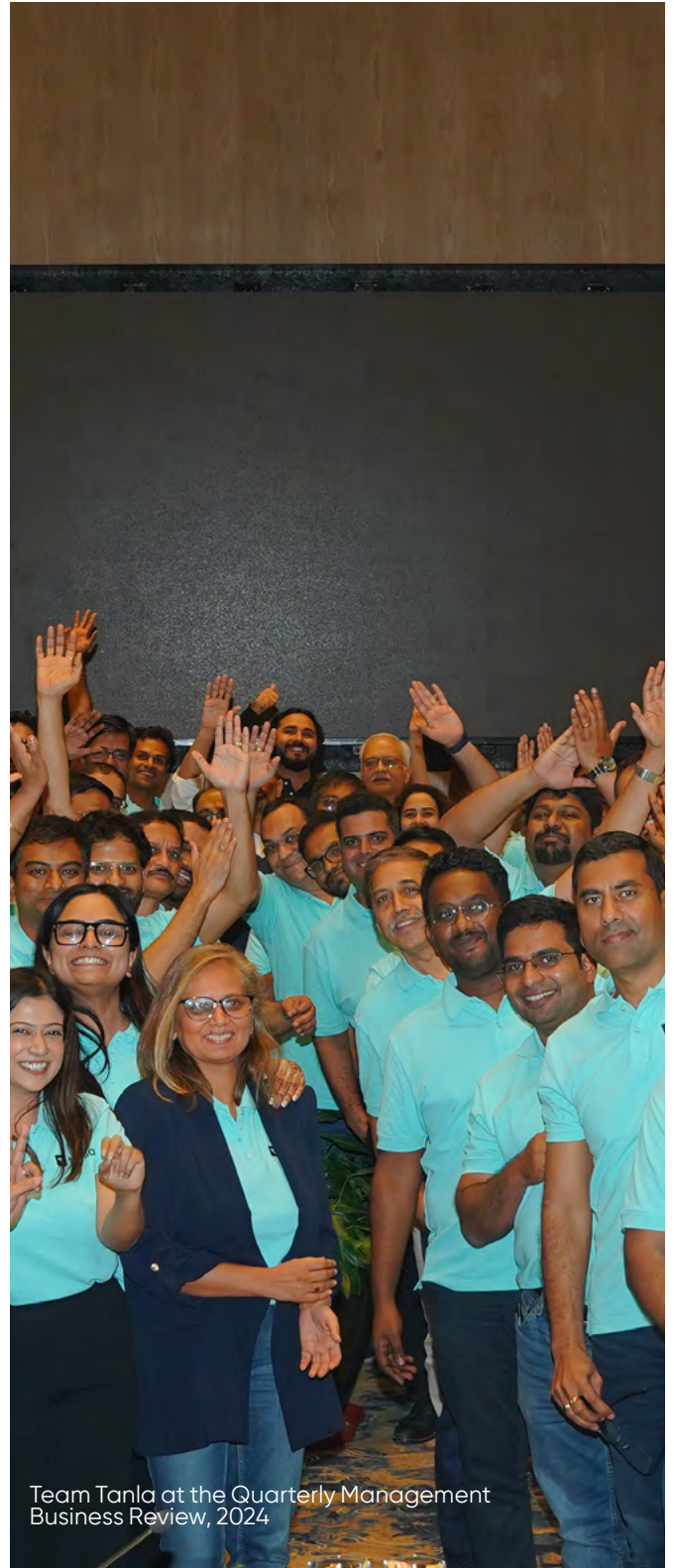
What Do We Do?

We reshape the path that businesses and users take for their digital interactions by creating synergy between digital platforms and enterprise communications.

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How Do We Do It?

Driven by a spirit of innovation, disruption, and continuous evolution, we leverage greenfield technologies to unlock new opportunities for enterprises and their users. Our intelligent, unified platform brings together a comprehensive suite of products and solutions, covering the full spectrum of digital interactions.



Team Tanla at the Quarterly Management Business Review, 2024

Fostering Stronger Corporate Governance

Overview

Tanla's governance framework is developed on ethics, integrity, risk awareness and regulatory compliance, fostering a culture of authority, accountability, and independence. These principles guide every decision, forming a strong foundation for sustainable value creation.

We pursue controlled, strategic growth, carefully balancing ambition with prudence and maintain a debt-free balance sheet, reflecting a disciplined capital management. This zero-debt position highlights our conservative approach to leverage, enabling us to pursue strategic opportunities while maintaining financial flexibility and resilience.

In the last few years, Tanla has evolved from a communications technology service provider into a platform-first, innovation-led enterprise, aligned with industry benchmarks in governance, sustainability, and digital transformation.

This transformation is anchored in our governance ethos - visible in our business model that prioritizes environmental responsibility, including addressing the critical societal need for digital enablement. We continue to invest in advanced digital governance tools, enabling real-time control, transparency, and data-driven decision-making across the organization.

In doing so, we ensure that governance at Tanla is not limited to compliance but is a strategic enabler of long-term value, resilience, and stakeholder trust.

Our Governance Structure

At Tanla, governance is not just a regulatory function, it is a strategic enabler of sustainable value creation. The Board, supported by the Founder Chairman & CEO, plays a central role in overseeing Tanla's direction, ethical framework, performance, and risk landscape. Operating under a clearly articulated charter of responsibilities, the Board guides management across critical areas including strategy, operations, risk oversight, and stakeholder engagement.

With a strong emphasis on transparency, integrity, and informed decision-making, our governance framework ensures the highest levels of accountability. Key managerial personnel and senior leadership teams work closely with the Board to uphold Tanla's values, foster compliance, and drive long-term stakeholder trust.

Board Independence & Diversity

Tanla maintains a diverse independent Board, aligned with global governance best practices. As on March 31, 2025:

- 63% of Tanla Board are Independent Directors, reinforcing objectivity and oversight.
- A Lead Independent Director was designated to coordinate the functioning of Independent Directors and provide unbiased guidance.
- Our Board members bring a wide range of experience in areas such as technology, finance, legal, risk, public policy, and corporate governance, ensuring multidimensional inputs to decision-making.
- All Independent Directors have tenures of less than 10 years at Tanla, in line with our philosophy of governance rotation and fostering fresh perspectives. The average age of Board members ranges from 50 to 65 years, with no Executive Director above 70 and no Non-Executive Director above 75 – maintaining a healthy balance of experience and dynamism.
- The Board met eight(8) times during FY25, actively participating in strategic reviews, committee oversight, and key policy decisions.

Through this structure, Tanla reinforces its commitment to progressive, agile, and responsible governance that adapts to the evolving regulatory, technological, and stakeholder landscape.

Board Committees

Tanla's governance framework is strengthened by a robust committee structure, ensuring independence, accountability, and informed oversight across key areas. The Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee are chaired by Independent Directors, and Risk Management Committee by Non-Executive Director, ensuring transparent and balanced governance. These committees oversee crucial aspects such as financial integrity, board effectiveness, stakeholder relations, enterprise risk, and CSR compliance. Additionally, Tanla has constituted an ESG Council, comprising members of the CSR Committee, to provide strategic direction on environmental, social, and governance priorities. Collectively, these bodies drive high standards of governance and reinforce the Company's commitment to responsible and sustainable business practices.

Affirmations by Directors and senior executives ensure alignment with the highest standards of corporate behavior. The Code of Conduct Policy is publicly available and is reviewed periodically to remain current with evolving global governance norms.

Stakeholders' Engagement: Stakeholder inclusiveness is a key pillar of Tanla's governance and sustainability philosophy. We engage proactively with investors, customers, employees, regulators, and partners through multiple channels, ensuring timely communication and responsiveness. Regular earnings calls, employee town halls, vendor feedback forums and customer satisfaction surveys, reflect Tanla's commitment to building trust, strengthening relationships, and incorporating stakeholder perspectives into strategic decisions.

Ownership and Control: We maintain a transparent and well-regulated ownership structure, with significant promoter holding providing strategic continuity, while public and institutional investors contribute to balanced oversight. The Board composition, with the majority of independent directors, ensures that control mechanisms are in place to safeguard shareholder rights and ensure responsible decision-making. All disclosures pertaining to shareholding patterns and changes in control are made in strict adherence to SEBI regulations.

Privacy: At Tanla, privacy is not just a principle, it is a promise embedded in our technology. With platforms like Wisely ATP, we enable enterprises to uphold the highest privacy standards across communication workflows. Every solution we build respects user consent and ensures responsible data handling at every step.

Data Security: Security is central to Tanla's value proposition. Wisely ATP provides a fortified, cloud-native platform that leverages blockchain-led verification, advanced encryption, and zero-trust architecture to secure critical data in transit and at rest. Our end-to-end design ensures that enterprise and consumer data remain uncompromised.

Data Privacy: Tanla is fully committed to complying with global privacy frameworks, including the DPDP Act, 2023. We embed privacy into the design of our products and platforms, enabling secure communication through features such as consent validation, audit trails, and user control. Our approach safeguards not just data, but the dignity and integrity of digital identity.

End-User Protection: Our platforms, including Wisely ATP and Trubloq are built to protect the end consumers. From real-time spam detection to consent-based engagement, our technologies ensure that communication is safe, relevant, and respectful. We empower users with transparency and give enterprises the tools to communicate

responsibly.

As part of our ESG commitment to platform integrity and cyber resilience, we continuously invest in enhancing our digital infrastructure and security governance.

Tanla's A-grade SecurityScorecard rating of 92 reflects a strong cyber risk posture and stands as a testament to our unwavering commitment to cyber resilience and industry-leading security standards. This independent rating underscores our proactive approach to data privacy, threat detection, and secure communication frameworks, key pillars of our digital responsibility strategy.



ESG

Highlights



Environmental (E)

Goodness Basket Initiative: A step towards holistic wellness—bringing organic, farm-fresh produce from sustainable farms to our employees, fostering a culture of health, mindfulness, and conscious living.

Water Recycling: Treated water is reused at office locations (excluding human consumption), supporting sustainable water practices.

Zero Plastic: Enforced a strict no single-use plastic policy across all offices.

Energy Efficiency: Adopted energy-efficient lighting, HVAC systems, and power-saving office infrastructure to reduce overall energy consumption

Green Construction: Innovation & Experience Centre designed in line with LEED-compliant green building standards.

Environmental Commitment: Continued progress toward carbon neutrality and zero waste to landfill.

Green data centres: Scaling green data centre capabilities as part of our long-term commitment to environmental stewardship and sustainable innovation.



Social (S)

30,000+ lives impacted through the education and livelihood initiatives.

In-house medical support: Ensuring employee health and well-being by providing access to a dedicated in-house doctor for regular consultations and preventive care.

Women@Workplace: Recognized as one of the Best Organizations for Women 2025 by ET Edge.

Cyberabad Traffic Pulse: Reached over 15,000 citizens daily with real-time traffic alerts via WhatsApp, FM, and social platforms, earning the Global CSR & ESG Award 2025 for the "Most Impactful Road Safety Project".



Governance (G)

Cybersecurity Excellence:

- A-grade SecurityScorecard rating of 92, a strong validation of Tanla's cyber resilience and leading security standards.
- Strengthened platform security with encryption, multi-factor authentication, and regular testing.

Digital Governance:

- 100% paperless board meetings with digital attendance and records.

ESG Performance & Oversight:

- Sustainalytics ESG Risk Score: 18.5 (Low Risk)
- S&P Global ESG Score: 74
- 96% Board attendance with ESG oversight by Independent Directors
- ESG KPIs integrated into enterprise risk systems

Recognition:

Awarded Corporate Governance Commendation by the Indian Chamber of Commerce.

Message from Founder Chairman & CEO

Dear Shareholders,

"FY25 was a year of navigating change with clarity and purpose. We remained focused on creating impact, driving innovation, and making disciplined investments.

The CPaaS industry in India is operating at a TAM of approximately \$1.5–\$1.8 Bn and is growing at a mid-teens. We are seeing volume expansion across channels, though pricing remains a challenge. Telcos, traditionally infrastructure partners, are now active players in the enterprise messaging ecosystem. We collaborate with them and, at times, address overlapping market needs, thus positioning us uniquely to stay ahead. RCS, a recent but rapidly growing entrant, is emerging as a high-ROI channel, scaling twice as fast as WhatsApp. We are navigating this evolving landscape by leveraging growth in OTT channels.

In this dynamic environment, our ability to anticipate shifts and execute with discipline has been key. For the year, we delivered a revenue growth of 2.5%, generated over ₹500 Cr in free cash flow (101% of PAT), and surpassed the ₹1,000 Cr milestone in cash reserves. Our profitability metrics, EBITDA and PAT were at 17.2% and 12.6% respectively, along with our efficiency metric of 66% GM-to-EBITDA conversion, continue to set industry benchmark. Our balance sheet remains strong, and we are debt-free.

At Tanla, our journey begins with the impact we strive to create for our customers, solving real problems and delivering value. For us, innovation goes beyond launching new platforms;

it's about reimagining solutions that drive meaningful outcomes. We have a proven ability to identify greenfield opportunities and successfully monetize them. As the world embraces AI, we are embedding intelligence into our technology stack and fully integrating AI/ML into our platforms. To accelerate this transformation, we have appointed a Chief AI & Data Analytics Officer and continue to invest in top talent.

I strongly believe that customer obsession begins with active listening. Our product innovation and customer success teams work collaboratively to identify opportunities and develop tailored, scalable, channel-agnostic solutions that drive high ROI. We respond to change with agility, developing and deploying solutions that help customers achieve their aspirations. Over time, we have built 350 unique solutions across multiple channels. Looking ahead, we remain focused on driving measurable customer success and long-term value, further strengthened by the addition of a Chief Customer Officer.

We have begun gaining momentum in our global expansion efforts, having signed two telco partnerships in Southeast Asia for the deployment of MaaS for RCS. Building on this opportunity, we are accelerating our go-to-market capabilities for RCS adoption, developing tailored solutions, and collaborating closely with partners and the broader ecosystem to enable category creation in these markets.

In line with our dividend payout policy, we distributed ₹161 Cr in dividends. We also announced our fourth buyback in the last five years, with a buyback size of ₹175 Cr,

pending shareholders' approval. Over this five-year period, we have returned ₹900 Cr to our shareholders through dividends and buybacks.

In FY26, our focus will remain on scaling the platform business, expanding globally, and attaining leadership in OTT.

Most importantly, I extend my heartfelt thanks to our shareholders, partners, and employees for their continued and invaluable support. As we embark on the next phase of our journey, my team and I remain dedicated to making a lasting impact."



Uday Reddy

Founder Chairman & CEO



Tanla at a Glance

All numbers in INR FY25

Sustained Value Creation

4,028 Cr Revenue
1,051 Cr Gross Profit

17.2% EBITDA Margin
514 Cr Free Cash Flow

507 Cr PAT
1000+ Cr Cash Balance

Best-in-Class Execution

100+ Innovations²
8+ Patents²

2,500+ Customers across segments
100+ Partners³

350 Customers with > INR 1Cr revenue p.a.
50% Rev. from 50/top 100 customers, retained for > 5yrs

World Class Culture

1,000+ Employees in India and beyond
23,163 Training Hours

25% Women in Leadership
95% Return-to-Work Rate from parental leave

74/100 S&P Global Score
ESG Excellence

Listed in Indices



¹ Including enhancements

² Patents granted as on June 28, 2025

³ Includes all 3rd party contractors

Source: Team Analysis

Awards

- Meta Growth Partner of the Year, second time in a row
- Google Growth Partner of the Year
- Innovation in Telecom – AGBA
- Most Impactful Road Safety Project – Global ESG/CSR Awards

Recognitions

- S&P Global – Member of the Sustainability Yearbook
- Best Organization for Women – ET Edge
- Commendation for Corporate Governance by ICC
- 'Visionary' in the Gartner Magic Quadrant for CPaaS, for two consecutive years



BUSINESS HIGHLIGHTS

Unlocking WhatsApp's potential at Karix Elevate in Dubai



Google Growth Partner of the Year

Tanla was named Google's Growth Partner of the Year 2024, recognising our leadership in RCS Business Messaging. With over 1 billion RCS messages delivered monthly and the trust of 50+ enterprises, we are transforming messaging into meaningful customer experiences.



Tanla recognized as Google Growth Partner of the Year, 2024.

Meta Growth Partner of the Year

Karix, a Tanla company, was awarded **Meta's WhatsApp Growth Partner of the Year** for the **second consecutive time**. This recognition celebrates our role as a premier partner for delivering innovative conversational solutions on WhatsApp and driving exponential growth for our customers and partners.



Team Karix receiving the Meta Growth Partner of the Year Award, 2024.



15th Aegis Graham Bell Award

Innovation in Telecom (CPaaS)

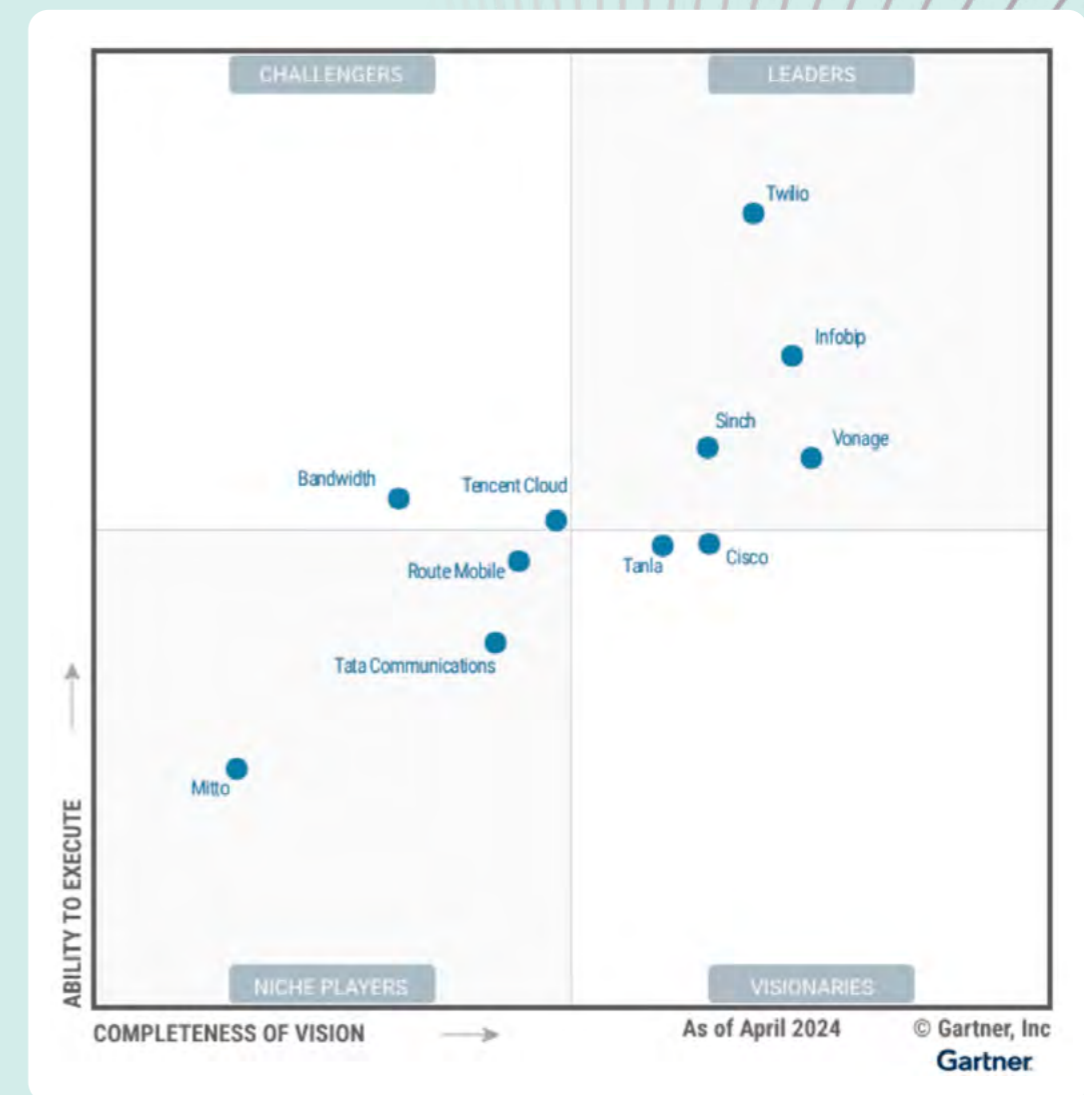
Tanla was recognized with the **Aegis Graham Bell Award for Innovation in Telecom (CPaaS)**, acknowledging the disruptive impact of our platforms – **Wisely ATP** and **Trubloq**. This award reinforces our commitment to building secure, scalable, and future-ready telecom solutions that shape the global CPaaS narrative.



Tanla Named Visionary

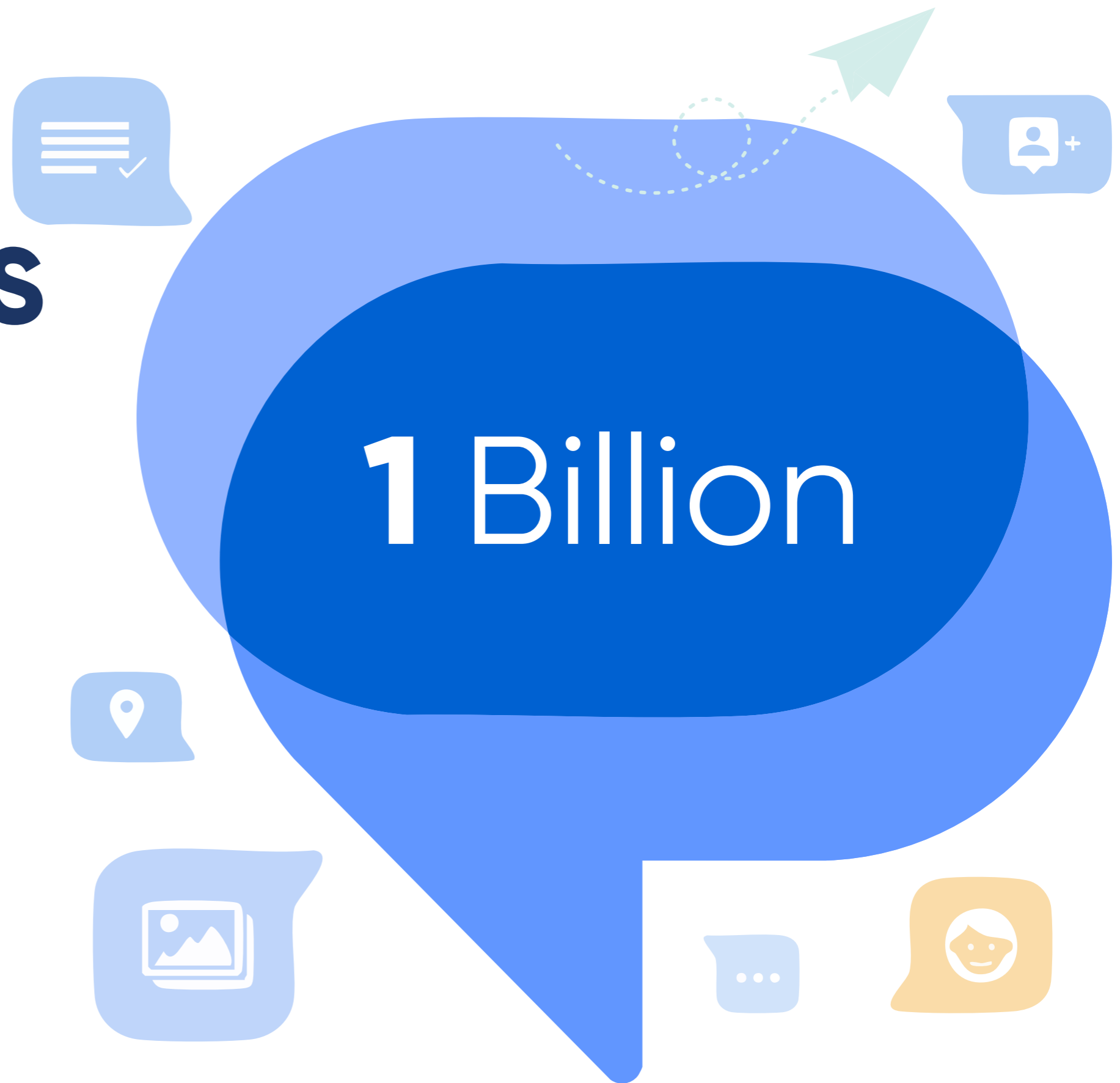
in the Gartner® CPaaS
Magic Quadrant™

Tanla has been consistently named as a Visionary in the Gartner® Magic Quadrant™ for CPaaS in 2023 and 2024. This back-to-back recognition affirms our innovation-first approach, disruptive product strategy, and deep understanding of enterprise communication needs.



>1 Billion RCS Messages a month

Tanla delivers over 1 billion RCS messages globally every month, marking a major milestone in our journey of redefining customer engagement. Powered by our MaaP platform and deep integrations with carriers and Google, we enable leading brands like to deliver rich, interactive, and branded experiences – all within the native messaging app.



TANLA'S ESG SCORE IS IN THE **TOP 1%**
OF THE GLOBAL SOFTWARE INDUSTRY CATEGORY

74

S&P GLOBAL ESG SCORE

We are proud to have achieved an ESG score of 74 in the S&P Global Corporate Sustainability Assessment 2024, marking a significant 8-point improvement over the previous year. This milestone reflects our unwavering commitment to sustainability, governance, and ethical business practices – with standout scores in Privacy Protection, Human Rights, Business Ethics, and Cybersecurity.



Best Organization for Women 2025

Tanla was named the Best Organization for Women 2025 by ET Now, a testament to our inclusive policies, women-centric programs, and supportive culture. This recognition reflects our sustained efforts to create a workplace where women thrive across all functions and chain of command.

Corporate Governance Commendation – Indian Chamber of Commerce

Tanla received a Commendation for Excellence in Corporate Governance from the Indian Chamber of Commerce, reaffirming our commitment to transparency, accountability, and ethical conduct. This recognition highlights our robust governance framework and stakeholder-centric approach.



Women of Tanla receiving the ET Now commendation for being one of the Best Organizations for Women, presented by Major Vandana Sharma, Kargil War Veteran.

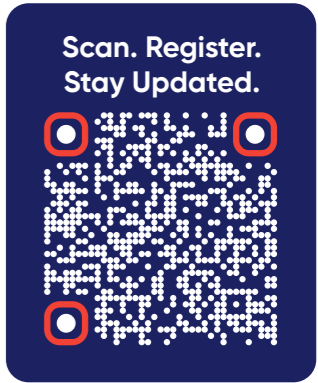


Sunil Bajpai, CTO of Tanla, and Team Tanla receiving the Corporate Governance Commendation from the Indian Chamber of Commerce.

Global CSR and ESG Awards

Best Road Safety Project

Tanla was honored at the Global CSR and ESG Awards for the Best Road Safety Project for our pioneering initiative—Cyberabad Traffic Pulse, in partnership with SCSC (Society for Cyberabad Security Council) and Cyberabad Traffic Police. This recognition celebrates our #TechForGood approach to enhancing public safety and social impact. Through Cyberabad Traffic Pulse, Tanla has enabled Cyberabad Traffic Police to deliver real-time traffic notifications to the citizens of Cyberabad, playing a vital role in combating the city's traffic challenges and promoting safer, smoother commutes.



Reinventing Customer Engagement: Driving Growth with Axis Bank's RCS Chatbot Customers from Scams

India's digital banking evolution continues to scale new heights, with customer expectations pivoting towards immediacy, interactivity, and convenience. Axis Bank, one of India's leading private banks, partnered with Karix (a Tanla company) to deploy an interactive RCS chatbot – transforming how users engage with products like loans, credit cards, and fixed deposits. With native app-like interactions delivered over messaging, the solution simplified banking journeys, unlocking new revenue opportunities and service efficiency.

We helped Axis Bank create a seamless, interactive, and high-converting messaging experience through:



A QR-code initiated chatbot



A conversational interface for inquiries and transactions



Rich media buttons and native interactions



No need to download an app – making access effortless

State of Phishing across the globe:

2,000+

Users activated via RCS chatbot

45%

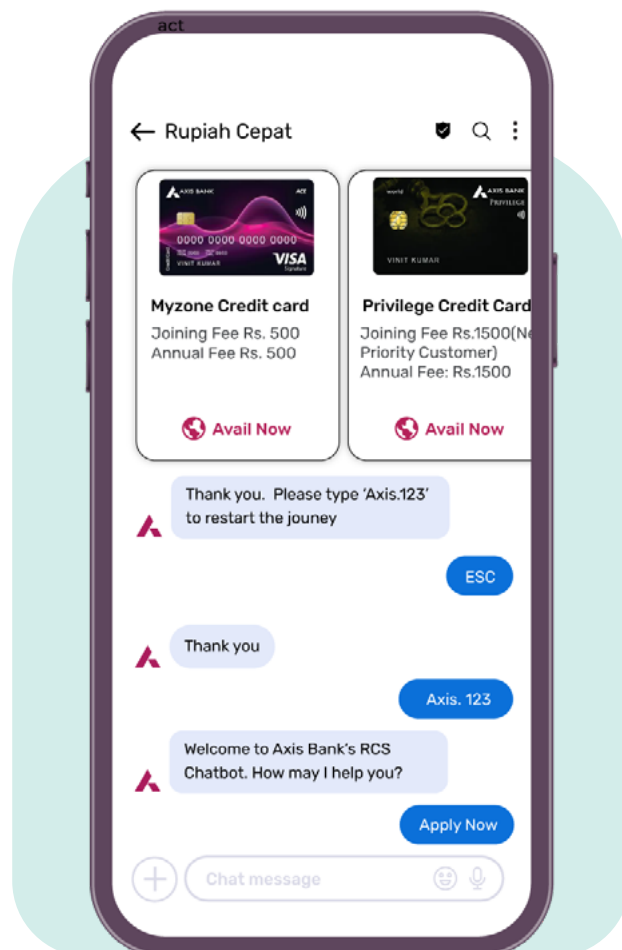
Cross-sell opportunities enabled for loans, cards, and FDs

6.5%

Service requests initiated directly via chatbot

1 interface

To explore, apply, and transact – all within the chat



Development milestones achieved



Rich Media
Interface Design



QR Code
Integration



Cross-Product
Workflow
Configuration



End-to-End Testing
and Go Live

Transforming the Customer Journey

Before (WhatsApp Chat)

- ✓ User visits website or app store
- ✓ Downloads app or navigates website
- ✓ Fills multiple forms manually
- ✓ Uploads documents separately
- ✓ Waits for follow-up communication



After (WhatsApp Chat)

- ✓ User scans QR code from ad/branch
- ✓ Opens RCS chat directly in Messages
- ✓ Chooses product using clickable buttons
- ✓ Completes inquiry or application in chat
- ✓ Gets instant confirmation and updates



The Karix team's deep understanding of RCS technology, strong account management, and collaborative approach made this a successful and seamless rollout.

Nikhil Padmanabh

Head Martech & Digital Analytics
Axis Bank

Smart Travel, Simplified.

Chennai Metro Rail brings ticketing to WhatsApp – for 1.7M+ monthly commuters.

With over 250,000 daily passengers, Chennai Metro Rail Limited (CMRL) is a lifeline of the city. To match the pace of urban life, CMRL teamed up with Karix to digitize ticketing via the WhatsApp Business Platform – offering travelers a hassle-free, app-free experience. From buying a ticket to getting real-time travel updates, everything now happens in a single conversation.

We helped CMRL create a seamless, scalable, and customer-friendly experience through:



A WhatsApp bot that lets users buy tickets, get QR codes, and access support



Native payment checkouts for secure transactions



A fallback flow where even physical counters send e-tickets to passengers' phones



Complete booking journey without downloading an app

Project Scale and Impact

1.7M+

Monthly passengers enabled for WhatsApp ticketing

59%

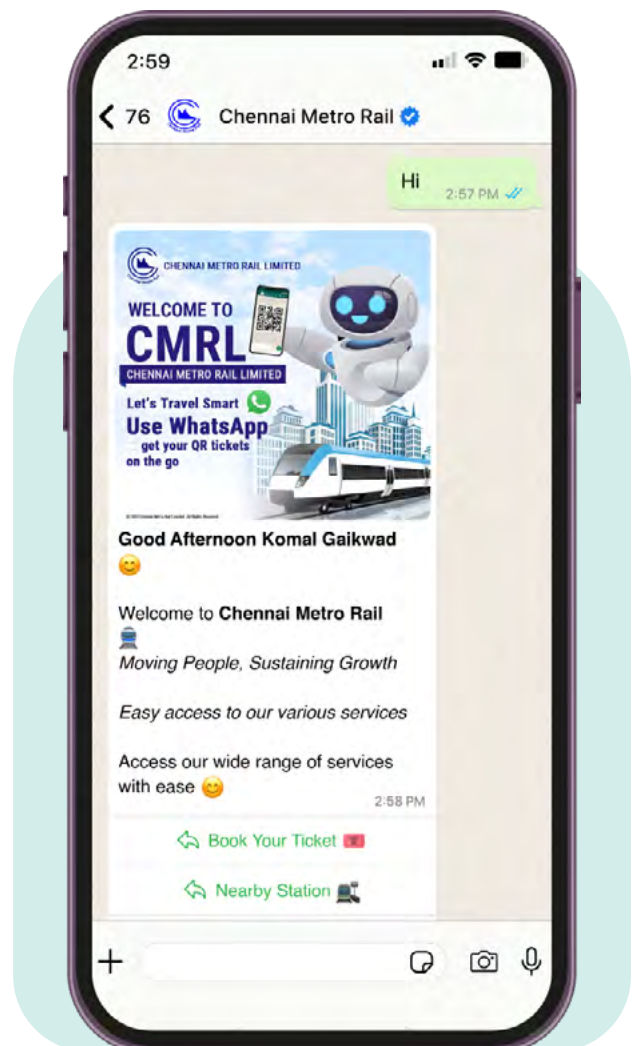
Tickets sold via WhatsApp during campaign peaks

85%

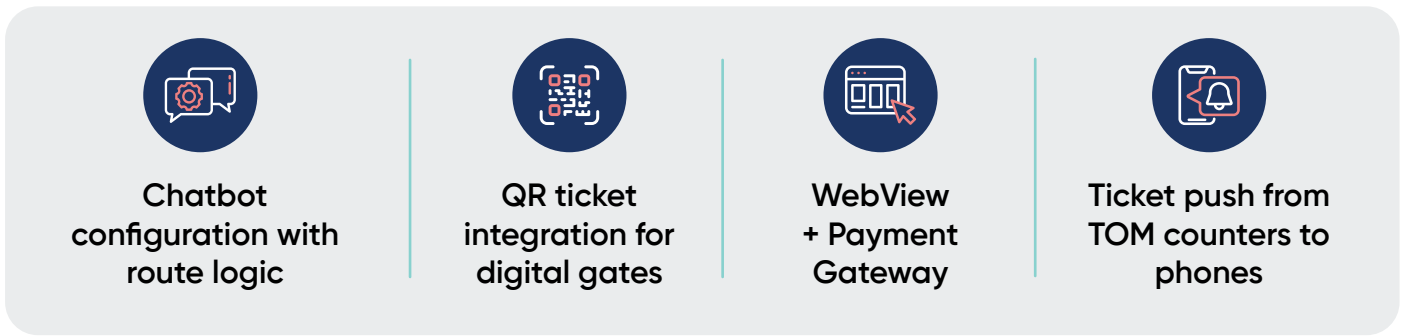
Commuters found the experience easier than tokens/apps

11%

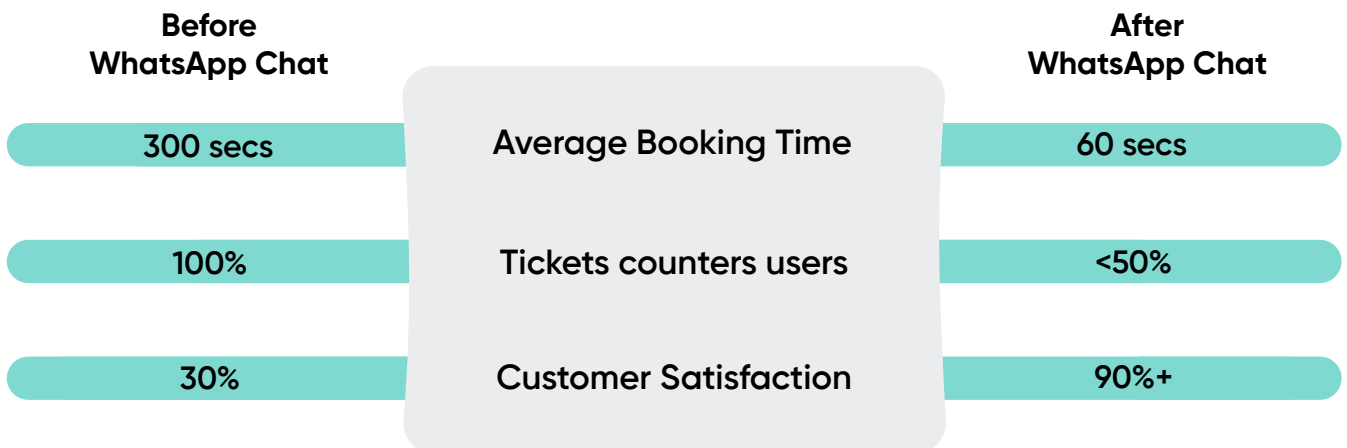
Growth in WhatsApp ticketing within 10 months



Development milestones achieved



WhatsApp Chat User Journey



This initiative has reduced counter queues, improved customer convenience, and helped us cut operational costs. WhatsApp ticketing is a win-win for both commuters and the metro operator.

K.A. Manoharan
 Advisor (Signal & Telecom)
 Chennai Metro Rail Limited

Seamless Journeys Start on WhatsApp:

MakeMyTrip boosts cab bookings and re-engagement using the WhatsApp Business Platform

With millions of users booking flights, hotels, and cabs daily, MakeMyTrip (MMT) is a trailblazer in digital travel. As mobile-first adoption skyrocketed, MMT partnered with Karix to enhance how users book intercity cabs, respond to feedback, and engage with travel offers – all through WhatsApp.

From simplifying airport cab bookings to reactivating cold leads for holidays, the experience was reimaged in one continuous, conversational thread.

We helped MMT create a hyper-personalized, conversational travel experience through:



A WhatsApp cab booking flow lets users book, share location, and pay – all in-app.



Live agent support for real-time help during bookings



Targeted feedback surveys to understand app uninstalls and improve reinstalls



Multi-wave WhatsApp campaigns to re-engage holiday package inquiries.

Project Scale and Impact

1.5x

Higher cab booking conversions via WhatsApp

2.5x

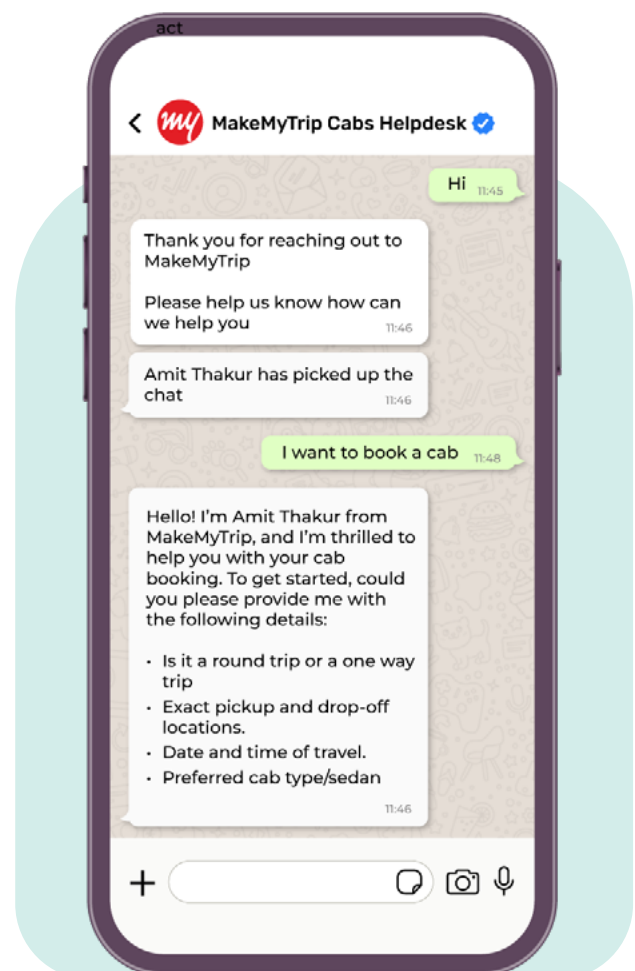
Increase in feedback survey response rates over email/SMS

54%

Users re-engaged using holiday nurture flows

90%+

User satisfaction with WhatsApp-based journeys



Development milestones achieved



End-to-end WhatsApp integration for cab booking



WhatsApp Pay integration for seamless checkout

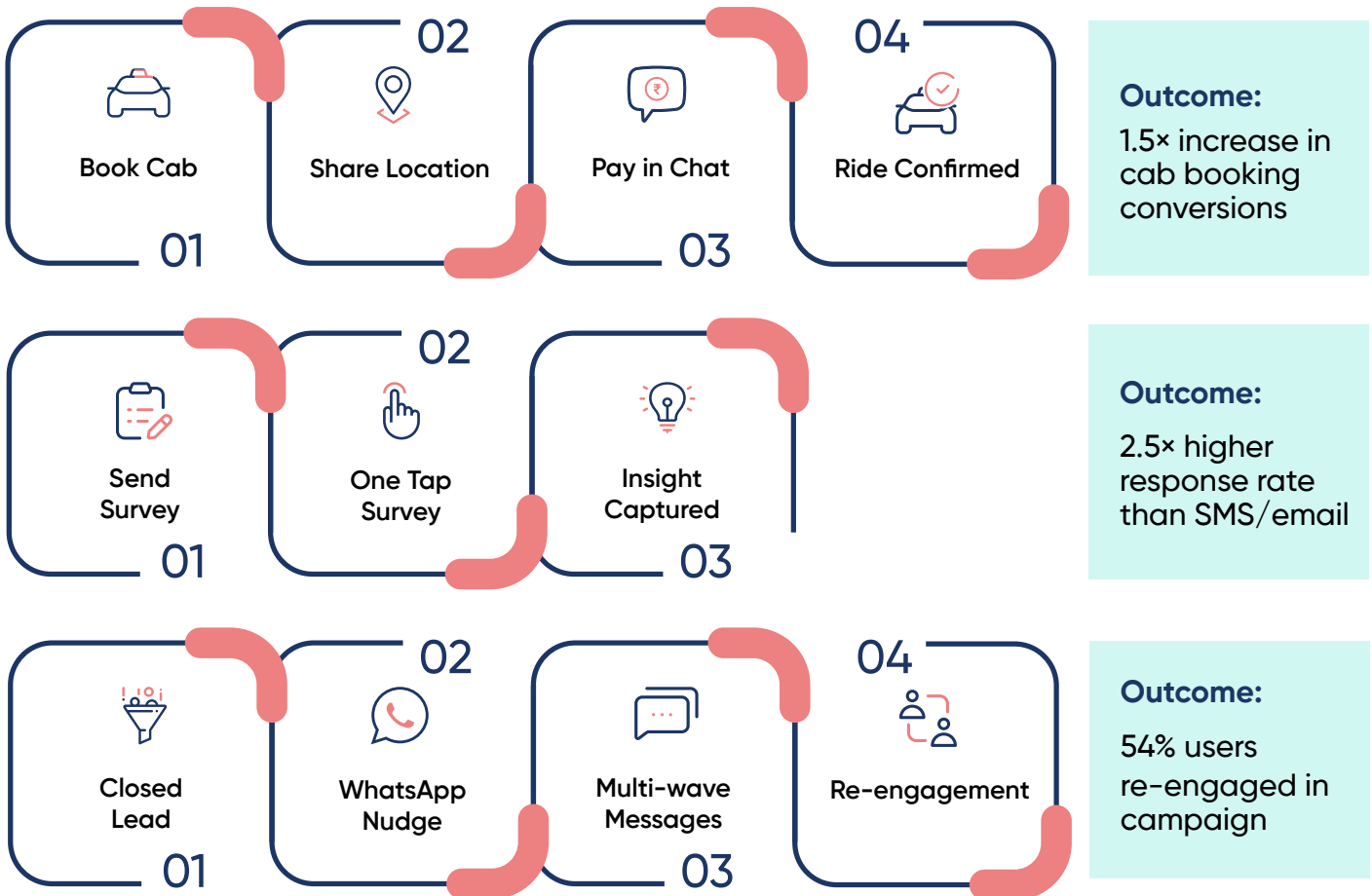


Feedback flows to collect uninstall reasons



Multi-wave WhatsApp nurture campaigns for leads

Transforming the Customer Journey



The Karix team helped us deploy solutions that significantly improved our engagement metrics – from CTRs to ROI. Their expertise in WhatsApp-based campaigns enabled a customer experience that's both personal and scalable.

Divya Verma

Associate Director – Customer Lifecycle Marketing & Loyalty
MakeMyTrip

Our Strategy

Tanla operates at the core of a complex and rapidly evolving digital communications ecosystem, one that connects users, enterprises, partners and regulators. This ecosystem is shaped by the unique needs of its stakeholders.

Digital Ecosystem

Users seek safe and frictionless digital experiences, free from spam, scams, and fraud, with trust embedded by design



Enterprises strive to engage customers across multiple channels with contextual, real-time communication that delivers measurable impact and enhances brand affinity

Partners are focused on driving adoption of business communication channels and are looking for technology-led, scalable solutions that deliver impact at scale

Regulators are focused on ensuring digital trust, data protection, and compliant communication strategies by enterprises

As digital interactions become increasingly intelligent, real-time, and regulated, our role is to enable secure, compliant, and high-impact communications at scale. We play in every part of the digital interactions value chain – authentication, acquisition, engagement, user protection, customer experience and retention, and sustainable growth.

Together, these offerings help us cater to the diverse needs of the entire digital ecosystem, drawing on complementary capabilities while fostering innovation and sustainable growth.



User.ai

Secure, private, and trusted digital interactions combatting phishing, scams, and spam, while upholding, the highest standards of data privacy and compliance.

TRUBLOQ.ai

With world's 1st blockchain-enabled communication stack. It works with a consortium of telecom players and other stakeholders to maintain the leadership position

80% Industry CTAs	100% legal compliance
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wisely ATP

First of its kind innovative AI-powered anti-phishing platform designed to protect enterprises and their users from smishing attacks.

150K+ malicious IDs eliminated	49M users protected from phishing	6M+ smishing attacks blocked
100K+ unique CTAs detected and reported	99% efficacy with <0.5% false positives	

Enterprise.ai

Elevate customer engagement, delivering secure, scalable communication across channels with AI-driven insights for personalized, real-time interactions, ensuring compliance and operational efficiency.

MaaP

MaaP is an advanced platform designed to address modern messaging challenges with high efficiency and scalability.

100% faster onboarding from 96 hours to <1 hour	Up to 50% scam reduction via AI filtering	<8 hrs agent launch timeline
15-30% higher CTR with template and timing optimizations	40-50% reduction in revenue leakage	<30mins campaign execution time

wisely


Single API-led intelligent platform for omni-channel digital interactions to deliver distinctive impact for enterprises and their users


99.999% platform availability	Easily configurable across geographies	100% traceability of transactions	100% E2E encryption
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Intelligence.ai

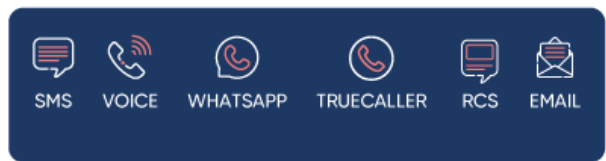
Empower enterprises with AI-driven insights, optimizing communication strategies and delivering smarter, secure, and scalable communication across all channels.

Audience.ai – Identify the right audience for communication, ensuring targeted and effective outreach. 

Content.ai – Curate personalized content, determining what to send for maximum engagement. 

Channel.ai

Streamline communications by reaching audiences on the right channels—RCS, WhatsApp, and Truecaller—using rich, interactive messaging to deliver personalized, real-time interactions that influence decisions.



Note: The data indicated here has been arrived at basis our internal analysis.

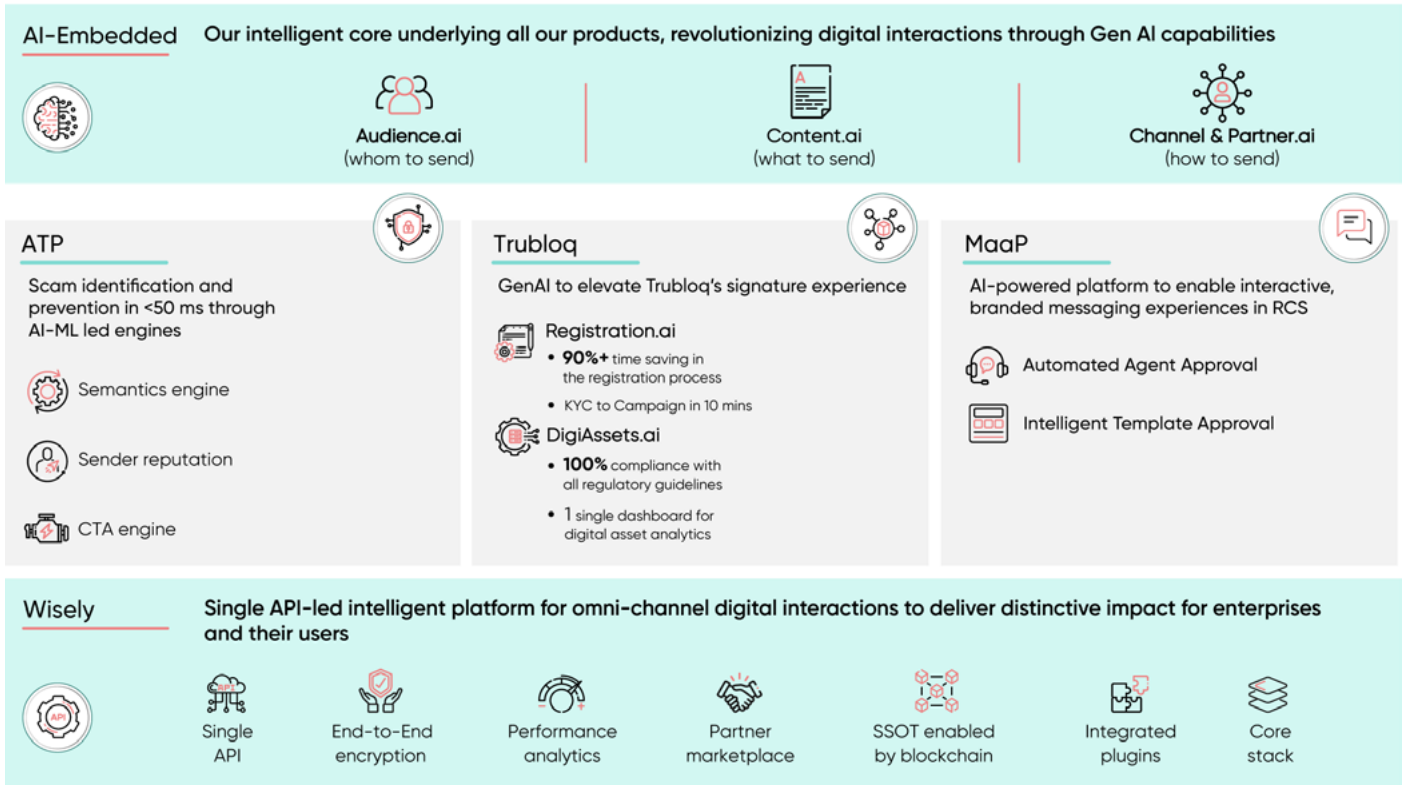
Staying true to our purpose – empowering consumers and enabling companies and building on the ecosystem-centric approach, our strategy is focused on three priorities:

Greenfield Opportunities to Platform Leadership

Our growth is anchored to a strong innovation DNA, a deep-rooted capability to anticipate industry shifts, identify green spaces, and build technology-led solutions that deliver enterprise-grade impact.

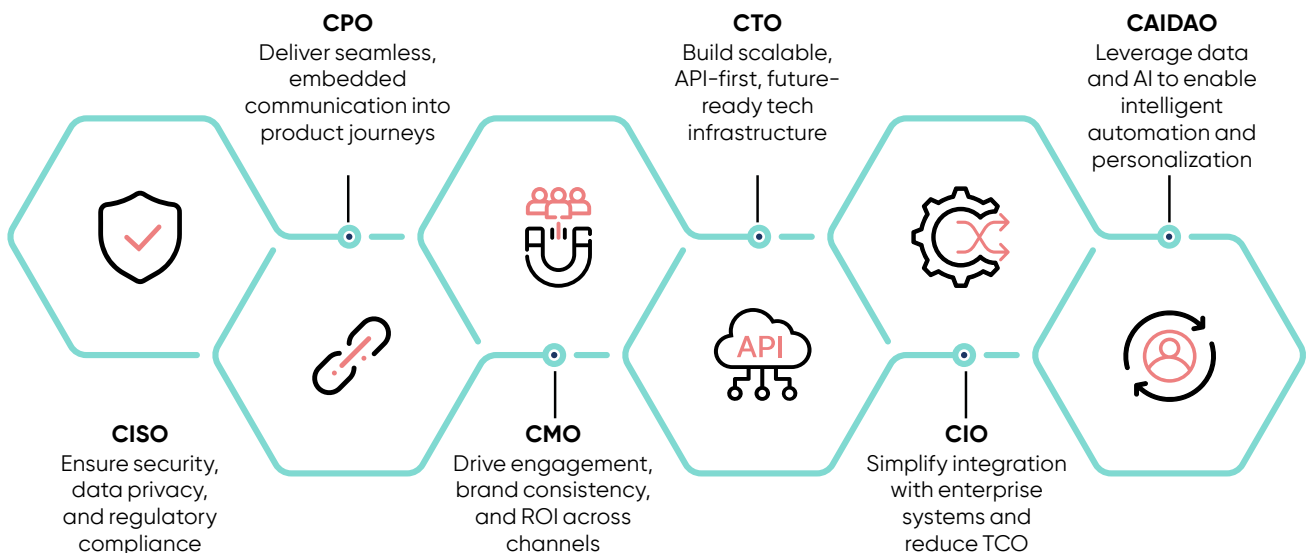
With over two decades of experience across the digital interaction value chain, we have consistently transformed greenfield opportunities into scalable platforms. Each platform is designed with a clear focus on data security, privacy, regulatory compliance, user experience, and AI-enabled automation, keeping pace with the evolving needs of a digital-first environment.

Tanla embeds GenAI across all platforms



Wisely exemplifies this approach, intelligently designed to meet the varied needs of multiple C-suite stakeholders within enterprise buying centers. It brings together all key building blocks of digital interaction through a single, API-first, intelligent platform. Enabling contextual, secure, and channel-agnostic communication, emphasizes support to enterprise efforts to drive better customer engagement, operational efficiency, and compliance while giving end-users complete control over their digital experiences.

Multiple Buying Centers



Our proven innovation track record includes scaling Trubloq into the world's largest blockchain enabled DLT platform combating spam, developing Wisely ATP as a patented anti-phishing technology platform, and building MaaP (Messaging-as-a-Platform) to drive RCS market leadership across India demonstrating our consistent ability to transform emerging opportunities into scalable, high-margin platforms that drive sustainable business growth.

Leading the OTT Messaging Revolution

As enterprises transition from transactional to experience led communication, the demand for contextual, secure, and interactive engagement has accelerated. Channels like RCS and WhatsApp are no longer optional, they are central to customer journeys across all touchpoints.

We are playing a central role in enabling this transformation. We are building technology-led solutions tailored to specific use cases throughout the customer journey from onboarding, conversational commerce, payments, which are powered by AI capabilities and seamless platform integration, to help enterprises deliver communications that are relevant, timely, and outcome driven.

We continue to partner with global tech giants such as Google and Meta to accelerate the adoption of OTT channels in India. As a Google '**Growth Partner of the Year**', we have established a leadership in RCS in India and are actively involved in category creation working with enterprises to shape new use cases and drive adoption across verticals. We have scaled our MaaP in the last two quarters to reach over one billion messages per month, with adoption by ~50+ marquee enterprises.

We are among the top two players of WhatsApp business messaging in India, and for the second year in a row we were named '**Meta Growth Partner of the Year**'.

This market leadership is translating into growth momentum. In FY25, our OTT channel grew by 2x, we have added 400 new customers, and over one-third of them were on new OTT channels.

Proven in India, Scaling Globally

Our success in India is driven by a strong understanding of local dynamics, deep domain expertise, and close collaboration with enterprises, telcos and regulators.






We have a vision to identify trends ahead of the time, and an innovation DNA to create greenfield solutions and an execution rigor to commercialize. In response to TRAI mandate, we were the first to launch and implement CTA whitelisting on our Trubloq platform. To date, we have successfully whitelisted 80% of industry CTA on Trubloq. We have delivered 15+ innovations and enhancements across our platforms over the past year.

We serve 2,500+ customers at scale across all verticals, deeply embedded within the customer ecosystem. We have dedicated customer success teams that focus on building CXO connections, understanding customer pain points creating impactful solutions and increasing market share. Our product penetration is 2.32 in FY25, driven by the growing adoption of WhatsApp and other newer channels. The Customer Satisfaction (CSAT) score is 76% in FY25. Fifty of our top hundred accounts have remained with us for over five years, and we have consistently achieved double-digit growth across customer cohorts.

Building on this foundation, we have established an enterprise-focused presence in the UAE, supporting large customers with secure, scalable communication solutions tailored to their needs. In Southeast Asia, our entry is led by the deployment of our MaaP (Messaging as a Platform) with regional telcos. We will work closely with the telcos to help accelerate RCS adoption. We will also develop use cases, build enterprise awareness, and demonstrate value. In parallel, we are setting up local go-to-market (GTM) capabilities to support the gradual expansion into enterprise communications.

We are adopting context-specific approaches from platform-led market development to enterprise-led execution to build presence and gain share across both our Digital Platforms and Enterprise Communications businesses.

Creating Measurable Impact

 Financials	 Customers	 Platforms	 End Users	 Partners
Revenue Growth: 2.5% YoY	398 net new customers added contributing ₹70 Cr	Named ' Visionary ' in the Gartner® Magic Quadrant™ for CPaaS, 2024	210 Mn consumers protected from scam	Google Growth Partner of the Year, 2024
EBITDA Margin: 17.2%	OTT Channels contribution to revenue: 23%	Scaled MaaP platform to deliver over 1 Bn messages per month	22.1 Mn scam messages identified	Meta Growth Partner of the year, second time in a row
PAT Margin: 12.6%	CSAT Score: 76	Partnered with two overseas telcos to deploy MaaP Platform for RCS	2.4 Mn CTAs analyzed	
Free Cash Flow: ₹514 Cr	NPS Score: 68	Granted two patents in FY25, 8 patents to date	78K+ scamsters identified	
₹161 Cr paid as dividend in line with Dividend Payout Policy			~1 Mn CTAs whitelisted	

We will continue to focus our investments on our priorities to deliver stakeholder value.



Innovation: Continue to build and deploy platforms powered by AI capabilities serving the needs of telcos, tech partners, and global enterprises. Focus remains on scalability, intelligence, compliance, and security.



Talent: Strengthen capabilities across AI/ML, Agentic AI, product design, user experience, and industry vertical expertise in banking, fintech, retail, ecommerce and more. Expand GTM teams to support international growth.



Customer Success: Deepen customer engagement by delivering regular insights, reinforcing value proposition, and enabling advocacy.



Brand: Elevating market visibility through thought leadership, global case studies, and participation in strategic industry forums.



Environmental, Social and Governance (ESG): Drive initiatives that support inclusive growth and sustainable community development.

Performance Overview

Business Highlights FY25
(In INR Crores)

Revenue

₹4,028 Cr

↑ 17.2%

EBITDA Margin

17.2%

PAT

₹507 Cr

Cash

₹1,009 Cr

Free Cash Flow

₹514 Cr

101% of PAT

₹65 Cr

Capital Investments
towards Innovation



Deepak Goyal, CEO, Karix, and
Vishwadeep Bajaj, CEO, ValueFirst, at
Quarterly Business Review

₹161 Cr

Cash Returned to
Shareholders



30,000+
Lives Impacted

lives touched through CSR initiatives

₹10 Cr

CSR Spends*

*₹12 Cr moved to unspent account

1 Bn Users

protected from Scam

210+ Mn Users

users protected from Spam

8 Patents

granted as on date



20%

reduction in infrastructure costs

25%

drop in IT energy consumption

18%

reduction in Co² emissions



23,163

Training Hours

helping Tanlaites enhance knowledge and
help achieve efficiency and innovation.



60% Women Hires

increase in women hires from FY24



SUSTAINABILITY AT TANLA

Immersive and Experience Center of Tanla, Hyderabad

Our Stakeholders

The insights, concerns, and expectations of our stakeholders form the foundation of Tanla's growth and operational strategy. As our business has the potential to both influence and be impacted by these stakeholders, safeguarding and enhancing their value remains central to our holistic and sustainable approach to business management.

Stakeholders are identified through a structured and comprehensive process that assesses their level of influence, expectations, and relevance to our operations. This helps us prioritize material issues that are critical to both our stakeholders and our long-term success. Engagement with stakeholders is carried out at defined intervals and supplemented by continuous interactions, ensuring a responsive and inclusive approach.

Sl No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Frequency of engagement (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other communication	Frequency of engagement (Annually/ Half yearly/ Quarterly / others—please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Government & Regulatory Authorities	No	Newspaper, website and other	Periodical as and when required	<ul style="list-style-type: none"> • Taxes and charges • Timely disclosures • Compliance with laws and regulations • Policy advocacy • Submit regular statutory reports and returns
2	NGOs & Local community	No	<ul style="list-style-type: none"> • Community outreach programs • Engagement through local NGOs • In-person meetings. • Monitoring personnel visits. • Email, SMS, telephonic calls 	Annually/ On-going/ need based	<p>For CSR related activities business activity related engagement.</p> <ul style="list-style-type: none"> • Engagement and involvement in decision making • Investment in local communities • Education and Health • Infrastructure development in surrounding areas.
3	Academia	No	Email, In-person meetings, SMS, telephonic calls	Periodical as and when required	<ul style="list-style-type: none"> • Engagement for discussions on regulations etc

4	Employees	No	<ul style="list-style-type: none"> • Awareness training • Performance appraisals • Grievance redressal mechanism • Email Communication/ newsletters • Employee portals • Surveys and Feedback Forms • One-to-one counselling 	Annually/ On-going/ need based	<ul style="list-style-type: none"> • Occupational health and safety • Rewards and recognition • Personal development and growth • Empowering work environment • Diversity at the workplace (gender, ethnicity and differently abled) • Training and capacity building • Code of Conduct and corporate policies • Career planning and Development • Market-based compensation, benefits and amenities • Employee welfare programs
5	Investors	No	Email advisories, newspaper, website, Intimation to stock exchanges In-person meetings	<ul style="list-style-type: none"> • Quarterly: Financial statements in IndAS; Earnings call; Exchange notifications; Press conferences • Continuous: Investors page on the website • Annual: AGM; Annual Report 	<ul style="list-style-type: none"> • Financial results, • event driven and • business updates of the company

6	Shareholders	No	<ul style="list-style-type: none"> • Company website • One-on-one meeting • Annual General Meeting • Investor/Analyst meet • Quarterly results • Disclosures and Updates through Stock Exchange • Press Releases and Public Announcements 	Annually/ Quarterly and event driven	<ul style="list-style-type: none"> • Financial & Operational performance • Future approach and projects • Disclosures in the public domain • Uphold Corporate Governance standards • Ethics and compliance • Economic Performance • Address shareholder queries and grievances
7	Customers	No	<ul style="list-style-type: none"> • Project-related calls and meetings • Project management reviews • Relationship meetings and reviews • Executive meetings and briefings • Customer visits • Request for Information (RFIs) and Request for Proposal (RFPs) • Sponsored events; mailers • Newsletters; brochures 	<ul style="list-style-type: none"> • Continuous: website, social media • Half-yearly: Customer satisfaction surveys • Annual: Customer summits, Executive customer surveys 	<ul style="list-style-type: none"> • Understanding client, industry and business challenges • Identifying opportunities to improve our service and products • Deciding on investments and capabilities required to fulfil demand • Understanding client's data privacy and security requirements • Complaint resolution
8	Suppliers	Yes	<ul style="list-style-type: none"> • Email, SMS, telephonic calls • ERP tools 	Periodical as and when required	<ul style="list-style-type: none"> • Obtaining quotes for services and supply • Entering into contract • Helping in onboarding etc.

Materiality Assessment

Identifying material issues relevant to Tanla enables us to strengthen risk management, make informed strategic decisions, and build lasting trust with our stakeholders. We recognize the critical role of materiality assessments in ensuring that our ESG efforts remain focused, forward-looking, and aligned with evolving priorities.

Materiality in Focus

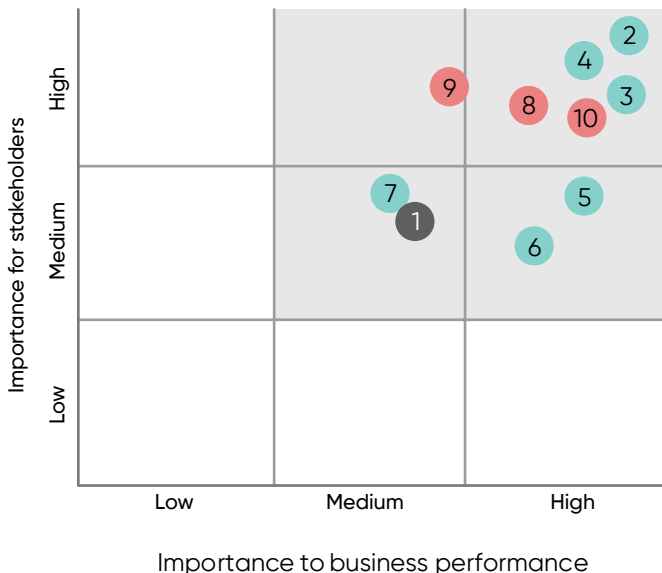
Following our comprehensive materiality assessment conducted earlier, we continue to focus on the ten ESG topics that have consistently demonstrated their strategic relevance to our business and stakeholder ecosystem. The material topics were derived through extensive consultation with both internal and external stakeholders including employees, customers, investors, regulators, peers, and community representatives supported by rigorous research and industry benchmarking.

Ongoing Relevance and Strategic Integration

The material topics were viewed as strategic themes and not mere static checkpoints that have informed key decisions across our operations. The continuity of these material issues reflects the strength and foresight of our earlier assessment, highlighting topics that continue to shape our decision-making, innovation, and impact.

To maintain relevance in a rapidly evolving environment, this framework has been integrated into our Enterprise Risk Management (ERM) system and shaped our performance metrics and reporting.

Materiality Matrix of Tanla



Material issues for Tanla

Environment
1. Climate change

Social
2. Employee engagement and talent retention
3. Labor practices, D&I
4. Customer privacy
5. Employee health and safety
6. Customer relationship
7. Corporate Social Responsibility

Governance
8. Business ethics
9. Corporate governance
10. Data privacy and IT security

Our approach to Materiality

Materiality Impact on Value Chain Partner

Topic	Value Chain Impacted	Description
Business Ethics	O, U & D	Ethical conduct must be maintained internally (O), by suppliers/partners (U), and in all external engagements with customers and users (D).
Corporate governance	O	This relates specifically to Tanla's board structure, transparency, compliance, and oversight mechanisms—internal in nature.
Data privacy and IT Security	O & D	Internally (O), Tanla manages infrastructure and platforms, while downstream (D), customer-facing products and services must ensure protection of user data and digital trust.
Climate Change	O & D	Climate-related impacts arise from internal operations (e.g., energy use, emissions from office infrastructure) as well as downstream through the use of digital platforms and services by customers, which influence overall carbon footprint and climate commitments.
Employee Engagement and Talent Retention	O	This is directly related to Tanla's internal workforce management, culture, and HR practices.
Labour Practices, Diversity & Inclusion	O & U	While D&I and labour policies apply internally (O), upstream vendors and partners (U) are also expected to adhere to fair labour and inclusive practices.
Customer Privacy	D	This concerns how Tanla's platforms protect the data and privacy of end-users and enterprise customers, which is a downstream responsibility.
Employee Health and Safety	O	Health and safety are internal matters, linked to Tanla's working conditions and infrastructure.
Customer Relationship	D	Customer satisfaction, responsiveness, and trust are part of downstream interactions with clients and users.
Corporate Social Responsibility	O & U	CSR is driven internally by Tanla (O), but project execution may involve upstream NGOs, implementation partners, or vendor ecosystems (U).

O – Own Operations **U** – Upstream **D**– Downstream

The sustained relevance of our material topics across the value chain reflects Tanla's proactive approach to integrating ESG considerations into every facet of our operations from internal governance and employee engagement to customer trust and responsible sourcing. By aligning these priorities with stakeholder expectations and business realities, we aim to create long-term value, strengthen resilience, and drive meaningful, sustainable impact. Our materiality framework will continue to evolve as we remain vigilant to emerging risks, stakeholder feedback, and shifts in the ESG landscape.



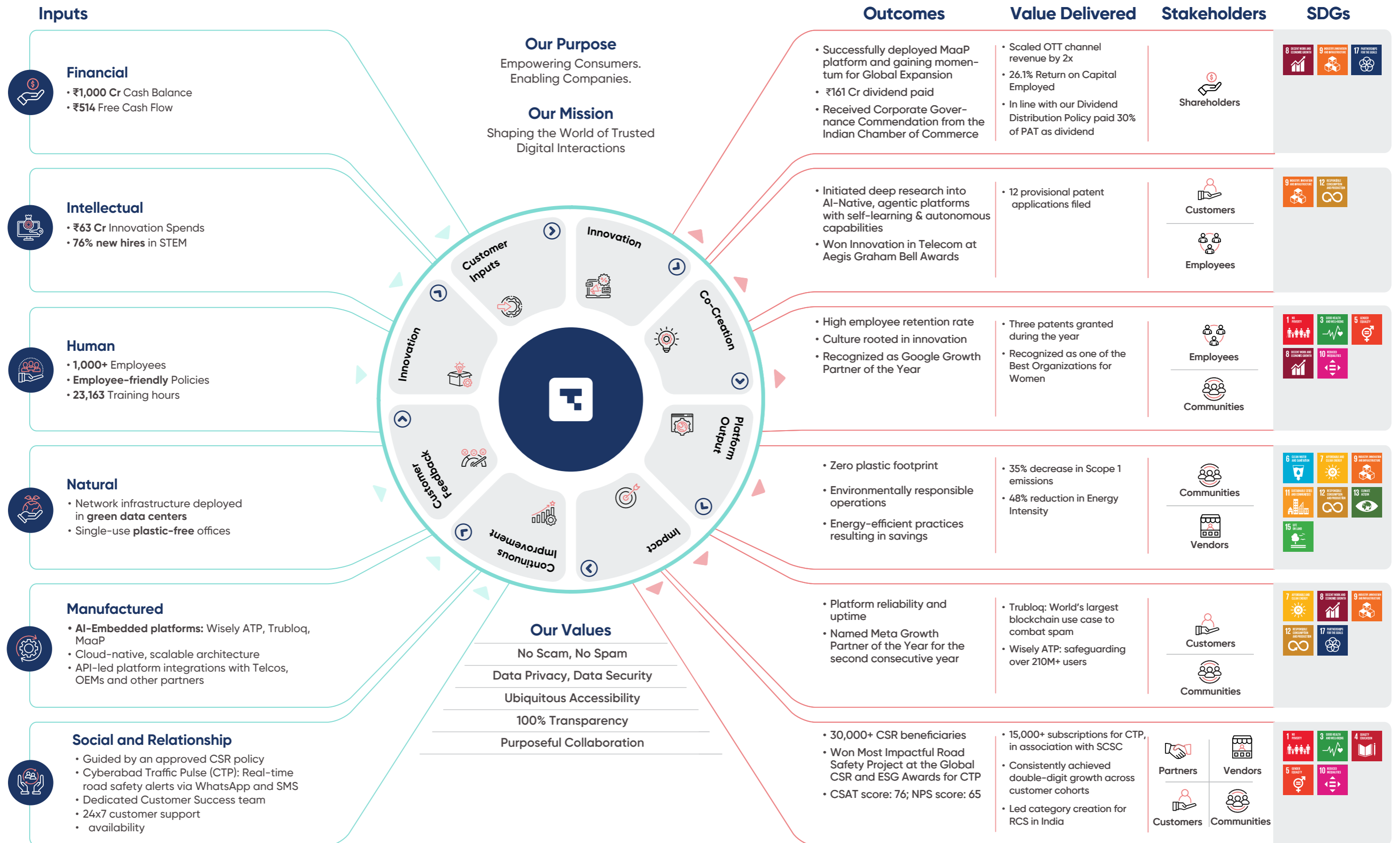
Driving Revenue through Conversations



**VALUE WE
CREATE**

Karix, a Tanla company hosted an exclusive event in Dubai on 'WhatsApp for Growth: Driving Revenue through

Value Creation Model



Financial capital






59%

of free cash flow generated between FY23 and FY25 returned to shareholders through dividends and buybacks



Sriram Vinjamuri, CCO, Karix and Sandeep Palla, Director - DevOps reviews analytics at the Tanla NOC

Performance Highlights FY25

-  Revenue Growth – **2.5%**
-  Gross Profit margin – **26.1%**
-  EBITDA margin – **17.2%**
-  PAT margin – **12.6%**
-  EPS – ₹**37.76**
-  Free Cash Flow – ₹**514 Cr**
-  Return on Capital Employed – **26.1%**

Our value creation is firmly anchored in the prudent management of financial capital. We generate financial capital through our core business operations and strategically deploy it to drive sustainable growth and maximize shareholder value.

Over the years, disciplined execution of our business strategy has led to substantial growth and robust profitability, reflected in a strong and debt-free balance sheet. We remain committed to maintaining a sustainable and financially sound position to support long-term value creation.

We acknowledge our stakeholders' expectations to deliver enduring growth through a well-defined strategy and judicious business decisions. In alignment with our dividend distribution policy, our capital allocation for the year includes dividend payments, ensuring attractive and reliable returns for our shareholders.

Contribution to UN SDGs



Focus Areas

- Growth
- Margins and Efficiency
- Financial Stability
- Innovation

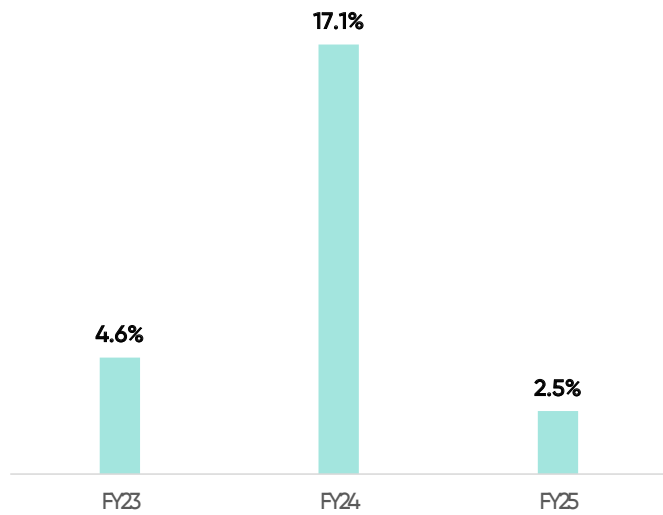


Stakeholder Impacted

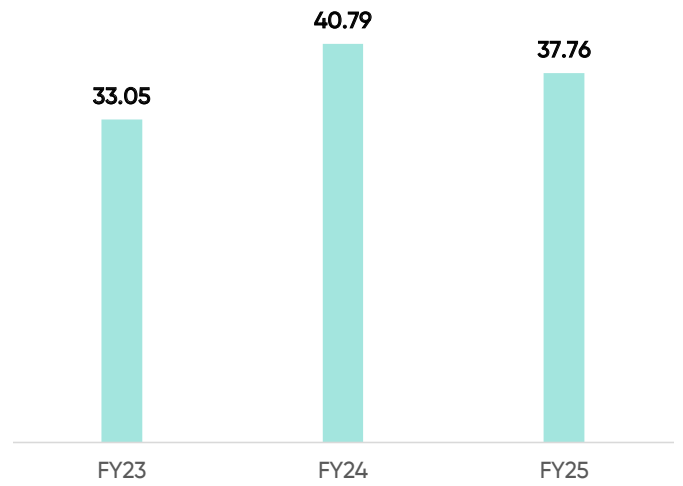
- Investors and Shareholders
- Employees
- Vendors and Suppliers

Particulars (in ₹ Crore)	FY23	FY24	FY25
Revenues (Economic Value Generated)	3,355	3,928	4,028
Operating Costs	2,677	3,108	3,212
Employee Wages and Benefits	134	169	216
Payments to Governments by Country	119	135	120
Community Investments	4	10	13
Economic Value Retained	422	506	467

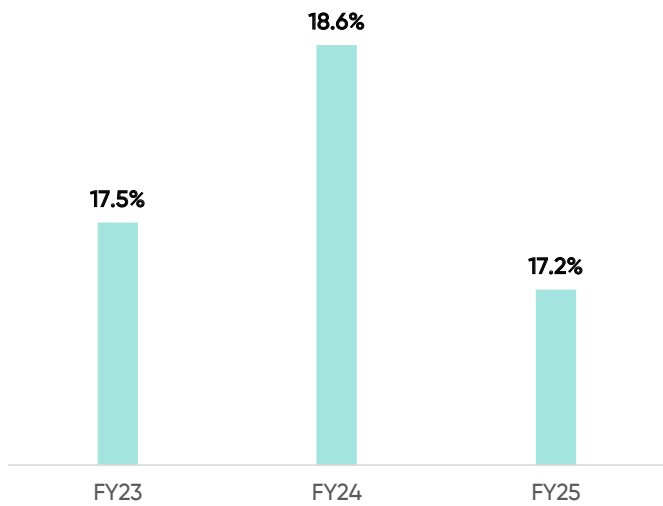
Revenue Growth



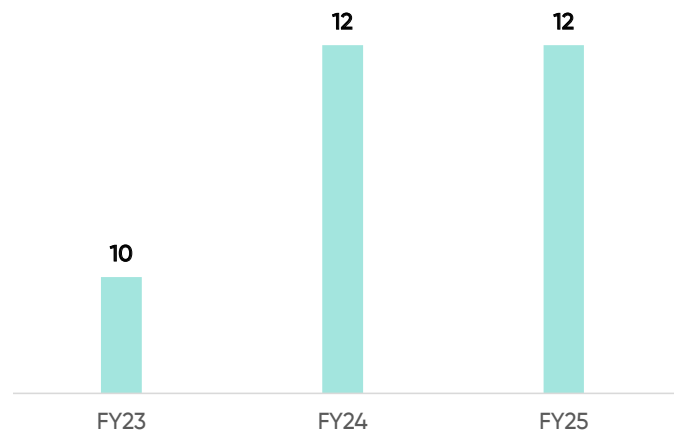
Earnings Per Share (₹)



EBITDA Margin

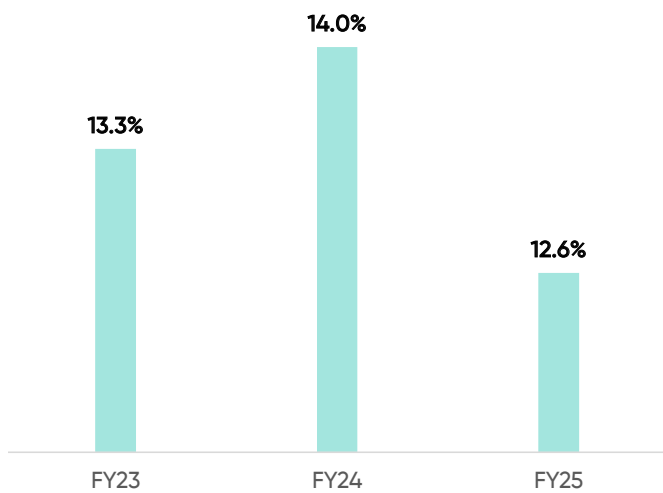


Dividend Per Share (₹)

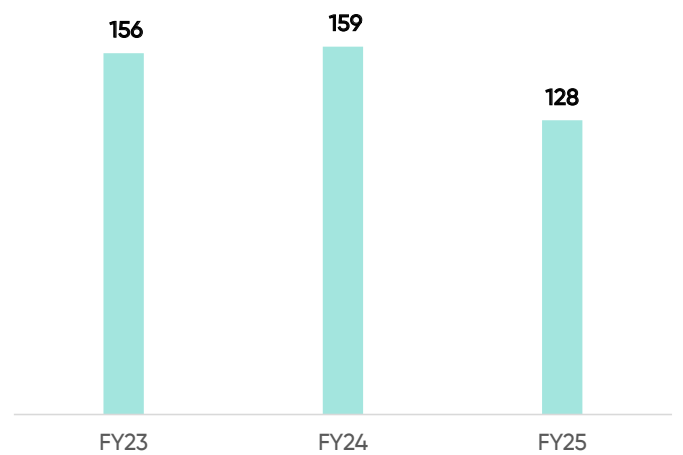


Note: FY25 dividend, includes interim dividend of ₹6 per share

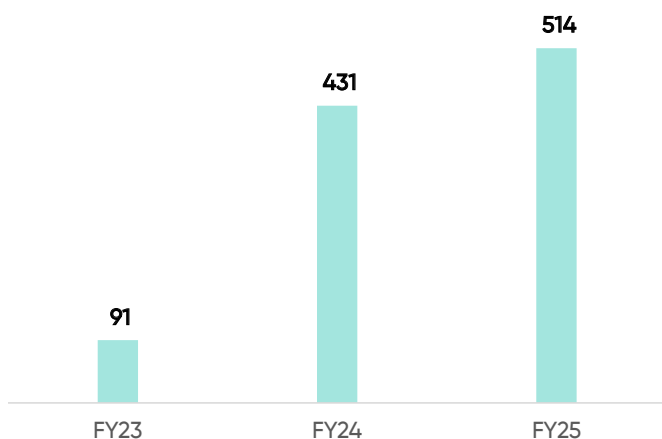
PAT Margin



Capex (In ₹ Cr)



Free Cash Flow (In ₹ Cr)



Revenue

Revenue grew by 2.5% to INR ₹4,028 Cr in FY25 driven by the Enterprise Communication business on the back of exponential growth in OTT channels. For more details, refer to the Management Discussion and Analysis section of this Integrated Report.

EBITDA

EBITDA stood at ₹691 Cr, with an EBITDA margin of 17.2% in FY25. On YoY basis EBITDA margin declined by 149 bps due to decrease in gross margin coupled with increase in indirect cost. For more details, refer to the Management Discussion and Analysis section of this Integrated Report.

Effective Tax Rate

The effective tax rate serves as a measure of the overall tax burden on the company's income (Profit Before Tax) for the year. In FY25 the Company reported a tax expense of ₹120 Cr, with an effective tax rate of 19.1%.

Profit After Tax

Profit after tax was at ₹507 Cr. The PAT margin of 12.6%. For more details, refer to the Management Discussion and Analysis section of this Integrated Report.

Capital Expenditure

We maintain a disciplined approach to capital expenditure, with a clear focus on maximizing returns from existing investments while selectively allocating resources toward future-ready initiatives. Asset optimization remains a priority, ensuring operational efficiency and strong return on capital employed.

We have been driving innovation by fostering close collaboration between our customer-facing teams, in-house technology experts, and cross-functional teams. This integrated approach enables the development of new platforms and the continuous enhancement of product capabilities, ensuring sustainable and long-term value creation for all our stakeholders.

Managing Financial Capital

Our business generates consistent cash flows, providing direct access to capital markets and maintaining a robust balance sheet that enables competitive debt financing when required.

Operational activities serve as our main source of

funding, with cash generated from business operations forming the backbone of our liquidity. We maintain a zero-debt position, supported by sufficient cash reserves that allow us to cover ongoing operational costs, capital expenditures, and strategic projects. We actively manage working capital by closely monitoring receivables and payables, ensuring timely payments while nurturing strong relationships with our suppliers.

Our cash, cash equivalents, and current investments, primarily structured as fixed deposits and liquid funds are held primarily in Indian Rupees, U.S. Dollars and Euros. All investment decisions adhere to conservative risk management policies, with funds placed only in financial instruments and with issuers that hold a minimum 'AAA' credit rating. Details of these investments are available in the Management Discussion and Analysis Section of this Integrated Report.

Shareholder Value Creation

We are committed to delivering long-term value to our shareholders through responsible decision-making, strong corporate governance, and a disciplined approach to capital allocation. Our focus remains on consistent financial performance, robust ESG practices, and aligning our actions with investor expectations.

Transparency and regular engagement with the investor community are central to our governance philosophy. We ensure timely and comprehensive disclosures through multiple channels, including investor presentations, quarterly post-results calls, the Annual General Meeting, and regular one-on-one and group meetings.

Our quarterly Shareholders' Letter, featuring a message from the Founder Chairman & CEO, Uday Reddy, provides insights into industry developments, strategic priorities, and financial performance.

Distribution of Value Created through Capital Allocation Policy

During the three-year period (FY23 - FY25), we returned approximately 59% of free cash flows generated through a combination of dividends and buybacks. For FY25, we have paid an interim dividend of ₹12 per equity share, in line with our dividend distribution policy. Details of our Dividend Distribution Policy are available at <https://tanla.azureedge.net/resources/media/images/Policies/DividendDistributionPolicy.pdf>

Delivering Value through Business Strategy

In alignment with our purpose of 'Shaping the World of Trusted Digital Experiences,' we continued to scale our two synergistic businesses—Digital Platforms and Enterprise Communications—which together form the foundation of our growth strategy. These verticals cater to different segments of the digital ecosystem, each with its own unique growth drivers. Our integrated yet distinct approach allows us to maximize operating leverage, foster continuous innovation, and offer end-to-end solutions for our customers. This strategy has enabled sustained value creation and positioned us to capitalize on future growth opportunities.

Intellectual Capital

Focus Areas

-  Impact Inspired Innovation
-  AI and ML-Powered Innovation
-  Patent Filing and IP Generation
-  Real-time Platform Observability
-  Responsible and Ethical AI Adoption



Stakeholders Impacted

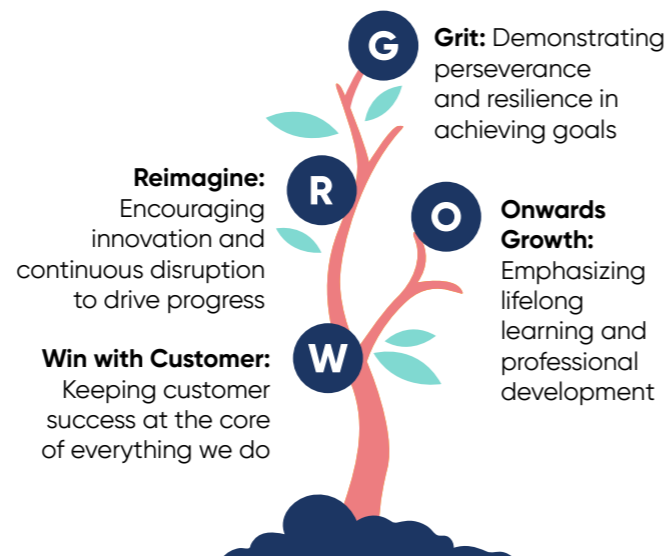
-  Enterprises
-  Telecom Operators
-  Regulators and Policymakers
-  End-Users and Communities

Innovation is synonymous with Tanla, it's not just what we do, it is who we are. We build for scale, trust, and lasting impacts. Our products are guided by our commitment to solving ever-evolving enterprise challenges and deliver responsible growth.

Tanla's Commitment to 'GROW'th

At Tanla, innovation is not an isolated act, it's a culture rooted in a mindset we call GROW. These values guide how we build, lead, and grow – together.

It is anchored in a shared mindset we call GROW, a set of values that shape our culture, and propel our people to build with purpose. These principles act as the north star across business functions.



Contribution to UN SDGs



Product Innovations

Our commitment to product innovation is reflected across every touchpoint in our portfolio—from compliance and security to user engagement and omnichannel orchestration. In FY25, we introduced transformative upgrades and AI-powered enhancements that further solidify our leadership in the enterprise communications space.

Trubloq.ai - The New Standard for Trusted Business Communication

Trubloq.ai is the next-generation evolution of the world's largest blockchain-based DLT platform, designed to keep pace with evolving user behavior and regulatory mandates. With TRAI introducing new mandates - CTA whitelisting, PE-TM binding, and voice spam control via the 140-series, Trubloq.ai helps enterprises, telcos, and regulators stay compliant while delivering secure and spam-free communication. Over 50,000 enterprises, including leading Indian banks, have adopted the platform to streamline their messaging compliance workflows.

The platform's AI-powered engine, Registration.ai, has transformed how enterprises register headers and templates—cutting approval time by 90%, supporting 11+ languages, and reducing rejection rates by 40%. As of March 2025, Trubloq.ai has enabled the whitelisting of 10.7+ lakh CTAs across 50,000+ brands, accounting for over 80% of India's compliance volume. Through automated URL validation, intelligent template classification, and real-time scoring, the platform also helps reduce SMS costs by 10–15% and improves Click-Through-Rates (CTR) by 5–10%.

Trubloq.ai now extends its capabilities to voice compliance by supporting TRAI's 140-series mandate—ensuring promotional calls do not reach users on DND and helping enterprises register numbers with regulatory alignment. Backed by patents in both India and the US, including those covering blockchain-based auditable messaging, Trubloq.ai is not just a platform—it's a critical infrastructure layer for trusted enterprise communication in India.

Safeguarding Digital Communications at Scale with Wisely ATP

Protecting
1 Billion
users from Scams

Wisely ATP is India's first patented anti-phishing platform purpose-built for enterprises, telcos, and regulators to protect digital communication at scale. As phishing, spoofing, and impersonation attacks grow in frequency and sophistication, Wisely ATP serves as the trusted defense layer—securing communications across SMS, WhatsApp, and voice channels.

Powered by Tanla's proprietary AI and machine learning engines, the platform proactively detects suspicious patterns and enforces compliance in real time. It identifies anomalies in communication templates, URLs, and Call-To-Actions (CTA), enabling early threat detection and automated takedowns. As of March 2025, Wisely ATP has scans over 1.5 billion messages on a

daily basis, and has detected 22.1 million scams, helped safeguard over 150 million users from fraud.

Wisely ATP is GDPR-compliant, ensuring that all data handling and threat detection processes meet the highest global standards of privacy and user consent. This makes it a robust choice for enterprises operating in regulated industries or across geographies with stringent data protection norms. Backed by multiple patents in India and the US for phishing detection and secure message delivery, the platform provides telecom-grade reliability with enterprise-grade intelligence.

With deep integration into telco networks and enterprise communication platforms, Wisely ATP is not just a security layer—it's the assurance backbone of digital trust for India's messaging ecosystem.

Impact of

wisely^{ATP}

as of March 31, 2025

210+

million

Users Protected

1.2

million

Scams Found

78,000+

Scammers Detected

2.4

million

CTAs Analyzed

An Exclusive Partnership with Truecaller

Tanla's exclusive partnership with Truecaller has transformed enterprise communication through verified sender identities, rich media engagement, and persistent smart notifications. With over 300 million users in India and 1 billion+ app installs globally, Truecaller has emerged as a high-impact channel for enterprise messaging—across sectors like banking and financial services, eCommerce, gaming, healthcare, and consumer tech.

Truecaller Business Messaging supports a wide range of use cases including non-regulated OTPs, transactional alerts, promotional campaigns, service reminders, and payment notifications, offering features like smart sticky notifications, custom CTAs, link previews, and bot-enabled two-way interactions. In live campaigns across fintech and eCommerce, Truecaller outperformed RCS

and WhatsApp with read rates of 24–27% and click-through rates exceeding 4.5%. Additionally, promotional messages benefit from higher inbox visibility and rich content formats, improving engagement and conversion rates.

With real-time analytics and competitive pricing, Truecaller Business Messaging offers enterprises a secure, scalable, and performance-driven alternative to traditional OTT channels.



At Tanla, we are not just building platforms – we are reimagining the very fabric of telecom intelligence. By harnessing AI-native design, real-time data observability, Self learning AI, Autonomous with deeply agentic AI automation, we're creating a living system that evolves with the enterprise, safeguards user trust, and anticipates tomorrow's regulatory and societal needs. This is technology not just for performance, but for progress—with measurable impact on industry resilience, ethical innovation, and digital inclusion.

Sandeep Kapoor

Chief AI & Data Analytics Officer

Surbo: Conversational AI for Intelligent Engagement

Surbo, Tanla's conversational AI platform developed by ValueFirst, has evolved into a robust engine that powers smart, intuitive interactions across channels like WhatsApp, RCS, Instagram, Facebook, Truecaller, and web. Surbo matured significantly with enhanced speed, intelligence, and contextual relevance, particularly in sectors like BFSI, eCommerce, telecom, and healthcare.

Engineered with a no-code interface, Surbo allows businesses to design and deploy customer journeys rapidly, while offering powerful integrations with CRMs, APIs, and analytics stacks. The platform now supports OCR-based document recognition, enabling faster onboarding and KYC processes. Enhanced intent-matching algorithms and next-best action suggestions have improved resolution rates by 45%, while hybrid bot-to-agent workflows have reduced customer service turnaround time by up to 40%.

With multilingual support, plug-and-play architecture, and deep analytics, Surbo empowers enterprises to deliver personalized, action-driven conversations—transforming traditional messaging into conversational experiences that convert and retain.

Scaling Hyper-Personalized Communication with WhatsApp Business Messaging

WhatsApp remains one of the most trusted engagement channels in India, with over 500 million users relying on the app for real-time, secure communication. Tanla's WhatsApp Business Messaging solution empowers both large enterprises and SMBs with rich, interactive, and action-driven conversations, reshaping how brands deliver commerce, service, and support at scale.

With Tanla's deep integration and automation capabilities, enterprises across BFSI, eCommerce, healthcare, travel, and public services use WhatsApp to enable seamless end-user journeys. Whether it's sending a loan approval, booking a flight, or tracking a delivery, WhatsApp acts as a high-trust, high-engagement channel.

Key Innovations and Capabilities

- **Two-Way Conversations:** Businesses now manage everything from account servicing to commerce on WhatsApp, enabling full-funnel user journeys.
- **SMB Commerce Enablement:** Tanla's solution simplifies ONDC store registration, catalog management, and order fulfillment in just two clicks—supporting digitization for small businesses.
- **Green Tick Verification:** Builds user trust for regulated sectors like banking and insurance.
- **AI-Powered Personalization:** With Gen AI and CRM integrations, enterprises deploy dynamic product recommendations, multilingual messaging, and customized offers—leading to more relevant, contextual conversations.
- **Recurring Notifications (Flows):** Supports reminders for bills, EMI, and service follow-ups—approved by users and delivered within preset time windows.

As user expectations evolve, WhatsApp Business Messaging solution is ramping up to lead the next wave of conversational commerce and intelligent customer engagement.

Driving Rich Communication at Scale

Transforming how enterprises engage and how telcos operate—with Google RCS and MaaP

Tanla is leading India's next phase of mobile messaging evolution through its deep partnership with Google. By enabling rich media conversations and compliant orchestration at scale, we have unlocked new value for enterprises and telcos alike. Today, we stand as Google's largest global RCS partner, processing ~1 billion RCS messages every month, powering interactions that are smarter, faster, and more impactful.

Tanla's RCS offering in partnership with Google provides an immersive, branded alternative to SMS/WhatsApp. Enterprises across banking, ecommerce, travel, automotive, and retail are using it to deliver carousels, videos, clickable CTAs, and transactional flows—all within the native messaging app.

Messaging as a Platform (MaaP)

In August 2024, Tanla launched India's first MaaP at scale with Vodafone Idea (Vi), a powerful messaging hub built on RCS protocols. Within just a quarter, the platform scaled to process over 2 billion messages/month, redefining telco messaging architecture.

Key Capabilities:

- Template-level compliance analytics for audit-ready governance
- Campaign routing engines improving delivery speed by 25%
- Monetization and brand control for operators through unified infrastructure
- Generative AI based content approval



Launching MaaP in partnership with Vodafone Idea was a pivotal milestone, not just for Tanla, but for the entire Indian telecom ecosystem. Scaling to over a billion RCS messages a month within a quarter is a testament to our cloud-native architecture, operational agility, and deep collaboration with Google. We're proud to lead the global RCS transformation from India.

Amar Reddy Chilukuri

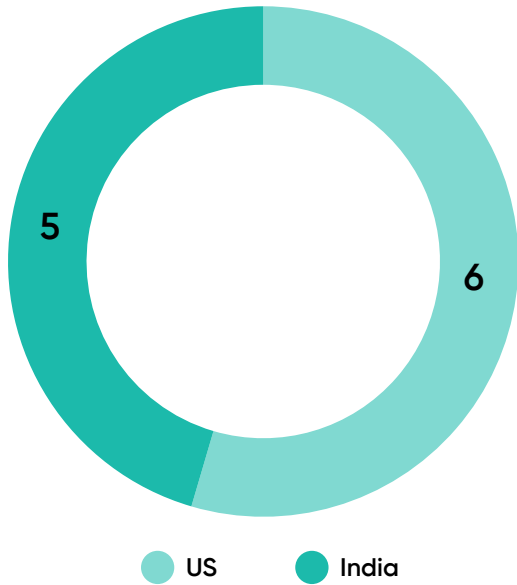
Senior Director of Engineering

Key Milestones:

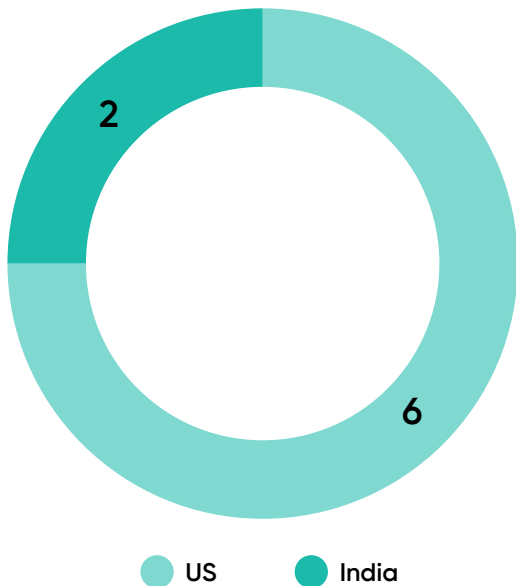
- **MaaP Launch:** August 2024
- **Scale Achieved:** 1 Billion+ RCS messages/month within one quarter
- **First-at-Scale Deployment:** Vodafone Idea (Vi) – India's first MaaP implementation
- Recognition as the Google 'Growth Partner of the Year'

Tanla's RCS and MaaP stack doesn't just deliver messages, it delivers measurable business outcomes, consumer trust, and network-grade scale. As messaging becomes the front door to digital engagement, we're laying the infrastructure to power India's rich communication future, and exporting that capability globally.

Patents Filed (as of date)



Patents Granted (as of date)



Additional features like omnichannel fallback campaigns ensure delivery even when the primary channel fails, while integrated URL shortening tools provide branded links and click-through analytics to boost campaign effectiveness.

These enhancements are delivering measurable results. Enterprises using UTM report a 20% increase in campaign delivery rates, while fallback campaigns have driven a 20% improvement in message delivery and saved up to 4 CPL (Cost Per Lead) hours per week. URL shortening, combined with branded domain usage, has further amplified click-through rates.

Wisely continues to empower enterprises to communicate with clarity, consistency, and confidence in an increasingly complex digital world.

Conclusion

As communication gets more complex and compliance more critical, Tanla responds not just with upgrades, but with intelligence. By embedding AI at the core of our platforms, we moved beyond automation into a space where systems adapt, learn, and act on behalf of the enterprise.

Our focus on building an AI-native architecture, driven by Agentic AI, is not just a technology shift, it reflects a deeper intent to enable trust, reduce friction, and future-proof communication in a world where expectations change fast and regulations follow. Whether it's preventing scams, simplifying compliance, or enabling personalized customer journeys, we have shown how innovation, when applied responsibly, can create lasting value.

The foundation we have laid this year, through patents, platforms, and partnerships, is designed to meet today's needs and evolve with tomorrow's opportunities.

Wisely

Wisely is transforming enterprise communication with a privacy-first, intelligent architecture that offers secure, real-time, and scalable engagement across channels. Wisely enables enterprises to orchestrate trusted customer interactions with full control, transparency, and compliance across the communication value chain.

To elevate performance and user experience, Wisely has introduced several platform enhancements. These include a centralized aggregator/reseller portal to simplify onboarding and management across multiple enterprises; a real-time billing analytics engine (currently in development) to offer immediate insights into usage patterns and dynamic cost control; and Universal Template Management (UTM) for creating and deploying omnichannel messaging with consistent branding.

Human Capital

Focus Areas

-  High Performance Teams
-  Continuous Innovation
-  Growth Opportunities
-  Leadership Capability & Learning
-  Talent Retention
-  Employee Health & Well-being



Employees enjoying Cricket Match as part of the Mind Over Matter Campaign, a wellness initiative by Tanla

Stakeholders Impacted

 Employees

 Academia

 Communities

Contribution to UN SDGs



Advancing Our People Strategy: Building on Core Values

In today's dynamic business environment, attracting, developing, and retaining top talent is more critical than ever. Industry insights for 2025 emphasize the growing importance of leader and manager development, organizational culture, strategic workforce planning, change management, and the adoption of advanced HR technology as key drivers of organizational success. Recognizing these priorities, Tanla has built its human capital strategy on the 3Cs framework—Culture, Competency, and Capability, which has shaped our people strategy and supported our transformation, through the integration with ValueFirst and the 'One Company, One Culture' initiative in FY24.

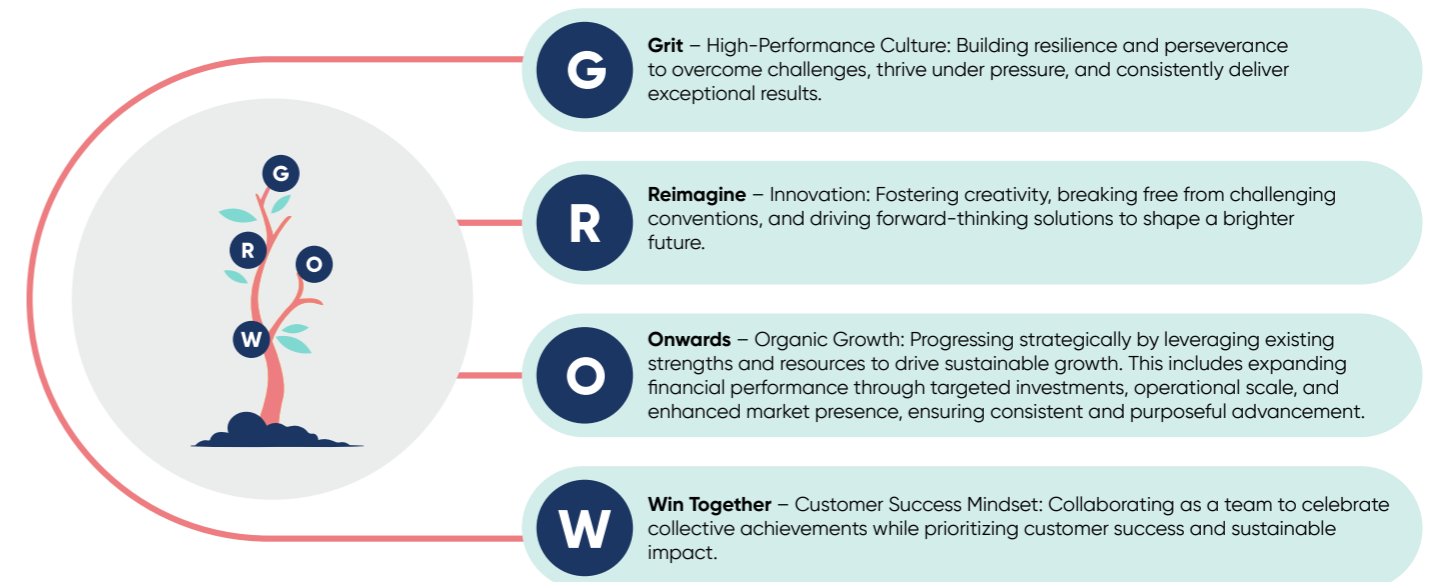
Building on this strong foundation, FY25 marks a new chapter with the introduction of GROW framework: Grit, Reimagine, Onwards, Win Together. GROW provides a structured and forward-looking approach to address the evolving challenges and opportunities we face. It empowers us to build resilience and high performance (Grit), drive innovation and continuous learning (Reimagine), scale our workforce and capabilities (Onwards), and foster collaboration, inclusion, and customer success (Win Together).

Central to our efforts are our values: Passionate, Result-oriented, Transparent and Trustworthy, Customer success, Wellness, and

Giving back. These values form the foundation of our culture and guide every initiative, from nurturing employee well-being and collaboration to delivering impactful solutions for our customers. By living these values, we ensure that our people strategy not only supports our business goals but also creates a workplace where everyone can thrive and make a difference.

Together, the 3Cs, GROW, and our core values create a powerful, integrated framework that positions us to meet today's challenges and shape a future-ready organization delivering sustainable value for all stakeholders.

GROW Framework



GRIT: Building a High-Performance Culture

Grit forms the foundation of our high-performance culture, embodying resilience, perseverance, and the relentless pursuit of excellence. It empowers our people to overcome challenges, thrive under pressure, and consistently deliver exceptional results. By cultivating Grit, we strengthen our organizational backbone, enabling teams to navigate uncertainty with determination and maintain focus on long-term goals. This foundation of resilience not only drives individual excellence but also propels Tanla's sustained success in a rapidly evolving business landscape. Our comprehensive approach to nurturing grit spans recognition, innovation, evaluation, wellness, and support systems, ensuring our workforce is equipped to sustain success in today's dynamic environment.



Our people agenda is anchored in GROW—Grit, Reimagine, Onwards, and Win with Customer—driving how we attract, nurture, and elevate talent. In FY25, we translated this into action by investing in future-focused skills, inclusive leadership, and a culture where innovation is instinctive and growth is continuous.

Pratosh Shah

Sr Director, Talent Acquisition & HR, Tanla

Rewards & Recognition at Tanla: A benchmark for excellence

Rewarding Grit forms the foundation of our people strategy at Tanla. Our Quarterly Awards celebrate sustained high performance. In FY25, we recognized 8.3% of our employees through individual awards, 5% of managers and over 5% of our talent through team awards across GTM, Innovation, Customer Success, and Marketing teams. Complementing these, our Spot Awards provide immediate recognition to outstanding contributors, with about 2.5% of employees acknowledged for their on the spot achievements, through monetary rewards, gift vouchers, and other incentives. QOP (Quarterly Operating Plan) and AOP (Annual Operating Plan) meetings serve as key touchpoints for both planning and recognition, where spot awards are often presented to employees who exemplify grit in their daily work.

Our Rewards and Recognition (R&R) initiatives benefitted 21% of our overall talent, aligned with industry benchmarks and designed as short-term incentive

plans. Complementing this, our long-term incentive plan (LTIP) includes performance-based RSU grants for high performers, with 5% of our talent awarded RSUs for FY25. Our comprehensive approach reinforces our commitment to celebrating excellence and fostering a culture where grit, collaboration, and innovation are consistently recognized and rewarded.



In a complex regulatory landscape, our commitment to integrity and compliance shapes a culture of trust. By building capability in legal expertise and fostering open communication, we ensure our growth is sustainable and aligned with ethical standards.

Snigdha Ghosal

Director, Legal and Compliance, Tanla

Recognition at Tanla

Recognition Type	Number of Employees/ Teams	Employee Recognized	Percentage of Workforce
Individual Awards	82	82	8.3%
Manager Awards	50	50	5.0%
Team Awards	20 Teams	57	5.7%
Spot Awards	25	25	2.5%
Total		214	21.5%

Innovation Incentive Program: Fuelling Grit Through Persistent Creativity

Innovation is a core philosophy of Grit, reflecting persistence, resilience, and a relentless drive to solve complex problems. Building on our commitment to recognizing Grit, the Innovation Incentive Program rewards employees who demonstrate these qualities by pushing boundaries and turning ideas into tangible intellectual property. This program incentivizes inventors at three stages of the patent journey, for disclosures, patent filing, and final issuance, ensuring that perseverance and creativity are consistently acknowledged and rewarded.

Launched this year, the program has already generated significant momentum, with twelve patent applications filed and incentives for the initial stages disbursed. Inventors also receive opportunities to present their innovations to the Board of Directors.

The program embraces all forms of innovation,

recognizing that Grit manifests not only in groundbreaking inventions but also in incremental improvements and creative problem-solving. It encourages a wide range of contributions, including technical improvements in software, algorithms, or protocols; creative approaches to solving problems, optimizing processes, or enhancing customer experiences; cross-disciplinary ideas that blend knowledge from diverse fields with potential impact in the CPaaS space; and experimental solutions, early-stage ideas that may require refinement but hold promise for future value. By linking incentives to each stage of the innovation lifecycle and celebrating diverse contributions, the program cultivates a culture where grit is not only recognized but actively rewarded. This reinforces our broader people strategy, inspiring STEM talent to persist through challenges, innovate boldly, and contribute to sustained market leadership.




Tanla's Innovation Incentive Policy fosters a culture where bold thinking is encouraged and rewarded. It inspired me to transform an AI-driven idea into a patentable solution—bridging innovation with real-world impact. The freedom to experiment, combined with leadership support and a well-defined innovation framework, empowers employees to consistently push boundaries.

Bharat Chandra Teepalapudi
Associate Director, Data Science, Tanla

Performance Evaluation Driving Organizational Excellence

Performance evaluation is a key element, cultivating a culture that recognizes achievements, encourages continuous improvement, and rewards meaningful contributions. Our approach embraces a Pay for Performance philosophy, linking individual and team results directly to tangible rewards. We follow a fair and transparent pay structure in compliance with applicable statutory regulations for equal work. This includes pay for overtime, equal pay across genders, fully paid annual leave, and clear notice periods during any role changes. We ensure our people feel supported through every transition. To attract and retain highly skilled individuals, we also offer performance-linked Restricted Stock Units (RSUs) aligning employee interests with the Company's long-term success. This framework promotes fairness, transparency, and alignment with broader organizational goals.

The appraisal process is thorough and well-structured, beginning with manager training to ensure unbiased, data-informed evaluations. Employees are assessed on

two core competencies Functional Competencies and Behavioural Competencies. Each employee is rated on a five-stage scale, ensuring consistent and objective measurement across the organization. Assessments revolve around a comprehensive set of strategic Key Result Areas (KRAs) that reflect the Company's priorities. Our evaluation process employs a dual framework Skill Set Mapping, which assesses technical expertise, leadership qualities, and domain knowledge, and Business Impact Mapping that measures objective results achieved. In FY25, 100% of eligible employees participated in the annual appraisal cycle.

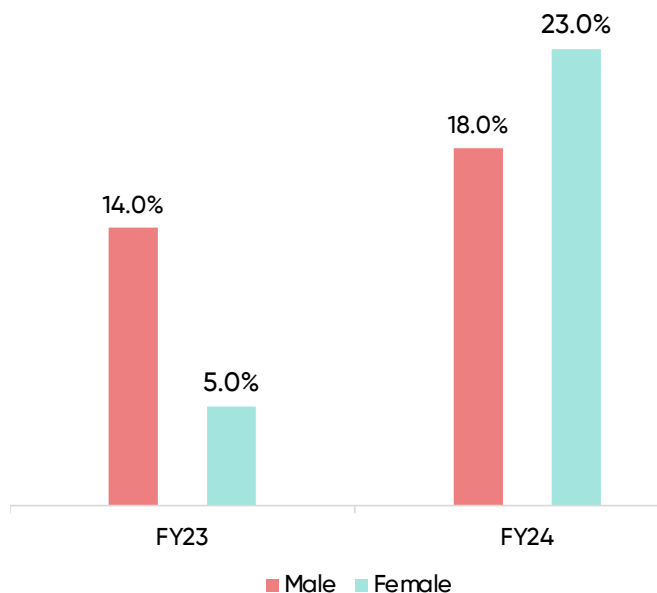
Together, these evaluations drive accountability and strategic contribution, inculcating a culture of continuous feedback and growth. We are committed to advancing diversity and equity through our performance evaluation process.

The following table highlights our progress in gender equity in promotions over the past two fiscal years:

Performance Evaluation: Promotion Rates by Gender (FY24)

Gender	FY23			FY24		
	Promotion	Head Count	%	Promotion	Head Count	%
Men	65	478	14%	119	654	18%
Women	7	137	5%	35	153	23%
Total	72	615	12%	154	807	19%

Performance Evaluation: Promotion Rates by Gender



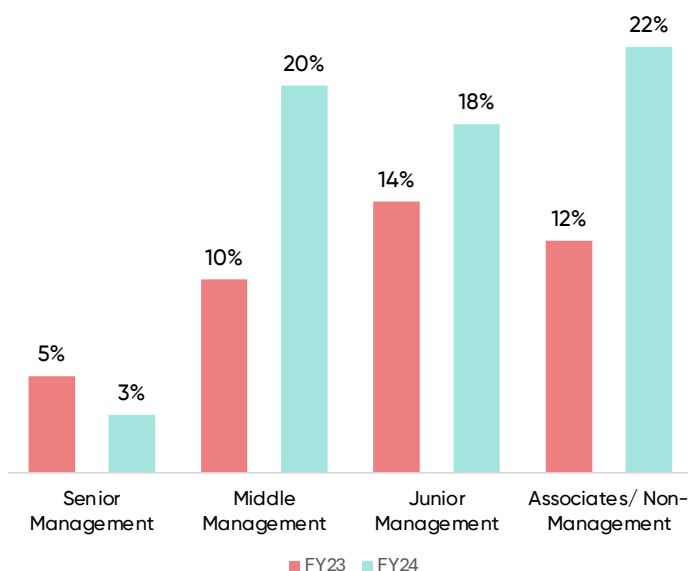
Promotion rates rose significantly in FY24, with women increasing from 5% to 23% and men from 14% to 18%, taking the overall rate from 12% to 19%. These gains reflect the strength of our performance management system and our commitment to equitable growth opportunities for all.

To further strengthen our commitment to fair and transparent performance management, we analyze promotion outcomes and the below table represents promotion rates across different bands.

Performance Evaluation: Promotion Rates by Bands

Level	FY23			FY24		
	Promotion	Head Count	%	Promotion	Head Count	%
Senior Management	1	19	5%	1	34	3%
Middle Management	21	201	10%	56	284	20%
Junior Management	22	153	14%	44	246	18%
Associates/ Non-Management	28	242	12%	53	243	22%
Grand Total	72	615	12%	154	807	19%

Performance Evaluation: Promotion Rates by Bands



Promotion rates rose from 12% to 19% in FY24, led by strong gains in Middle Management (10% to 20%) and Associates/Non-Management (12% to 22%). Promotions in the Junior Management band increased from 14% to 18%, while Senior Management remained steady, ensuring leadership continuity.

All promotion decisions are rigorously reviewed by SLTs and CXOs to ensure fairness, support succession planning, and enable targeted growth. Promotions are merit-based, and tied to role availability within a clear band-grade structure.

Goal-setting cycles, regular reviews, and ongoing feedback keep employees aligned with evolving business priorities. This holistic approach builds leadership strength and organizational agility while reinforcing a culture of innovation, ownership, and excellence, where grit drives sustained performance and success.

Health and Wellness: Supporting Holistic Well-being

At the heart of GRIT framework is a commitment to the well-being of every employee. Recognizing that a healthy workforce is the foundation of sustained performance and engagement, we offer a comprehensive suite of health and wellness initiatives designed to support physical, mental, and emotional well-being across all locations.

Care

We offer Doctor-on-Call support for employees and their dependents, ensuring access to expert medical care when needed. Childcare facilities and a dedicated lactation room for nursing mothers is available.



Nourish

We provide organically sourced food through the Goodness Basket initiative and offer regular dietician consultations. It ensures access to nutritious options and expert guidance, enabling employees to make informed choices to support sustainable health and wellness.



Thrive

We partnered with Plum, a leading wellness platform, giving employees access to multiple health experts and membership benefits for a range of fitness programs. With initiatives like Care, Nourish and Thrive, we keep employees healthy and happy by making wellness a priority at work. Over the past three fiscal years, our absentee rate has remained constant at 7.0% YoY. It reflects the effectiveness of our comprehensive health and wellness initiatives in promoting physical and mental well-being.



Employee Absenteeism Rates

Absentee Rate – Covering 100% of Employees			
Employees	FY23	FY24	FY25
Absentee Rate	7.0%	7.0%	7.0%

Policies: Enabling a Supportive and Transparent Workplace

Well-defined policies form the backbone of a fair, supportive, and transparent work environment. Our policies empower employees, safeguard their well-being, and create a culture of trust and clarity.

Medical Policy: Employee well-being is central to a thriving workplace. All our employees are covered under a comprehensive group medical insurance policy, which also includes applicable government social schemes. All employees are provided free annual health check-up. Voluntary top-up insurance options are available to meet varied healthcare needs which were also extended to interns. Employees and their dependents are covered for life, accident, and group medical insurance, supported by leading providers. Beyond insurance, we offer personalized doctor consultations, sports and fitness activities. Training, awareness sessions, and confidential counselling are provided through partnerships with mental health professionals, ensuring employees have the support they need to manage stress, build resilience, and maintain overall well-being.

Leave Policy: Our leave policy provides 25 earned leaves annually, along with specialized leave for study, critical illness, and bereavement, offering flexible and compassionate support. Utilization of paid annual leave is tracked and encouraged to promote employee well-being and rest. Flexi-work options are also provided on a case-by-case basis, especially for medical or personal reasons.

Parental Leave: In addition to the mandated 26 weeks of maternity leave and 5 business days of paternity leave, we offer extended maternity leave and flexible work-from-home options for new mothers on a case-by-case basis. In FY25, 33 men and 10 women availed parental leave, with 95% returning to work. Moreover, 96% of those who took parental leave continued with us for at least 12 months post-return, reflecting strong retention and support for new parents.

EV Car Policy: To support sustainability, we offer incentives and support for employees to own and use electric vehicles.

Know Your Policy Initiative: Understanding policies is key to empowerment. We simplify complex policies into easy-to-understand formats, helping employees know their benefits and responsibilities through this initiative. Through this initiative, regular communications, workshops, we ensure transparency and promote informed engagement and trust.

In the GRIT phase of the GROW framework, we cultivate a high-performance culture that drives innovation, builds resilience, and a collective purpose for long-term

success.

We balance ambitious goals with a strong focus on employee well-being, recognizing that sustainable growth comes from empowering people. By embracing this mindset, we create a workplace where everyone can thrive together.

REIMAGINE: Innovation Driving a Brighter Future

The Reimagine pillar of the GROW framework centers on fostering innovation by challenging conventional thinking and pioneering forward-looking solutions that shape a brighter, more dynamic future. At the heart of this transformation are our people. In today's fast-paced digital landscape, it is our talent that empowers us to adapt with agility, innovate with clear purpose, and lead with resilience.

We have embraced a mindset of reimagining how we work across every facet of the company, from sparking innovation and accelerating product development to crafting customized solutions for our customers and delivering exceptional value to our internal stakeholders. This approach is deeply rooted in collaboration and customer feedback, ensuring that our innovations address real-world needs and create meaningful impact.

To fuel this evolution, we actively encourage our teams to develop and integrate AI capabilities into their daily workflows. This strategic adoption has not only boosted productivity but also sharpened our collective expertise in cutting-edge technologies. Our engineering and product development teams, in particular, are empowered to leverage AI tools to enhance their output and remain at the forefront of industry trends, ensuring we stay agile and relevant in an ever-changing environment.

By continuously reimagining our approach, we unlock new possibilities and drive meaningful progress, building a future-ready organization that thrives on innovation, resilience, and a relentless pursuit of excellence.

Talent Pool: Empowering Innovation and Growth

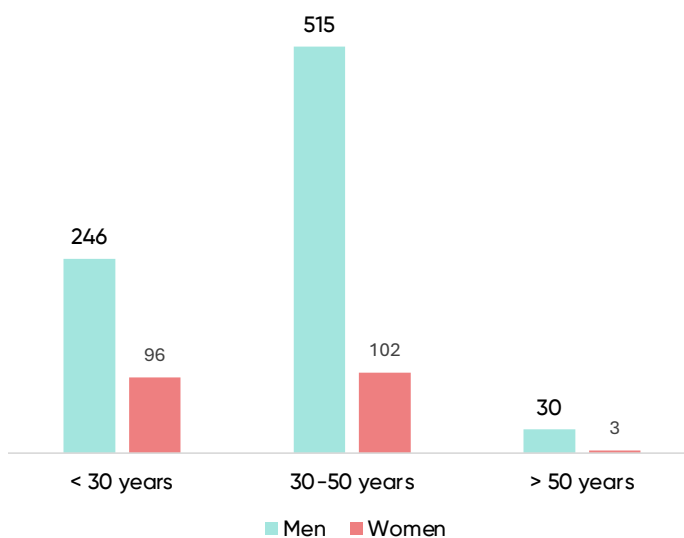
Our talent base continued to evolve in FY25, aligning closely with our strategic priorities and driving our innovation-led growth. By the end of FY25, our total headcount reached 1,032, comprising 992 permanent employees. This dynamic and skilled workforce enables us to challenge conventions, embrace new technologies, and pioneer forward-looking solutions that shape a brighter, more dynamic future.

Our talent pool of 992 employees is distributed across key functional groups: 303 in middle management (aged 30 to 50), 326 under 30 in junior management and associate roles, and 35 in senior management. Middle management constitutes the largest segment, providing essential operational leadership and continuity. Employees under 30 are well represented in junior and associate positions, forming a strong pipeline for managerial roles. Senior management brings strategic direction and seasoned experience to the organization.

Employee Headcount - By Age, Gender, Level

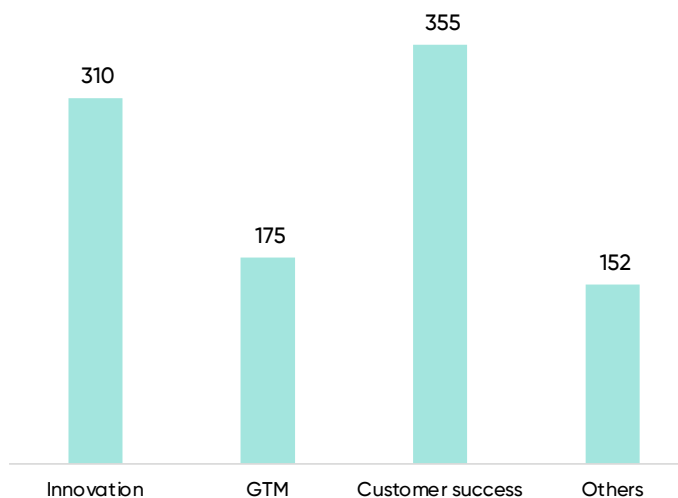
Employee Category	By Age Group						Total
	<30 years		30-50 years		>50 years		
	Men	Women	Men	Women	Men	Women	
Top & Senior Management	-	-	19	2	12	2	35
Middle Management (D&E)	8	8	252	51	18	-	337
Junior Management (C&Below)	78	33	162	36	-	-	309
Associates/Non-management (Workmen)	160	55	82	13	-	1	311
Overall talent	246	96	515	102	30	3	992

Employee Headcount - By Age and Gender



Gender diversity is evident across most levels, with 51 women in middle management out of 303, and 88 women under 30 in junior and associate roles out of 326. Notably, 44 women are engaged in revenue-generating roles in FY25, marking a 42% increase from the previous year. This progress reflects our meaningful strides in breaking gender barriers within business-critical functions.

Employee Headcount - By Function



Function Wise Talent Headcount

In line with our strategic priorities, we continued to make focused investments in our talent across the Company to scale capabilities in AI/ML, product management, engineering, GTM and customer success. Currently, 85% of our talent is focused on innovation, GTM and customer success.

As of FY25, 99.3% of our workforce is of Indian origin, reinforcing our strong alignment with India's globally recognized expertise in technology and digital innovation. Our global representation includes professionals from other nationalities, who constitute 0.6% to overall work force.

Employee Headcount - By Revenue & STEM Functions

Function	FY23	FY24	FY25
Revenue Generation	97	135	145
STEM	484	793	802
Others	34	65	45
Total	615	993	992

Workforce Composition by Nationality

Nationality	Talent
Indian	986
Other Nationalities	6
Total	992

Talent Strategy to Fuel Reimagination

Inclusive hiring practices that transcend barriers of age, gender, ethnicity, and experience. Our structured hiring framework blends campus outreach, global talent mapping, and executive search to onboard talent aligned with our purpose and GROW framework. We prioritize domain expertise, digital mindset, and cultural alignment, enabling sustainable growth and disruption.

We blend digital platforms with human touchpoints to ensure an enriched onboarding experience. From structured induction modules to AI-driven learning journeys, new hires are equipped to align quickly with Tanla's purpose, values, and business expectations. Every new hire undergoes a structured onboarding journey that includes a comprehensive HR induction and a global induction, which is conducted periodically to ensure alignment across geographies. These sessions familiarize employees with Tanla's purpose, values, and strategic objectives, business goals, products, platforms, and organizational structure. To help new hires acclimatize smoothly, a buddy who is an experienced existing employee is assigned at the start of their journey. This buddy provides guidance, answers questions, and offers a personal connection within the organization, helping new hires navigate the company culture and build early relationships. As part of our commitment to ethical and responsible employment, all new joiners are introduced to our Code of Conduct, Human Rights Policy, and the POSH (Prevention of Sexual Harassment) framework during the onboarding process. In FY25, we onboarded 358 new employees across levels, age groups, and business functions. The average hiring cost per full-time employee for new hires was ₹39,444, decreased by 25% from FY24.

Talent Hiring

Employee Category	By Age Group						Total
	<30 years		30-50 years		>50 years		
	Men	Women	Men	Women	Men	Women	
Top & Senior Management	-	-	8	-	-	-	8
Middle Management	2	8	53	16	2	-	81
Junior Management	40	25	42	7	-	-	114
Associates/ Nonmanagement	102	23	26	4	-	-	155
Overall talent	144	56	129	27	2	-	358

The hiring in FY25 was focused on strengthening core business functions and supporting long-term capability development. A total of 114 employees were hired at the junior management level, primarily from engineering and technical backgrounds. Additionally, 81 professionals joined at the middle management level across operations, product, and customer delivery. Employees under the age of 30 accounted for 56% of total new hires (200 out of 358), with most joining in associate and junior roles. This demonstrates our ability to attract and retain young talent by cultivating the right culture, offering competitive compensation, and supporting their drive to deliver innovation.



From the interview to induction, every step of my onboarding at Tanla was seamless and full of warmth. My KRAs and KPIs were clearly outlined during the interview, and weekly check-ins before joining kept me informed. During induction, I had one-on-one sessions with each product head, which gave me a strong understanding of our offerings and cross-collaboration opportunities. With incredible support from my buddy and the welcoming vibe at the Garage, Tanla felt like a second home in no time."

Pratyush Sunandan

Associate Director, Products, Tanla



In terms of diversity, 83 women were hired during the year, representing 23% of total new hires. Most women joined at the associate, junior, and middle management levels. We have hired 60% more women in FY25 compared to FY24 reflecting our inclusive hiring strategy.

New Talent Hires by Function and Percentage

Function	New Hire	%
Revenue generation	72	20%
STEM	272	76%
Others	14	4%
Total	358	100%



We hired 272 new employees under STEM roles reflecting our continued investments in building talent across product innovation, engineering, AI/ML capabilities in line with our strategic priorities.

Human Capital Return on Investment (HCROI)

In FY25, our HCROI stood at 3.74, meaning that for every rupee invested on our workforce through compensation, training, and employee-focused initiatives. While this reflects a moderation from 4.79 in FY24, the change is aligned with our strategic priorities for the year.

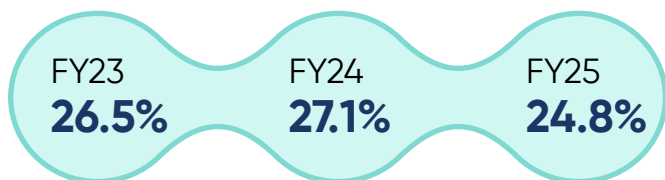
The reduction is a result of deliberate and future-focused investments in strengthening our talent, specifically in functions that support Tanla’s long-term vision. This includes building AI-embedded platforms, enhancing customer success functions, and expanding brand product marketing capabilities. Rather than short-term efficiency gains, FY25 focused on laying the groundwork for sustained innovation and platform-led growth. These investments are expected to deliver greater impact and higher returns in the years ahead, amplifying both human and financial capital efficiency over time.

Human Capital Return on Investment	FY25 (₹ in Cr)
a) Total revenue, as specified in the 'Denominator'	4,028
b) Total operating expenses	3,441
c) Total employee-related expenses (salaries + benefits)	216
Resulting HC ROI (a- (b-c))/c	3.74
Total Employees, as specified in the "Denominator"	992

Talent Turnover

We view employee turnover not merely as a metric, but as a strategic insight that informs our approach to retention, workforce planning, and engagement. By continuously monitoring turnover trends across gender, age groups, and management levels, we identify emerging challenges and take timely, targeted action. In FY25, we implemented structured quarterly pulse checks and strengthened feedback loops to help reduce voluntary attrition and reinforce workforce stability. Our proactive and data-driven employee retention approach continues to align employee experience with business priorities, supporting both individual aspirations and long-term continuity.

Employee Turnover

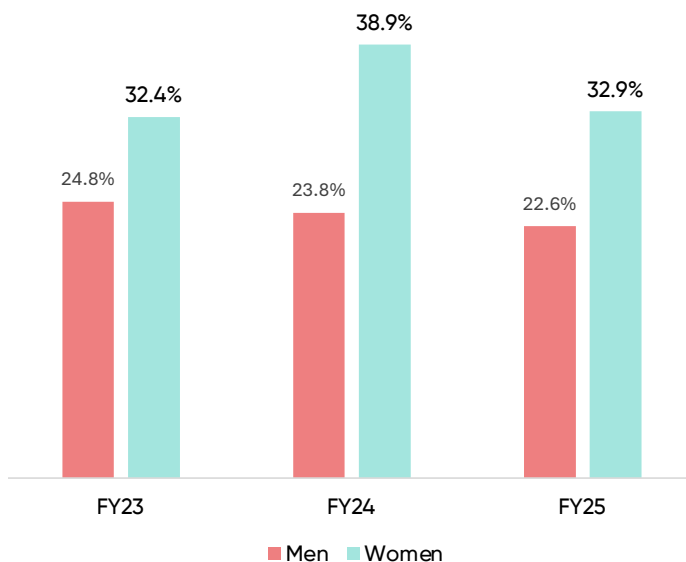


Over the past year, we have made measurable progress in improving employee retention, with voluntary turnover showing a decline compared to the previous two years. Employee turnover for FY25 is 24.8%. This improvement reflects the effectiveness of our targeted retention strategies, including enhanced career mobility, focused leadership engagement, wellness initiatives, and a stronger emphasis on employee experience.

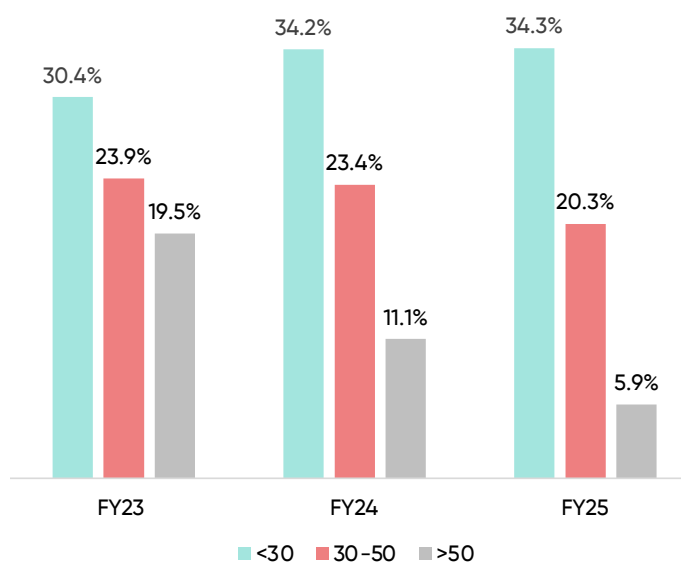
Permanent Employee Voluntary Turnover by Gender

Age Category	FY23		FY24		FY25	
	HC	Rate	HC	Rate	HC	Rate
Men	120	24.8%	150	23.8%	178	22.6%
Women	46	32.4%	68	38.9%	68	32.9%
Total Voluntary Turnover	166	26.5%	218	27.1%	246	24.8%

Permanent Employee Voluntary Turnover - By Gender



Permanent Employee Voluntary Turnover - By Age



Attrition remained highest among employees under the age of 30, at 34.3%, consistent with trends observed in the previous years. This reflects the career mobility typical of early-career professionals, who often explore new opportunities as they seek alignment with their long-term aspirations. In comparison, attrition among employees aged 30 to 50 declined to 20.3%, indicating improved stability within the experienced talent cohort.

Permanent Employee Voluntary Turnover by Age, Gender and Bands

Employee Category	<30 years		30-50 years		>50 years	
	Men	Women	Men	Women	Men	Women
Top Management	-	-	-	-	-	-
Senior Management	-	-	8	-	-	-
Middle Management	6	3	53	9	1	1
Junior Management	26	18	25	13	-	-
Associates/Non-Management	48	20	11	4	-	-

In FY25, 47% of voluntary exits came from employees under 30, largely in junior and non-management roles, reflecting early-career mobility driven by life transitions such as higher education or career shifts. Another 47% of exits were from the 30–50 age group, likely linked to career transitions.

In the Reimagine pillar of our GROW framework, we are redefining how talent is attracted, nurtured, and retained to build a future-ready workforce. Through hiring and continuous candidate engagement across the employee lifecycle, we create a seamless, personalized experience that builds early connection and commitment.

ONWARDS – Organic Growth

We believe learning never stops. Organic Growth is about nurturing curiosity, expanding capability, and enabling people to grow into their next version, every day. We foster cross-functional exposure, support continuous upskilling, and recognize innovation through initiatives like the Innovation Incentive Program. This pillar fuels personal advancement and collective excellence across teams and functions.

At the beginning of each year, we follow a structured approach to shaping our training calendar. We gather insights from hiring managers on role-specific and functional learning needs, while the annual appraisal process captures employees' top three focus areas for growth. These inputs are synthesized to create a dynamic and targeted roadmap, ensuring our L&D priorities are tightly aligned with both business goals and individual aspirations.

Building on this foundation, our Learning & Development (L&D) strategy in FY25 focused on cultivating a future-ready workforce equipped with agile mindsets and cross-functional capabilities. We delivered 23,163 hours of training, marking a 17.2% increase over FY24. The average training spent per employee reduced from ₹12,608 in FY24 to ₹5,922 in FY25. It reflects our successful adoption of scalable, cost-efficient formats enabled by digital and hybrid delivery models. A key enabler was the implementation of train-the-trainer programs, which helped build internal capability and extend learning impact across teams.

In FY25, we strengthened our L&D ecosystem with the launch of a dedicated Learning Experience Platform (LXP), enabling more personalized and engaging learning journeys. By integrating self-paced learning, field-and-forum models, and curated content on themes such as product innovation, cybersecurity, customer centricity, and emerging technologies, we embedded learning into the flow of work.

23,163
total training hours in FY25

Through this strategic and data-driven L&D approach, we are building a culture of continuous growth, where every employee is empowered to learn, adapt, and lead in a rapidly evolving world. Through the Onwards pillar of the GROW framework, we are preparing our talent to architect the next wave of intelligent, secure, and scalable solutions.

Training Snapshot

Particulars	FY24	FY25
Total Training Hours	19,759 Hours	23,163 Hours
Avg. Training Hours per Employee	19.6 Hours	19 Hours
Avg. Training Spend per Employee (INR)	₹12,608	₹5,922

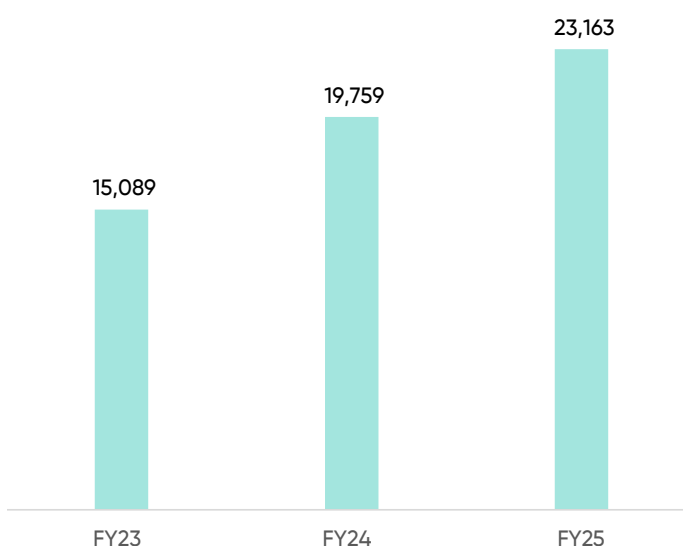
Employee Training Hours

Tanla has demonstrated a consistent upward trajectory in learning investments, with total training hours growing from 4,210 in FY22 to 23,163 in FY25, representing a 5.5-fold increase over four years.

Training Hours by Level and Gender

Level	FY23		FY24		FY25	
	Men	Women	Men	Women	Men	Women
Senior management	271	69	136	74	778	76
Middle management	3,856	769	3,393	501	6,424	1,516
Junior management	2,215	1,166	3,032	1,596	5,154	1,971
Associates and non-management	5,286	1,418	8,892	2,138	5,602	1,628

Employee Training Hours – Yearly Breakdown



Employee participation in structured learning initiatives continued to rise in FY25, with total training hours increasing by 17% over FY24. This steep upward trajectory reflects the impact of our comprehensive L&D strategy, anchored in annual training needs analysis and the deployment of a Learning Experience Platform (LXP)

56% increase in total training hours from FY23 to FY25. This increase is primarily due to the deployment of a Learning Experience Platform (LXP) to streamline access and scale delivery. Our partnership with Udemy enabled on-demand, self-paced learning for employees across functions, while focused investments were made to upskill STEM teams in line with the accelerating AI revolution. Leadership training for middle management helped prepare future leaders to take on broader mandates with confidence. These efforts have collectively contributed to building a culture of onward, organic growth, where performance is sustained by curiosity, competence, and a readiness to meet emerging business challenges.

Employee Participation Across Training Programs – By Gender

Our continued focus on learning and capability development in FY25 has led to a significant increase in employee participation across training programs. These efforts reflect our commitment to building a future-ready workforce, equipped with the skills needed to drive innovation and performance.

Tanla continues to scale its learning ecosystem in FY25, fostering a culture of continuous development across functions

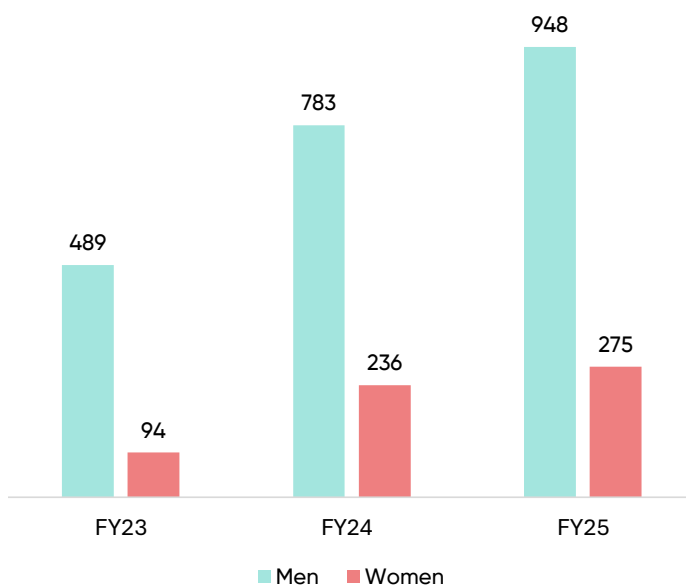
and career stages. A total of 1223 employees participated in at least one training program, with men (948) and women (275) both showing increased engagement. It is important to note that some employees might have participated in multiple categories.

Employee Participation Across Training Programs by Gender

Gender	FY23	FY24	FY25
Men	489	783	948
Women	94	236	275

Participation by both men and women has shown consistent YoY growth, with encouraging rise in women’s engagement, nearly three times higher compared to FY23. This improvement is the result of our inclusive learning approach, which includes flexible training formats and targeted skilling programs.

Employee Participation Across Training Programs by Function and Gender



Business Function	FY24		FY25	
	Men	Women	Men	Women
Revenue-Generating	13.2%	14.5%	12.9%	21.9%
STEM	80.4%	78.4%	84.3%	70.8%
Corporate	6.4%	7.0%	2.9%	7.3%

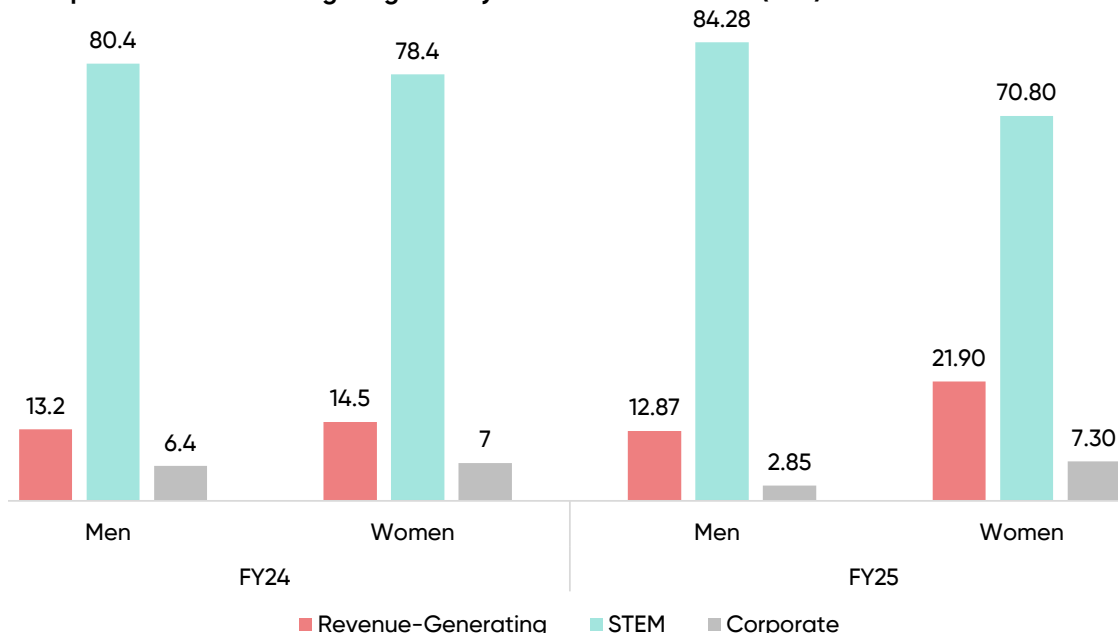
In FY25, we observed a significant improvement in training participation among women across revenue-generating functions, rising from 14.5% in FY24 to 21.9%, a 51% increase that reflects our ongoing focus on building inclusive learning opportunities aligned with business growth. Training participation for men in revenue-generating roles remained steady at ~13%, indicating consistent engagement levels.

51%
increase recorded in training hours of women from revenue-generating functions

In STEM functions, however, we saw a dip in the training share for women, from 78.4% in FY24 to 70.8% in FY25, while participation among men rose to 84.28% from 80.4%. While this suggests strong traction among men, we recognize the opportunity to recalibrate, and design targeted technical learning pathways that resonate more deeply with our women employees in STEM. This will help us close the engagement gap while accelerating skill parity in high-impact functions.

We will enhance training personalization using AI-based learning diagnostics, increase leadership-driven nudges for functional cohorts, and focus on theme-based training interventions, particularly in STEM and corporate functions, to ensure equitable access and motivation across all segments of our workforce.

Employee Participation Across Training Programs by Function and Gender (in %)



Employee Participation Across Training Programs – By Level

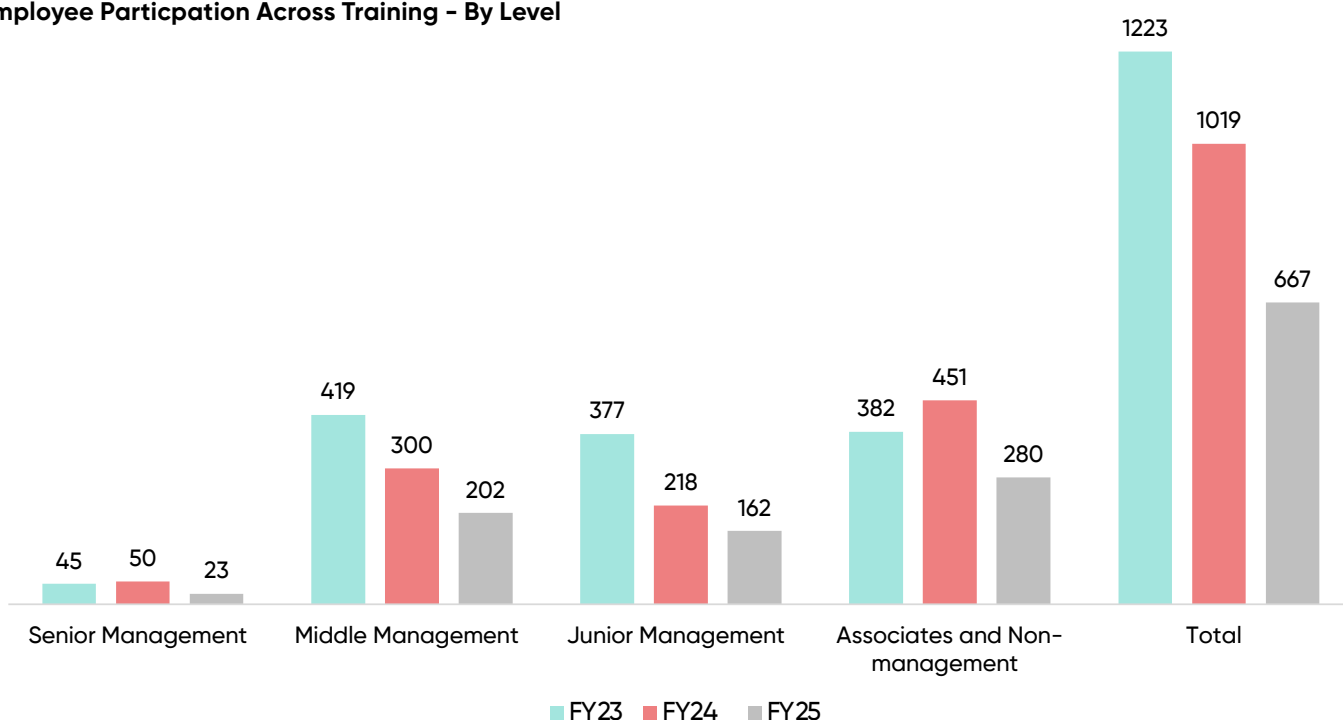
Level	FY23	FY24	FY25
Senior Management	23	50	45
Middle Management	202	300	419
Junior Management	162	218	376
Associates and Non-management	280	451	382
Total	667	1019	1223

Middle management saw the most significant growth, with participation rising by 40% from 300 in FY24 to 419 in FY25. This is a direct outcome of our focused investment in developing mid-level leaders, who serve as critical anchors for execution, collaboration, and team development. These leaders have actively engaged in multiple curated learning journeys, ranging from capability-building to behavioural coaching, positioning them for more strategic roles in the future.

Junior management also recorded a sharp increase in participation, up from 218 in FY24 to 377 in FY25, a 73% rise. This growth is reflective of the structured and need-based L&D calendar we put in place, which emphasized skill-building in high-priority areas and enabled emerging leaders to align learning with career progression.

Associate and non-management level participation held steady, highlighting continued investment in foundational capability-building. While participation from senior management saw a marginal decline from 50 in FY24 to 45 in FY25, this may be attributed to intensive business commitments during the year of transformation. However, our leadership remains deeply invested in talent development, often contributing directly through mentorship, strategic enablement sessions, and cross-functional learning forums.

Employee Participation Across Training – By Level



Employee Participation Across Training Programs – By Age

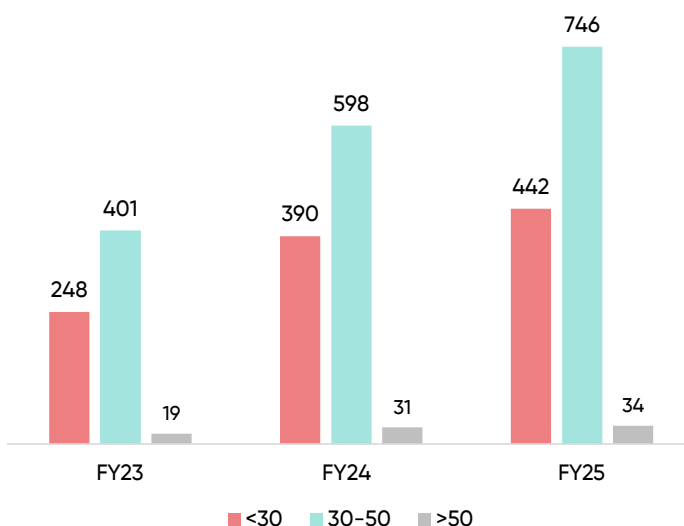
Age	FY23	FY24	FY25
<30	248	390	442
30-50	400	598	746
>50	19	31	34
Total	667	1,019	1,222

Employee participation in the 30–50 age group continued to anchor our learning ecosystem, accounting for 61% of total participation. These mid-career professionals are instrumental in driving execution, innovation, and mentorship across the organization.

Employees under 30 years saw notable growth in training participation, rising from 390 in FY24 to 442 in FY25, a 13% increase. This positive trend validates the impact of our structured onboarding journeys, early-career skill acceleration programs, and GenAI-powered microlearning content. By embedding learning in the flow of work, we are equipping younger professionals to scale faster and contribute meaningfully from the outset.

While the >50 age group represents a smaller share of the workforce, participation in learning continued its upward trajectory for the third consecutive year. The 79% increase over two years highlights a growing appetite among senior professionals to stay current, embrace change, and engage in leadership development.

Employee Training Participation - By Age



Employee Participation Across Training Programs – by Training Category

Type of Training	FY24	FY25
Behavioral	157	156
Functional	198	671
Health and Safety	497	297
Induction	170	298
Leadership	48	140
Mental Wellbeing	322	109
Policy	512	724
Process	44	488
Technical	271	525

Functional training saw a substantial rise, from 198 participants in FY24 to 671 in FY25, with emphasis on deepening domain expertise and role-specific competencies. This 239% increase was enabled by tailored learning journeys built around functional skill matrices and business-led inputs.

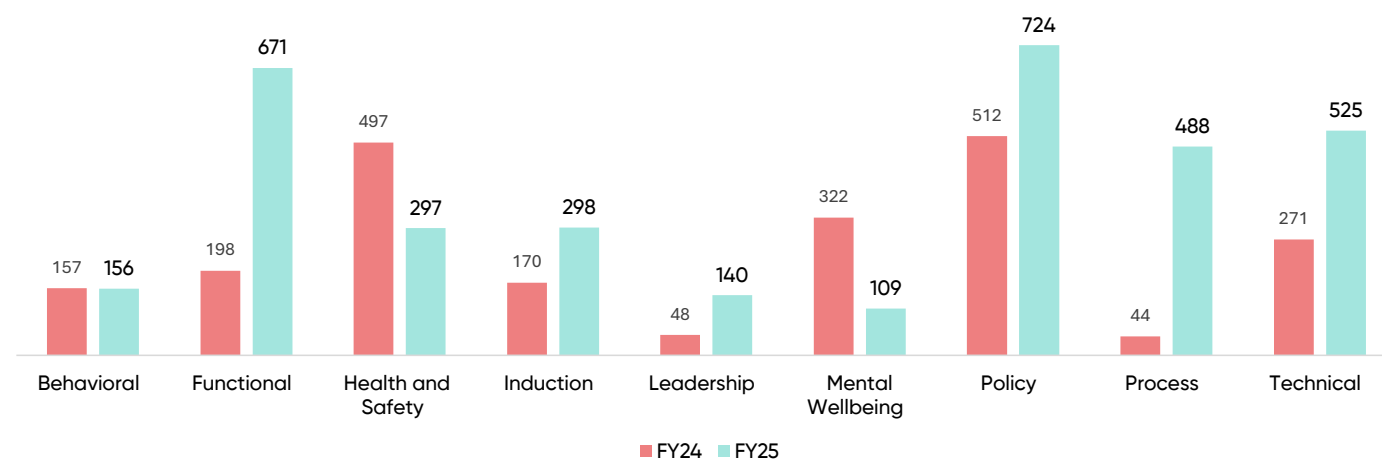
Technical training participation also nearly doubled, with 525 employees trained in FY25 versus 271 in FY24. This upward trend reflects our investment in strengthening digital and engineering capabilities across teams, especially in areas related to emerging technologies and platform development.

Policy and process training witnessed a sharp growth, participants in policy training rose from 512 in FY24 to 724 in FY25, while process training surged more than 10x from 44 to 488. These numbers signal our proactive approach in reinforcing compliance, operational consistency, and governance standards across the organization, especially in a year where we sharpened our focus on transparency and stakeholder trust.

Leadership training participation nearly tripled (140 in FY25 vs. 48 in FY24), showcasing our deliberate commitment to grooming next-generation leaders and embedding enterprise thinking across management levels.

Induction training increased from 170 to 298, a 75% rise, supported by streamlined onboarding processes and expanded hiring across functions and an ~60% increase in the new hires YoY. Behavioral training remained steady at 156 participants, reflecting continued engagement in enhancing interpersonal and professional effectiveness.

Employee Participation across Training Programs - By Category



Policy and compliance training remained the most attended category in FY25, with participation rising to 724 employees in FY25 from 512 in FY24. This growth reflects our sustained emphasis on ethical governance and responsible data stewardship, driven by enterprise-wide programs on cybersecurity, CISO-led initiatives, DPDP readiness, and POSH awareness. These efforts are closely aligned with our strategic priorities of building trust, ensuring regulatory compliance, and strengthening our commitment to privacy and security in a digitally connected world. It is important to note that some employees could have participated in multiple categories.

Key Employee Development Programs

- **AI/ML Training** - 269 employees underwent specialized training in Artificial Intelligence and Machine Learning, reinforcing our commitment to building AI-embedded platforms across our portfolio. These programs focused on equipping employees with practical knowledge of AI/ML frameworks, real-time data processing, predictive modelling, and automation techniques relevant to our CPaaS offerings. The objective was not only to foster technical proficiency but to cultivate a mindset that embraces innovation and continuous transformation. This strategic investment is aimed at ensuring that our workforce is future-ready and poised to lead Tanla's journey through the AI transformation wave and drive platform enhancements that are intelligent, scalable, and secure.
- **Growth Summit Program** - A two-day immersive workshop designed for senior leaders (Associate Director and above) from Sales, Solutions, Product & Technology, Customer Success and HR teams across India. The program fostered cross-functional collaboration and strategic alignment, with a sharp focus on accelerating business growth for Karix. A total of 36 senior leaders participated in this initiative.
- **Scalability Leadership Alignment Program** - Conducted as a dedicated two-day offsite for the New Product Development function, SLAP emphasized customer centricity, collaboration, and leadership effectiveness. Leveraging MBTI-based self-awareness tools, the program enabled stronger team alignment and contributed to measurable revenue growth from the Solutions team.
- **DPDPA Training (New Data Protection Law in India)** - 417 employees successfully completed dedicated training on the Digital Personal Data Protection Act (DPDPA), India's landmark data privacy legislation. The training was designed to build foundational and functional understanding of the law's core principles, purpose limitation, consent-based data usage, and data fiduciary responsibilities. Employees were taken through the legal nuances of the Act, its implications on consumer data privacy, and how it reshapes enterprise obligations, especially within the CPaaS ecosystem where data flows are vast and continuous. This training forms a key part of our broader initiative to embed data protection and responsible innovation into the fabric of our operations.
- **Mental Well-Being** - As part of our L&D efforts under the Mind Over Matter campaign, we conducted a focused training session for all people managers to help them recognize early signs of mental distress within their teams. Delivered by a renowned psychologist with over three decades of experience, the session offered practical guidance on how to approach sensitive conversations, identify when intervention is needed, and direct employees to appropriate support resources. This training has strengthened our managers' ability to foster a psychologically safe environment, ensuring early support and contributing to a more empathetic, resilient workforce.

FY25 was a defining year in how we equipped our people to grow with purpose and pace. Our learning ecosystem evolved to meet the demands of an AI-powered future, with smarter platforms, sharper programs, and a strategic focus on building capabilities that matter. From upskilling STEM teams on AI/ML to strengthening managerial readiness through leadership programs, our initiatives were designed to enable internal mobility, foster innovation, and unlock personal and professional potential at every level.

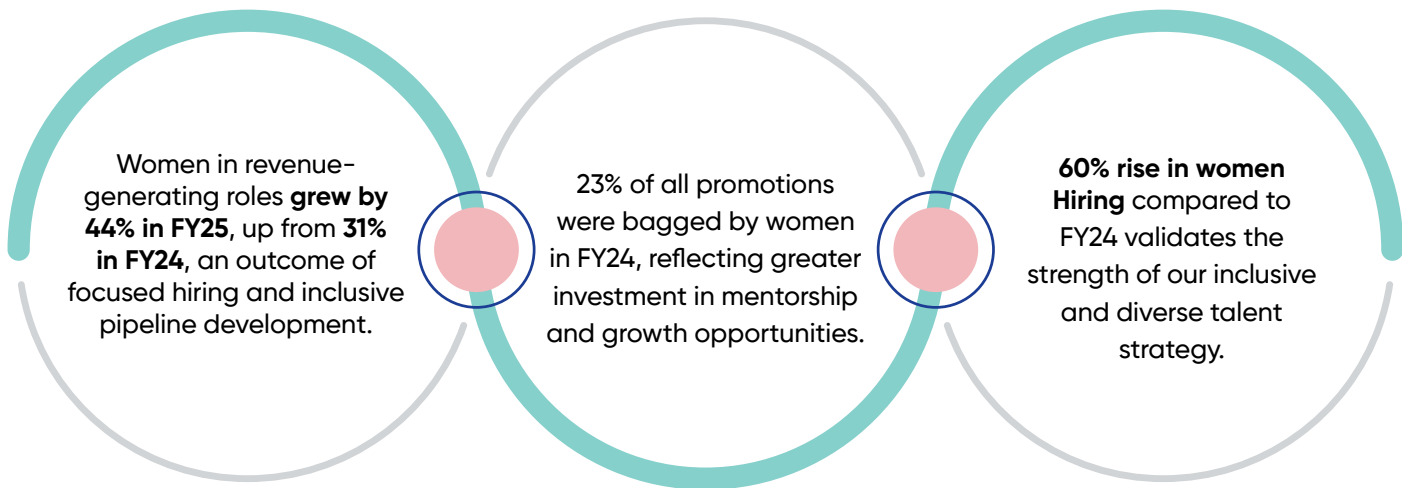
WIN TOGETHER

Win Together reflects our belief that sustainable success lies at the intersection of customer impact and employee well-being. These pillars find expression through GROW, where Grit drives perseverance, Reimagine fuels innovation, Onwards champions continuous growth, and Win Together aligns every action to external outcomes. Through cross-functional collaboration spanning product, sales, marketing, HR, and more, we foster a connected culture that consistently delivers measurable impact and builds lasting trust across the ecosystem.

Embracing Diversity and Inclusion to Win Together

Creating a workplace that values diverse perspectives and fosters inclusion is central to how we build teams, design policies, and shape culture. These principles align with our 'Win Together' pillar, emphasizing that a team's strength comes from embracing differences, collaborating across experiences, and ensuring every voice is heard. FY25 was a pivotal year for advancing gender diversity at Tanla. With clear intent and measurable goals, our efforts to empower women led to meaningful progress in representation, leadership, and overall impact.

Our Win Together approach ensures that different voices are not only heard but are empowered to lead and thrive. As an equal opportunity employer, we continue to drive efforts that transcend gender, backgrounds, age, or cultural identity, ensuring that our people practices are rooted in fairness, representation, and equity. Inclusion is a practice that strengthens our decision-making, accelerates innovation, and helps us deliver better outcomes for our customers and communities alike.



Our *Code of Conduct Policy* sets clear expectations around professional behavior, with the need to lead with inclusive intent, respect diverse viewpoints, and uphold dignity at work. These principles guide our talent strategy and development frameworks.

Link to the Code of Conduct Policy: https://tanla.azureedge.net/resources/esg/assets/social/fair&equitable-workplace/Code_of_Conduct_Policy.pdf



As part of the Customer Success team, I partner closely with clients to drive platform adoption, maximize ROI, and craft go-to-market strategies that fuel mutual growth. Our team is focused on long-term success, delivering proactive support, data-backed insights, and deep expertise across the customer lifecycle. We collaborate with partners like Meta and Google to bring the latest in OTT messaging to our clients, turning every interaction into a shared win.



Damini Sharma
Senior Manager, Customer Success, Karix

Gender Pay Parity

Our compensation framework is built on principles of fairness and merit, ensuring that pay is aligned with an employee's expertise, role, and scope of responsibility, benchmarked against industry standards. We remain committed to gender pay parity through equitable compensation practices, transparent processes, and ongoing reviews across all levels of the organization. We conduct regular reviews of compensation data to identify gender-based pay gaps, ensuring equal pay for equivalent work.

Gender Pay Indicators (In ₹ Cr)	FY23		FY24		FY 25	
	Average Women Salary	Average Men Salary	Average Women Salary	Average Men Salary	Average Women Salary	Average Men Salary
Executive level (base salary only)	0.58	1.77	0.81	1.77	0.95	2.30
Executive level (base salary + other case incentives)	0.77	2.27	1.04	2.27	1.21	2.65
Management level (base salary only)	0.17	0.23	0.19	0.24	0.17	0.25
Management level (base salary + other case incentives)	0.19	0.26	0.21	0.27	0.19	0.28
Non-management level (base salary only)	0.07	0.08	0.07	0.08	0.07	0.09

At the executive level, women's average base salary increased by 16.3% from FY24, while men's average increased by 29.6%. When considering base salary plus incentives, women executives saw a 16.9% increase, in line with men (17%). The parity in incentive growth indicates balanced performance-based rewards at the leadership level. At the non-management level, women's base salaries increased by 7.7%, reversing last year's decrease. We will continue to strengthen our commitment to gender pay equity through role-based compensation reviews and transparent calibration of incentives.

Gender Pay Parity by Level in Function - FY25

Gender Pay Indicators (In ₹ Crores)	Revenue Generating		STEM		Corporate	
	Average Women Salary	Average Men Salary	Average Women Salary	Average Men Salary	Average Women Salary	Average Men Salary
Management level (base salary only)	0.17	0.32	0.18	0.24	0.15	0.14
Management level (base salary + other case incentives)	0.21	0.42	0.18	0.25	0.15	0.15
Non-management level (base salary only)	0.05	0.06	0.07	0.10	0.08	0.05

In corporate functions, pay drawn by women is more than men across both management and non-management levels, with a positive pay differential of over 83% at the non-management level. It reflects our success in building equitable career entry points and ensuring consistent rewards for performance in enabling functions. At the management level, the overall compensation for women in revenue-generating and STEM functions showed steady progression. For instance, women in revenue-generating roles saw strong year-on-year compensation growth, supported by strategic performance-based incentives and role-based hiring. We have observed an increase in the number of women stepping into managerial roles compared to the previous year, reflecting a positive progress toward gender pay parity. Our approach to gender pay parity is guided by data-driven insights and fair role benchmarking, enabling equitable opportunities for advancement regardless of gender or function.

Accessibility and Inclusion in Action

We have made significant strides in advancing workplace accessibility, ensuring that inclusion is not just a principle, but a practice embedded in how we design office spaces and incorporate it into our culture. Today, 100% of our office locations are equipped with ramps and lifts, enabling seamless access for differently abled employees, visitors, and partners.

Shaping the Modern Professional

Employees' outlook in terms of presence and communication has a direct impact on collaboration, productivity, and customer success. This belief inspired an organization-wide movement to elevate both personal presence and communication precision, embedding confidence and clarity into the fabric of our culture.

Through a mix of workshops and internal communications through engaging formats, employees are encouraged to adopt practical habits that drive sharper workplace effectiveness, ranging from personal branding to soft skills. What began as soft-skill nudges evolved into culture shifts, improving how we present ourselves and how we communicate with purpose.

From structuring messages to driving decisions, and reinforcing the basics of workplace etiquette and wellness, this initiative built a consistent culture of clarity and confidence. It empowered employees to express themselves more effectively, reduced friction in cross-functional collaboration, and enabled faster, more aligned execution and across teams.



Diwali celebrations at the Karix Bengaluru office

Celebrating Culture, Creativity, and Community

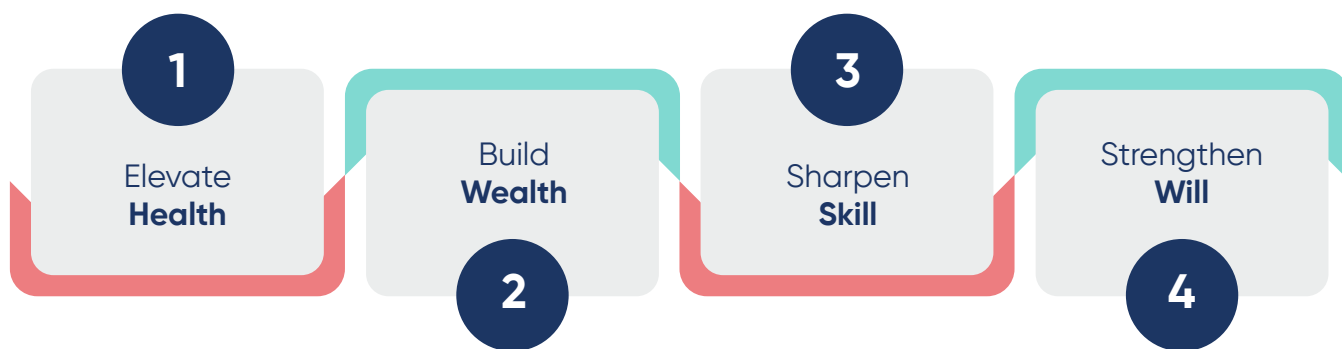
Celebrations at Tanla go beyond tradition; they reflect unity, inclusion, and shared joy. In FY25, our offices across India came alive with energy as we marked key moments together, creating memories that transcended roles, teams, and beliefs.

We celebrated festivals from all faiths and regions with vibrant décor, traditional attire, food festivals, and team activities that brought employees together. The message was clear: inclusion starts with participation, and culture is a celebration of everyone.

On World Happiness Day, we launched a simple but powerful initiative - Compliment Cards, inviting employees to write kind notes to their colleagues. Desks were dotted with handwritten messages, which was a joyful reminder that happiness at work is often found in the little things we do for each other.

One of the standout celebrations of the year was International Women's Day 2025, celebrated under the global theme #AccelerateAction. We launched a campaign anchored our four key pillars:

What made it truly remarkable was not just the programming, but the enthusiastic participation from both women and men. From financial literacy workshops to build wealth, and wellness sessions targeting women to elevate health, to AI-powered poster challenges that sharpened skills, and leadership talks that strengthened will, the week-long engagement was vibrant, inclusive, and inspiring.



With over 47 poster submissions and 150+ participants made the 'HerStory in Pixels' AI Challenge a showcase of storytelling, creativity, and collective enthusiasm.



HerStory in Pixels' as part of our International Women's Day was unlike anything I have seen in a corporate setting. It blended AI, creativity, and storytelling in a way that was not just refreshing and inclusive. Watching colleagues across departments, including many who had never used AI tools before, come together to co-create with such energy was inspiring. This wasn't just a tech workshop, it was a cultural moment, and I'm proud to have been part of it.

Karthik SP

Associate Director, Product Management, Tanla



Whether it was a kite-flying contest during Sankranti or a prompt-engineering competition on Women's Day, the Win Together spirit stood out through every celebration. These moments reinforced our belief that at Tanla, collaboration transcends gender, hierarchy and age, from festive attire at work to shared milestones that unite us as a team.

Unity in Action at Sankranthi Utsavam 25

Meaningful employee engagement is rooted in purpose, community, and shared experiences. One of the most heartfelt expressions of this was Sankranthi Utsavam, a CSR-led event that brought together Tanla employees and children from the supported government schools, and other beneficiaries from the remote villages in Telangana, in a celebration of tradition, connection, and joy.

Across the weeks leading up to the event, 23 employees volunteered their time and energy, contributing over 750 hours to bring the celebration to life. From organizing kite-flying, rangoli, and volleyball competitions to decorating the school grounds and distributing festive treats, the spirit of collaboration and care was unmistakable.

More than just an event, Sankranthi Utsavam became a moment of reflection and renewal. Employees reconnected with their own childhoods, shared laughter with the children, and experienced the simple joy of being present, on the ground, in the moment, and part of something larger than themselves. Volunteers from different departments worked seamlessly to ensure a memorable experience for the students and the broader community, showcasing the same values of ownership, unity, and heart that drive our business success.



Behind the scenes, making the magic happen – volunteers at Sankranthi Utsavam 2025 in action.



Sankranthi Utsavam was one of the most enjoyable projects I have worked on. Planning the event from start to finish, executing every little detail, and then watching it all come alive, with colleagues jumping in and kids lighting up, it did not feel like work at all. It was refreshing, and a definite reminder of why we do what we do.

Rohith Vangavolu

Manager, Purchasing SCM, Tanla



Responsible Workplace Commitment

We are committed to upholding fair and responsible workplace practices that prioritize the dignity and well-being of our people. While we continue to assess opportunities to align our compensation with prevailing wage benchmarks, our current pay framework is regularly reviewed to ensure market competitiveness and compliance with applicable regulations.

To support employee well-being, we have implemented clear guidelines on working hours and discourage prolonged work beyond standard schedules. Any additional hours are undertaken voluntarily. We are committed to equal pay for equal work, ensuring gender parity in remuneration for roles of comparable value. Employees are also fully compensated during their annual leave to encourage rest and maintain work-life balance.

Aligned with global employment standards, we maintain defined consultation and notice periods in the event of organizational changes, ensuring transparency and support during transitions.



GRIT means staying committed even when the roadmap brings unanticipated challenges and tight deadlines. While leading a high-stakes project this year, what kept me going was my team's support and my leader's trust. Being recognized for GRIT reaffirmed that it's not just what we do, it's how we do it that defines us.

Suresh Kumar Reddy Morramreddy

Director - Business Operations



Prevention of Sexual Harassment POSH

A safe and equitable workplace goes beyond mere compliance; it is the foundation for employee confidence, trust, and performance. To strengthen this foundation, we continue to invest in building awareness, accountability, and empathy across levels. We prohibit and uphold a strict zero-tolerance policy towards all forms of harassment and discrimination, sexual, non-sexual, or gender-based. Any substantiated instances of such behavior result in prompt corrective or disciplinary action, aligned with our internal code of conduct and applicable laws. Our Prevention of Sexual Harassment (POSH) policy applies to all employees, contractors, visitors, vendors and customers, with clear redressal mechanisms and protection against retaliation.



To ensure transparent and accountable grievance handling, a defined escalation process is in place for reporting incidents specific to discrimination and/or harassment. We have Internal Complaints Committees (ICCs) across all our locations, each including at least one external member in accordance with statutory requirements. These committees serve as the first line of redressal for any complaint and are empowered to act independently and impartially.

Recognizing the critical role of the ICC in upholding trust and justice, all existing and new ICC members were provided with specialized training delivered by internal and external experts, which strengthened their understanding of the legal framework, procedural responsibilities, and the importance of empathetic, unbiased handling of complaints.

100% of employees across all levels were actively encouraged to participate in comprehensive training sessions on workplace discrimination and harassment. As part of this initiative, POSH (Prevention of Sexual Harassment) training was conducted by a certified external trainer to ensure awareness and compliance across the organization.

To make reporting accessible and inclusive, employees are educated to reach out in confidence to their designated ICC members or raise a concern anonymously via our grievance redressal mechanism: speakup@tanla.com.

Employee Grievance Mechanism – SPEAKUP

We remain committed to fostering a workplace where every employee feels respected, safe, and empowered to speak without hesitation. Our grievance redressal platform, SPEAKUP, enables employees to raise concerns by writing to speakup@tanla.com with complete assurance of confidentiality, transparency, and protection against retaliation.

In FY25, we enhanced the effectiveness of SPEAKUP by driving broader awareness sessions across the organization, reinforcing confidentiality protocols, and streamlining resolution timelines.

Human Rights Due Diligence

In FY25, we continued to strengthen our Human Rights Due Diligence (HRDD) process, reinforcing our alignment with internationally recognized frameworks such as the UN Guiding Principles on Business and Human Rights, the UN Global Compact, and all applicable national and international laws.

Our HRDD framework serves as a strategic mechanism to identify, assess, and mitigate potential human rights risks across our operations and value chain. It is embedded in our ethical governance practices and plays a central role in upholding the principles of fairness, equality, and accountability.

This year, we expanded our focus areas within the HRDD process by:

- Enhancing our risk identification protocols related to vulnerable groups such as women employees, contractual workers, and supplier workforce
- Conducting an updated, comprehensive Human Rights Due Diligence survey to capture insights from permanent employees, third-party staff
- Integrating findings into mitigation action plans that are monitored through internal governance structures

We remain vigilant in recognizing areas where risks may exist in relation to our business processes, specifically concerning our stakeholders, which include permanent and temporary employees, women employees, and suppliers. An exhaustive questionnaire, designed as a survey that addresses various human rights issues and allied risks, was rolled out to all the stakeholder groups mentioned below. We remain committed to fostering a workplace and supply ecosystem where dignity, safety, and equal opportunity are non-negotiable. As we evolve, we will continue to assess emerging risks and strengthen our due diligence processes to ensure that human rights are upheld at every touchpoint of our business.

Human Rights Due Diligence Survey (Permanent Employees)

Question	Yes	No	Not Known
Do employees have the ability to access areas such as the canteen or restroom without restrictions?	94%	4%	2%
Does Tanla provide safe working conditions to all its employees, including women?	90%	4%	6%
Does Tanla have proper policies and procedures in place to ensure the protection of data related to employees?	89%	0%	11%
Do employees understand their pay and compensation terms?	87%	6%	7%
Does Tanla provide equal opportunities regardless of gender and other factors?	84%	7%	9%
Does Tanla have a process to remediate any workplace violations, sexual harassment, or discrimination?	84%	2%	14%
Does Tanla provide health and safety-related training?	83%	10%	7%
Does Tanla provide adequate training and development opportunities to employees?	83%	11%	6%
Does Tanla provide maternity benefits for its women employees?	81%	1%	18%
Does Tanla provide a written employment contract? Do employees understand the regulations and terms in the employment contract?	81%	4%	15%
Does Tanla have a no child labor policy?	79%	2%	19%
Does Tanla encourage its employees to report threats and discrimination in the workplace?	78%	13%	9%
Does Tanla have procedures in place to address grievances related to discrimination or harassment at work?	78%	6%	15%
Does Tanla have a non-discrimination policy that covers race, language, gender, marital status, disability, religion, and personal opinions?	73%	7%	21%
Does Tanla have a complaint mechanism to report issues concerning threats and discrimination in the workplace?	73%	7%	21%
Does Tanla provide separate basic hygiene and sanitation facilities for its women employees?	69%	3%	28%
Does Tanla have a transparent appraisal procedure in place that ensures no discrimination?	57%	18%	25%
Does Tanla have a strict non-retaliation policy?	53%	5%	42%
Does Tanla encourage the recruitment of differently abled people and provide adequate facilities for their ease of access and work?	47%	7%	45%
Does Tanla provide any additional benefits to women employees, including training, childcare facilities, resting rooms, and wellbeing measures?	37%	21%	42%
Are employees paid for overtime or given compensatory payment?	27%	47%	26%

94% of respondents confirmed unrestricted access to basic facilities such as restrooms and canteens, while 90% acknowledged that Tanla provides safe working conditions, including for women, with focus on health, safety, and respect in the workplace. Awareness of data privacy policies stood at 89%, reflecting strong communication around digital rights and governance. Similarly, 87% of employees reported understanding their compensation terms, and 84% recognized Tanla's commitment to equal opportunity, demonstrating fair employment practices. While 84% agreed that Tanla has processes to address harassment or discrimination, only 78% were aware of formal procedures and non-discrimination policies, suggesting a need to improve visibility and understanding of such frameworks. 81% acknowledged access to maternity benefits, and an equal percentage confirmed receiving and understanding their employment contracts. Awareness of hygiene-specific facilities for women stood at 69%, indicating scope for better communication or infrastructure reinforcement.

The survey resulted with clarity on non-retaliation policies (53%), inclusivity measures for differently abled talent (47%), and awareness of additional support benefits for women (37%). Additionally, only 27% reported being compensated for overtime, indicating a potential misalignment in perception or practice that warrants deeper review.

Human Rights Due Diligence Survey (Temporary Employees)

Question	Yes	No	Not Known
Do employees understand their pay and compensation terms?	100%	0%	0%
Does Tanla provide a written employment contract? Do employees understand regulations and contract terms in the employment contract?	100%	0%	0%
Are employees paid for overtime or compensatory payment?	100%	0%	0%
Do the employees get any benefits covered by the company?	100%	0%	0%
Does Tanla provide safe working conditions to all its employees?	100%	0%	0%
Does Tanla treat all its employees fairly, equally without any discrimination?	100%	0%	0%
Do employees have ability to access many areas such as canteen or toilet without restriction?	100%	0%	0%
Does Tanla have any grievance mechanism to report and remediate any workplace violation, sexual harassment or discrimination?	100%	0%	0%

100% of temporary employees surveyed reported a clear understanding of their pay structures, compensation terms, and overtime entitlements, reflecting a high level of transparency in employment practices. All respondents confirmed receiving formal written contracts, demonstrating full compliance with legal and ethical employment standards. 100% satisfaction was recorded regarding access to company-provided benefits, safe working conditions, and equal treatment without discrimination, reflecting Tanla's inclusive approach to workforce engagement. 100% of temporary employees expressed confidence in their ability to access workplace facilities freely and use formal grievance redressal mechanisms, indicating strong trust in internal systems of accountability.

To improve transparency, we aim to expand our awareness-building initiatives by introducing annual refresher modules for all employee categories, including permanent and temporary staff. In addition, we will design focused interventions across genders through inclusive policies, engagement programs, and sensitization initiatives that promote equitable access to information and foster a culture of openness and trust across the organization.

Occupational Health and Safety

Our *Employee Health and Safety (EHS) policy*, addressing Occupational Health and Safety framework is embedded across every layer of our operations, spanning employees, contractors, customers, and visitors, and is aligned with globally accepted best practices and legal standards.

Each office location underwent fire drills during the year, enhancing preparedness and reinforcing our zero-compromise approach to emergency response. In addition, CPR training sessions were conducted by our in-house doctor, a seasoned professional with over 40 years of experience from a reputed healthcare institution, instilling life-saving skills across the workforce.

All security personnel underwent structured training on safety protocols, workplace conduct, and professional etiquette, ensuring the highest standards of care and vigilance. Our EHS policy emphasizes the creation of an injury-free workplace, the prevention of occupational illnesses, and the minimization of health and safety risks associated with our operations. This is supported by periodic inspections, mandatory incident reporting, and predefined procedures for investigation and response.

Zero

- workplace injuries or health and safety-related incidents in FY25.
- complaints received related to working conditions or occupational health and safety

The occupational health and safety system operates as a strategic enabler, helping us proactively identify and prioritize risks, define quantitative improvement targets, and establish time-bound action plans. We conduct regular reviews of this framework to ensure it remains responsive to evolving regulations, operational changes, and stakeholder expectations.

Our commitment extends to suppliers and partners through clear contractual obligations that mandate adherence to safety standards. This unified approach reflects our belief that a safe work environment is a culture that must be practiced, measured, and continually improved.

Link to EHS: https://tanlanewwebsite.blob.core.windows.net/assets/files/policy_on_employee_health_and_safety.pdf

Conclusion

Guided by our GROW framework, derived from 3Cs and rooted in the strength of our core values, talent is our strategic asset that powers our innovation, resilience, and sustainable impact. Over the past year, our efforts have been centered on nurturing a culture where diverse perspectives thrive, individuals are empowered to lead with purpose, and every team member is equipped to take on challenges with confidence. From advancing diversity in revenue-generating roles to investing in capability-building initiatives focused on emerging technologies like AI, we are shaping a future-ready talent pool that does not just adapt to change but drives it.



Looking ahead, our priorities are clear. We are committed to narrowing the gender pay gap, broadening our definition of diversity to include varied backgrounds, experiences, and perspectives, and deepening cultural alignment across teams. As we strengthen our internal talent pipeline, our focus will be on enabling organic growth, fostering high-impact innovation, and building AI-embedded platforms with zeal and responsibility.

Our talent strategy is to be prepared for what's next, ensuring that our people are future-fit, values-aligned, and positioned to create lasting value across every touchpoint of our ecosystem.





Natural Capital

Focus Areas

-  Optimizing Resource Utilization
-  Green Infrastructure
-  Sustainable Mobility
-  Addressing and Mitigating Climate Risks
-  Promoting Circular use of Resources



Stakeholders Impacted

-  Enterprises
-  Communities

Contribution to UN SDGs



Creating enduring value transcends mere financial and technological advancement. In FY25, we undertook significant initiatives to reinforce our environmental commitment by embedding sustainability across every facet of our operations. These efforts encompassed the development of green infrastructure, the promotion of low-emission mobility solutions, enhancements in energy efficiency, and the adoption of circular waste management practices.

Natural Capital encompasses the world's stocks of natural assets including geology, soil, air, water and all living organisms. At Tanla, our management of natural capital is firmly aligned with our overarching objective to reduce our ecological footprint by actively mitigating climate-related risks and advancing the transition towards a regenerative, net-zero future.

At Tanla, we regard climate action not merely as a compliance obligation, but as a strategic lever to enhance operational resilience, strengthen stakeholder trust, and meaningfully contribute to global sustainability goals. Climate-related considerations are integral to our Materiality Analysis Process ensuring that environmental priorities are systemically identified, assessed, and embedded into our strategic decision-making.

We are progressively mapping our Scope 1, 2, and 3 greenhouse gas (GHG) emissions, deploying real-time energy dashboards across key facilities, and piloting renewable energy integration to reduce our carbon footprint. Our ESG performance is disclosed in accordance with SEBI BRSR Core requirements and is

independently assured to reinforce transparency and accountability. Additionally, employee engagement initiatives and behavioural interventions foster a culture of climate-conscious practices across the organization.

Strategic Approach to Natural Capital

Our natural capital strategy is anchored in three core principles:

- 01 Mitigation of Environmental Impact:** Tanla is dedicated to minimizing its environmental footprint by embracing digital processes that reduce paper consumption and by curbing travel-related emissions. At our Gurgaon office, we facilitate employee commute through CNG-powered buses, encouraging cleaner mobility and reducing dependency on individual vehicles. One of our Hyderabad offices, located within an SEZ campus, supports low-emission commuting through battery-operated shuttle buses provided within the premises, eliminating unnecessary travel while maintaining governance continuity. Collectively, these measures have led to significant reduction in Scope 3 emissions, reinforcing our commitment to sustainable business practices, as evidenced below in the Scope 3 emission table.
- 02 Resource Efficiency:** We strive to lower our carbon footprint through operational efficiencies and mindful resource management, with a growing focus on addressing Scope 3 emissions. Employee awareness programs foster

responsible energy usage across our facilities. At our Gurgaon office (ValueFirst), solar panels supplement energy needs with renewable power, reducing dependence on grid electricity. Recycled water is used for gardening and landscaping, decreasing freshwater demand and associated energy consumption. We have also introduced paper-saving measures by streamlining internal documentation processes and minimizing printing. These initiatives collectively drive down both direct and indirect emissions, reinforcing our long-term climate goals and decarbonization efforts.

- 03 Restorative Action:** Tanla undertakes landscaping and greening projects within its campuses to support local biodiversity and environmental improvement. In the broader community, we undertook a cleanliness drive in Gangaram village and installed street lights to improve public safety and infrastructure. These actions exemplify our commitment to delivering measurable benefits for both the environment and the communities.

These guiding principles translate into actionable programs across our locations, empowering us to manage natural resources responsibly while mitigating negative environmental impacts.

Initiatives Undertaken During FY25



Green Infrastructure

Upgraded key campuses with energy-efficient lighting, native landscaping, and rainwater harvesting systems to promote resource conservation and climate resilience.



Biodiversity Enhancement

Promoted afforestation, expanded landscaping efforts, and prioritized ecosystem-centric campus development to support local biodiversity.



Transparency and Accountability

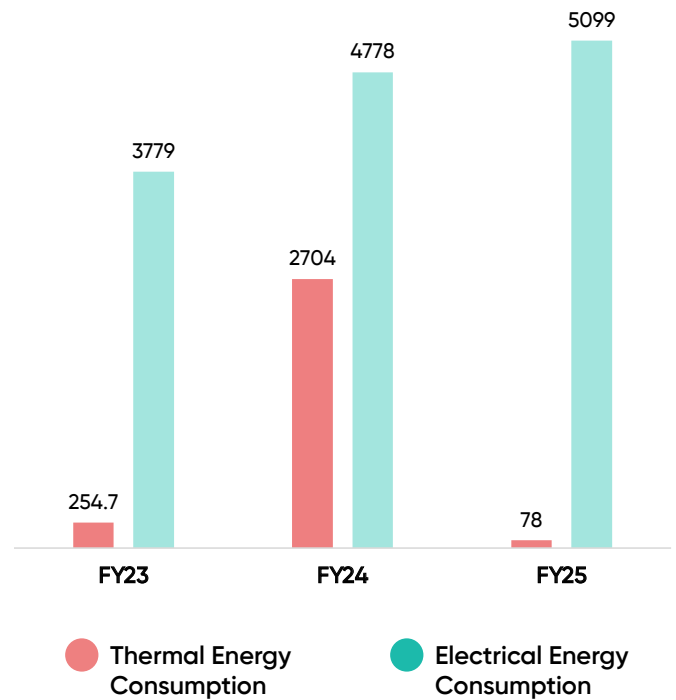
Enhanced the credibility of our environmental disclosures by voluntarily obtaining third-party assurance of environmental data in accordance with SEBI BRSR Core guidelines.

Throughout the year, we remained vigilant and adaptive in the face of intensifying climate change and its far-reaching impacts on communities, ecosystems, and business operations. These initiatives highlight our unwavering commitment to sustainability, and we will continue to champion actions that foster a low-carbon, resource-efficient future.

Energy & Emissions

At Tanla, we regard energy not merely as a resource to be managed, but as a strategic lever to mitigate climate risks and advancing a low-carbon growth model. In today's climate-constrained world, our approach to energy and emissions is centred on reducing overall consumption, transitioning to renewable sources, modernising infrastructure, and expanding measurement across Scope 1, 2, and 3 emissions.

Energy Consumption (GJ)



In FY25, Tanla achieved significant improvements in energy efficiency through its operations. The marked reduction in thermal energy consumption is a direct result of enhanced operational practices, decreased reliance on diesel-based systems, and a broader shift towards sustainable energy use. Notably, diesel usage at our SEZ facility dropped substantially following the introduction of a secondary power source, which now serves as a reliable backup during primary power outages and minimizes dependence on diesel generators. Despite the expansion of our operational capacities and business activities, energy consumption remained efficiently managed, reflecting the effectiveness of our sustainability initiatives and our commitment to responsible growth. This has been further supported by the strategic use of alternative power sources, where the cost of procurement is lower than that of diesel, resulting in both environmental and economic benefits.

Looking Ahead

We will continue to accelerate the adoption of renewable energy, automate energy performance monitoring, and integrate smart building systems across our operations. These initiatives are designed to reduce emissions, optimize costs, and advance our climate objectives.

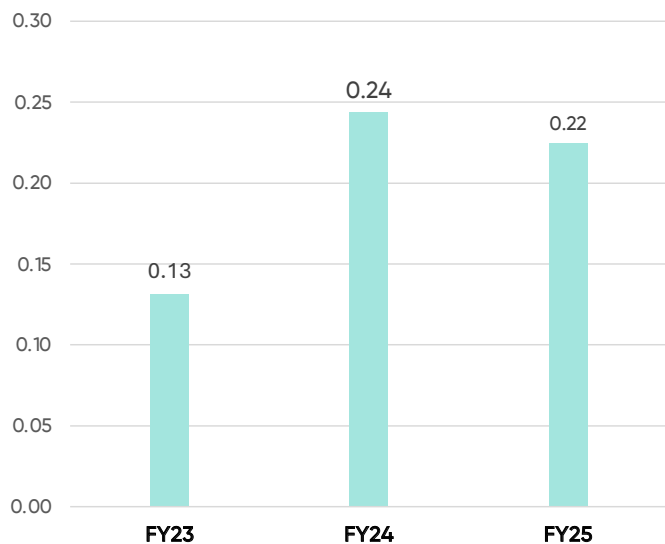
We are also deepening our investments in innovation by virtualizing IT infrastructure, automating energy controls, and deploying smart lighting systems—all with the goal of minimizing energy demand without compromising performance.

Collectively, these forward-looking actions reinforce our commitment to low-emission, resource-efficient operational model that not only contribute to global climate action but also strengthens Tanla's future-readiness, stakeholder confidence, and regulatory compliance.

Energy Intensity

At Tanla, we take a data-driven approach to managing energy intensity, defined as energy consumption per square metre of operational area, as a key measure of our efficiency in stewarding natural capital. Through comprehensive analyses of energy consumption patterns across all office locations, we establish accurate base-lines, benchmark performance, and identify high-impact opportunities for reduction.

Energy Intensity (GJ/Sq.m)



Office	Energy Intensity (GJ/Sqm)		
	FY23	FY24	FY25
Hyderabad TTC	1.64	1.49	1.07
Hyderabad SEZ	0.00	0.58	1.82
Gurgaon-Karix	0.05	0.19	0.20
Gurgaon-ValueFirst	2.23	2.13	2.66
Chennai	0.18	0.02	0.29
Bangalore	0.00	0.01	0.36
Mumbai	0.24	0.20	0.63

During the year, Tanla made meaningful progress in enhancing energy efficiency across its operations. At our Hyderabad office, located within the SEZ campus, employees are supported with commutation through battery-operated buses provided by the campus, promoting environmentally responsible practices.

Ongoing Initiatives

Throughout FY25, Tanla implemented several targeted initiatives to further enhance energy efficiency and reduce overall consumption:

- **Employee Awareness:** Organization-wide campaigns encouraged close monitoring of energy use and optimization of load distribution across system.
- **Solar Power Expansion:** Solar power systems were deployed at suitable sites to reduce dependence on

grid electricity and support our clean energy transition. We currently operate two solar panels and plan to install a third at our Gurgaon (ValueFirst) office, further strengthening our renewable energy footprint.

- **Smart Lighting:** Motion sensor lighting systems were introduced to minimize unnecessary energy use, with anticipated savings in the coming years.

These ongoing measures reflect our proactive commitment to fostering energy-efficient, environmentally responsible office environments and advancing our long-term sustainability goals.

Scope 1 & Scope 2 Emissions

We categorise our direct and indirect emissions under Scope 1 and Scope 2, and actively monitor, report, and mitigate them through infrastructure upgrades and a transition to cleaner energy sources.

Energy Intensity	FY23	FY24	FY25
Scope 1 missions (tCO2e)	17.63	193.94	103.26
Scope 2 emissions (tCO2e)	751.52	949.70	1,029.00

Scope 1 emissions were calculated based on fuel consumption from diesel used in generator sets as well as petrol and CNG usage in company-owned vehicles and employee buses. Scope 2 emissions are derived from electricity consumption across all operational sites, using location-based emission factors in accordance with Central Electricity Authority (CEA) guidelines.

In FY25, we achieved a significant reduction in Scope 1 emissions compared to the previous year, driven primarily by decreased diesel usage at key facilities. This improvement was enabled by operational enhancements such as the installation of a secondary power source at our SEZ campus, which reduced reliance on diesel generators during power outages. Emissions from owned vehicles also declined due to optimized fleet usage and a continued shift toward CNG-powered employee transport, supporting our commitment to low-carbon mobility.

Recognizing the importance of comprehensive climate strategy, we began tracking Scope 3 emissions from key value chain activities in FY24. In FY25, we expanded this assessment to include additional categories most relevant to our operations, like, capital goods, business travel, and employee commute, further strengthening our holistic approach to climate accountability.

Scope 3 Emissions (tCO2e)	FY23	FY24	FY25
Capital Goods	108	766.14	366.97
Business Travel	92	803.78	397.01
Employee commute to office	-	306	221.95

Certifications

In FY25, we deepened our commitment to sustainable

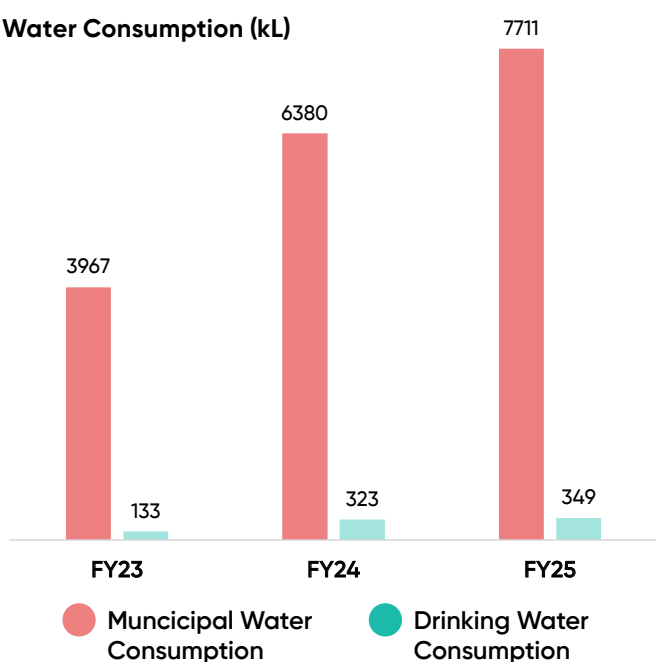
infrastructure by advancing green building standards and operational excellence across key locations. Our Hyderabad office, distinguished with LEED Gold certification, stands as a benchmark for energy-efficient design, resource optimisation, and occupant wellbeing.

Additionally, we achieved green data centre certification, recognising our efforts to implement energy-efficient and environmentally responsible practices within our digital infrastructure. These achievements exemplify our strategic focus on embedding sustainability into infrastructure planning and maintaining alignment with ESG standards.

Water Conservation

At Tanla, we are committed to responsible water stewardship across all operations. Through periodic water use assessments, we drive conservation via behaviour-focused campaigns, infrastructure upgrades, and the installation of low-flow fixtures. Freshwater is reserved exclusively for essential purposes such as drinking and handwashing, while treated water from on-site Sewage Treatment Plants (STPs) is utilised for flushing and landscape irrigation, fully compliant with government regulations. The commissioning of STPs at key office locations has enabled the recycling and reuse of wastewater significantly reducing reliance on municipal supply.

Water Consumption (kL)



With sustainability at the core of our values, we recognize the importance of using water resources judiciously across all our operations. Additionally, these water efficiency efforts are further strengthened through employee awareness programs, cultivating a culture of sustainable water management across operations.

Water Consumption (KL)

Office	Domestic (FY25)	Drinking (FY25)
Hyderabad TTC	2,397.00	1.49
Hyderabad SEZ	3,090.00	0.58

Gurgaon-Vfirst	120.00	0.19
Chennai	904.50	2.13
Bangalore	635.00	0.02
Mumbai	564.00	0.01
Mumbai	7,710.50	348.90

Tanla has embedded water conservation into its operational strategy through infrastructure upgrades and behavioural change through employee awareness programs, indicating a comprehensive and long-term approach to resource management. The relatively small proportion of drinking water to domestic use is in line with the stated policy of reserving freshwater for essential uses. Offices with STPs (Hyderabad TTC & SEZ) show high domestic water use, implying effective recycling infrastructure is being utilized at scale to meet operational needs.

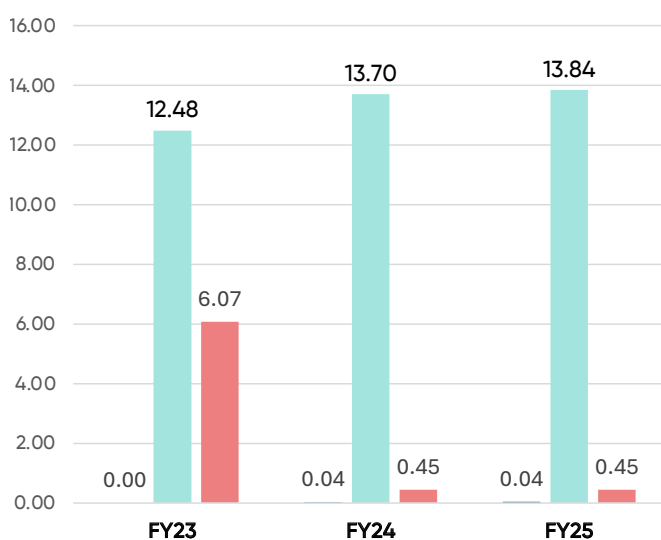
Looking ahead, we aim to strengthen our water monitoring systems and adopt smart metering technologies to further enhance efficiencies and reduce our overall water footprint.

Waste Management

We recognize that waste is a material reflection of inefficiency. Our commitment to sustainable operations drives us to minimize waste generation, ensure responsible segregation, and promote circularity throughout the material lifecycle. Our waste management strategy is anchored in the waste hierarchy: Reduce – Reuse – Recycle – Recover and is fully compliant with Central and State Pollution Control Board regulations.

FY25 Overview

Waste Management (Hazardous, Non-Hazardous, E-waste)



Key Practices

- **E-waste Management:** Special emphasis is placed on electronic waste, a significant concern in the technology sector. We partner with certified recyclers and conduct employee awareness campaigns to

ensure responsible disposal. In line with our e-waste policy, while we undertook responsible disposal of electronic waste in FY24, no disposal was scheduled in FY25 due to a conscious reduction in procurement, which in turn led to lower e-waste generation. The next planned disposal cycle, as per policy, is scheduled for FY26.

- **Segregation at Source:** In FY25, strict segregation at source was maintained across all Tanla offices. Waste is systematically categorized into paper, plastic, cardboard, organic waste, batteries, and electronic waste, with clearly marked bins for recyclables, biodegradables, and non-recyclables.
- **Operational Waste:** At locations where meals are provided, wet waste is responsibly disposed of daily through local municipal corporations. At our Gurgaon (ValueFirst) office, electronic waste is managed through certified agencies, with comprehensive documentation for compliance and traceability.
- **Employee Engagement:** Awareness sessions and prominent signage encourage active participation in waste segregation, reinforcing a culture of sustainability.

Location	Total Waste (MT)
Bangalore	3.32
Chennai	3.11
Hyderabad TTC	2.52
Gurgaon-Vfirst	1.55
Mumbai	0.31

Through enhanced tracking and continuous employee engagement, we are fostering a culture of waste consciousness across all our locations. As part of this effort, we have eliminated individual wastepaper baskets to discourage unnecessary printing, thereby promoting digital practices and contributing to zero landfill waste. Our broader goal remains focused on reducing overall waste generation, maximizing diversion from landfills, and building a circular, low-waste workplace.

Manufactured Capital

Focus Areas

-  Sustainable and Energy-Efficient Infrastructure
-  Cybersecurity Capabilities and Accreditations
-  Quality Management and Continuous Improvement
-  Business Continuity and Disaster Recovery Preparedness
-  Data Privacy and Compliance



Stakeholders Impacted

-  Enterprises
-  Telecom Operators
-  Vendors and Suppliers
-  End-Users and Communities

Contribution to UN SDGs



Designed with sustainability at the core, Tanla prioritizes energy efficiency and environmental stewardship. Our manufactured capital comprises efficient offices, sustainable data centres, innovation hubs, and robust technological infrastructure. Our sustainable and green data centres leverage renewable energy sources and sustainable technologies, housing world-class amenities managed by highly skilled professionals.

Continuous enhancements in infrastructure, including scalable cloud solutions and advanced cybersecurity frameworks, ensure operational excellence, agility, and innovation. Regular infrastructure audits and upgrades are vital in safeguarding data security and supporting growth.

A scalable, responsive infrastructure is critical for efficient operations and enhanced customer experience. Our commitment to adopting sustainable, energy-efficient technologies significantly minimizes our environmental footprint, aligning with our broader sustainability commitments.

Tanla's manufactured capital continues to drive our sustainability journey, consistently exceeding customer expectations by offering pioneering solutions. Strategic investments in technology and scalable infrastructure empower customers to navigate the dynamic digital landscape, ensuring resilience, relevance, and long-term success.

Service Provision Capacity

Our robust service provision infrastructure effectively manages over 950 billion transactions annually, scaling seamlessly to meet customer requirements and maintain consistent high-quality delivery across various service lines.

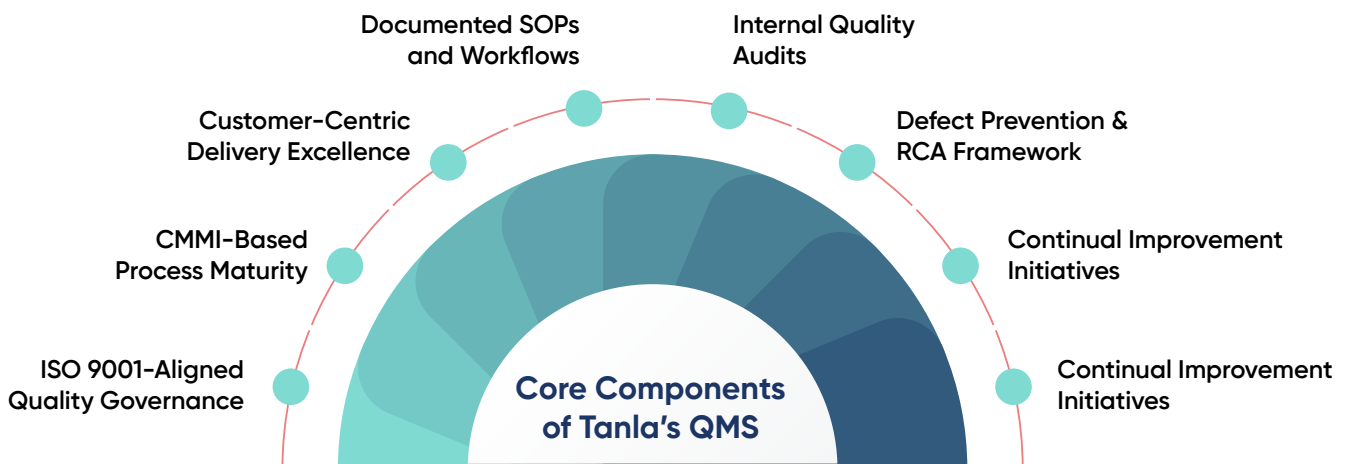
Process Technology Enhancements to Optimize Utilization and Efficiencies

We continuously optimize our technology infrastructure to enhance efficiency. Recent upgrades include advanced containerization solutions and hybrid cloud architectures, leveraging Kubernetes and cloud-native platforms for increased resource utilization. Automation using intelligent scripting and AI-driven analytics have significantly enhanced productivity and efficiency.

Custom-built dashboards offer real-time monitoring of key performance indicators, allowing proactive management and swift issue resolution. Our centralized digital documentation platform facilitates seamless collaboration and information sharing, substantially improving organizational efficiency.

Quality Management System

Tanla implements a robust Quality Management System (QMS) designed to drive excellence, consistency, and customer satisfaction across all business functions and software development processes. Our QMS framework is aligned with **ISO 9001:2015** and **CMMi L3** (Capability Maturity Model Integration) principles, ensuring standardized practices, continual improvement, and measurable quality outcomes. Tanla's QMS integrates people, processes, and technology to deliver reliable and scalable services that meet global standards and evolving customer needs.



ISO 9001:2015 Quality Framework: Tanla's QMS aligns with ISO 9001:2015 to ensure customer satisfaction and continuous improvement.

CMMI-Based Process Maturity: We follow CMMI practices to institutionalize consistent, scalable, and mature delivery processes.

Customer-Centric Delivery Excellence: Customer feedback drives our service improvements and delivery quality benchmarks.

Process Documentation & SOPs: All processes are documented and version-controlled to ensure standardization and compliance.

Internal Audits & Compliance Monitoring: Periodic audits verify QMS effectiveness and drive corrective and preventive actions.

Defect Prevention & Root Cause Analysis: We proactively identify, analyze, and prevent defects through structured RCA techniques.

Continual Improvement Culture: Tanla fosters a culture of continuous quality enhancement through innovation and feedback.

Performance Monitoring & KPIs: Quality KPIs and dashboards provide real-time insights to drive data-backed decisions.

Information Security Management System

Tanla maintains a robust Information Security Management System (ISMS) to ensure the confidentiality, integrity, and availability of data across its platforms. By aligning with global standards and best practices, including ISO 27001, SOC2 Type 2, GDPR, and the Digital Personal Data Protection Act (DPDPA), Tanla integrates security at every layer, from product design to operations. Our ISMS is driven by risk-based controls, proactive threat detection, and a culture of security awareness, ensuring secure, reliable, and resilient service delivery to customers worldwide.

Core Pillars of Information Security at Tanla

- 01 Governance, Risk, and Compliance (GRC)
- 02 Identity and Access Management (IAM)
- 03 Secure Architecture and Network Security
- 04 Data Protection & Encryption
- 05 Threat Detection, SOC & Endpoint Protection
- 06 Business Continuity & Disaster Recovery
- 06 Third-Party Risk Management
- 08 Cyber Security Maturity Assessment
- 09 Employee Awareness & Secure Culture
- 10 Continuous Monitoring and Improvement



At Tanla, cybersecurity is a foundational enabler of trust and innovation. We integrate security across every layer of our technology and operations, guided by global standards, driven by continuous improvement, and supported by a culture of awareness. Our unwavering focus is on safeguarding customer data, ensuring compliance, and delivering resilient, secure digital communication and experiences at scale.

Prasad T

VP – Security & Compliance

with gaps identified and addressed through action plans driven by the ISMS Auditor and monitored by the ISMS Forum.

- **Data Protection Officer (DPO) Oversight:** Dedicated leadership by the DPO to ensure organization-wide compliance with data protection regulations (such as GDPR and DPDP), safeguard sensitive personal and business data, and collaborate with stakeholders to implement privacy-by-design principles, conduct impact assessments, and address data subject rights.

Identity and Access Management (IAM)

Tanla ensures strict control over access to its systems and applications through a robust Identity and Access Management (IAM) framework. This includes identity federation, role-based access controls (RBAC), and multi-factor authentication (MFA). All privileged accounts are securely managed through a centralized Privileged Access Management (PAM) solution to mitigate risks associated with unauthorized access.

Key elements of the IAM framework include:

- **Least Privilege and Segregation of Duties:** Ensuring that users are granted only the minimum access necessary to perform their roles, reducing the risk of unauthorized actions.
- **Just-in-Time Access Control:** Enabling access to critical systems only when needed, ensuring temporary access is tightly controlled and monitored.
- **User Lifecycle Management:** Efficient management of user accounts from creation to deactivation, ensuring that access is aligned with employment status and responsibilities.
- **Periodic Access Reviews:** Regular reviews of access rights to ensure that user permissions remain appropriate and aligned with current roles and responsibilities.

Secure Architecture and Network Security

Tanla's network and systems are designed with a strong emphasis on security, adhering to secure design principles to protect against evolving threats. Network traffic is strategically segregated, encrypted, and continuously monitored through advanced security solutions, including WAF, DDoS, BOT protection, Next-Generation Firewalls (NGFW), Intrusion Detection and Prevention Systems (IDS/IPS), and DDoS protection.

Key components of our secure architecture and network security framework include:

- **WAF, BOT Protection and DDoS:** Protecting the internet facing web and API resources from cyber-attacks.
- **Network Micro-Segmentation:** Isolating network segments to limit the spread of potential breaches and reduce attack surfaces.
- **Firewall and IPS/IDS Configuration:** Optimizing firewall and intrusion prevention systems to detect and block malicious activity, ensuring comprehensive perimeter security.

Governance, Risk, and Compliance (GRC)

Tanla maintains a centralized Governance, Risk, and Compliance (GRC) framework to effectively monitor and manage regulatory, contractual, and internal security requirements. Regular risk assessments are conducted, evaluating both IT infrastructure and business operations to ensure comprehensive risk management. The implementation and monitoring of controls are governed by Tanla's Information Security Management System (ISMS), supported by ongoing internal audits and external assessments. Tanla adheres to industry-leading standards, including ISO 20000, ISO 27001, ISO 31000, SOC 2 Type 2, GDPR, and the Data Protection and Digital Privacy Act (DPDPA). A key component of the GRC framework is the oversight of information security issues by the Risk Management Committee, which ensures senior-level accountability and governance in line with our enterprise-wide risk posture.

Key components of the GRC framework include:

- **Enterprise Risk Register and Treatment Plan:** Comprehensive tracking and mitigation of identified risks, aligned with business priorities, with governance and oversight by the ISMS Forum, policy formulation and risk monitoring by the ISMS Officer, execution by Department Heads, and continuous auditing and improvement by the ISMS Auditor.
- **Security Policies and Procedures:** Clearly defined security policies and standard operating procedures that establish the foundation for operational security, guide regulatory compliance across all departments, and ensure consistent implementation and enforcement through coordinated efforts by the ISMS Forum and Department Heads.
- **Regular Compliance Audits:** Ongoing internal and external audit activities designed to assess and validate adherence to organizational policies, standards, and applicable regulatory requirements,

- **API Gateway Security Controls:** Implementing stringent security measures at the API gateway to protect against threats targeting application interfaces.

Data Protection & Encryption

To ensure customer trust and meet regulatory compliance requirements, Tanla implements robust encryption protocols across data both in transit and at rest. All sensitive and personal data is managed in accordance with the Privacy by Design principles, safeguarding privacy at every stage of data processing.

Key elements of our data protection and encryption strategy include:

- **TLS 1.2+ for Data in Transit:** Utilizing secure transport layer protocols to encrypt data as it moves across networks, safeguarding it from interception.
- **Data Masking and Tokenization:** Protecting sensitive information by replacing it with anonymized values, minimizing exposure in non-production environments.
- **Data Loss Prevention (DLP) for Emails and Endpoints:** Implementing advanced DLP solutions to prevent the unauthorized transmission of sensitive data via email or endpoint devices.

Threat Detection, SOC & Endpoint Protection

Tanla's Security Operations Centre (SOC) is operational 24/7, utilizing an integrated Security Information and Event Management (SIEM) system and Threat Intelligence platforms to ensure continuous visibility and rapid incident response. Our Endpoint Detection and Response (EDR) solutions provide robust protection and in-depth monitoring across user devices, servers, and workloads.

Key capabilities include:

- **Centralized SOC Operations with Real-Time Alerts:** Enabling proactive monitoring and rapid detection of potential threats.
- **SIEM for Log Correlation and Threat Intelligence Integration:** Facilitating the identification and response to security incidents through advanced log correlation and actionable threat intelligence.
- **Comprehensive EDR Deployment Across Critical Assets:** Ensuring end-to-end protection across all endpoints, including user devices, servers, and other critical infrastructure.
- **Attack Surface Management and Behavioral Analytics:** Continuously assessing and mitigating risks to reduce the organization's attack surface.
- **Root Cause Analysis (RCA) and Incident Reporting:** Providing detailed analysis and comprehensive reporting on incidents for effective resolution and prevention.
- **Cybersecurity Drills and Tabletop Simulations:** Regularly conducting drills and simulations to enhance preparedness for potential cyber incidents.

Business Continuity & Disaster Recovery (BCP/DR)

Tanla's Business Continuity Plan (BCP) is strategically designed to safeguard business resilience, operational integrity, and uninterrupted service delivery during unforeseen events. It applies comprehensively across all employees, subsidiaries, contractors, and vendors with access to Tanla's infrastructure, ensuring a unified and coordinated approach to crisis management and recovery.

The BCP incorporates rigorous information security principles to uphold the confidentiality, integrity, and availability (CIA) of information assets during disruptions. It is reviewed and updated bi-annually, incorporating evolving threat landscapes, regulatory updates, and insights derived from both simulations and actual incidents. Oversight and compliance enforcement are led by the Chief Information Security Officer (CISO), ensuring sustained alignment with industry standards and readiness across the organization.

Key Components of Tanla's Business Continuity Plan:

- **Risk Assessment:** Regularly conducted assessments to proactively identify, evaluate, and mitigate potential risks and vulnerabilities.
- **Recovery Strategies:** Scenario-based plans addressing cyber-attacks, technology failures, operational disruptions, and natural calamities, enabling swift, structured, and effective responses.
- **Resource Allocation:** Strategic provisioning of critical personnel, technological assets, and infrastructural resources to ensure seamless business continuity.
- **Testing and Validation:** The BCP is tested every 180 days through structured simulations, drills, and scenario-based exercises to validate organizational preparedness and response effectiveness.

Third-Party Risk Management (TPRM)

Tanla's Third-Party Risk Management (TPRM) framework ensures that all vendors and partners, particularly those with access to sensitive data or critical operations, meet the company's stringent security standards. A comprehensive onboarding process mandates detailed security evaluations, including the review of certifications such as ISO 27001, SOC 2, and relevant penetration testing reports.

Key Components of Tanla's TPRM Program:

- **Vendor Security Questionnaire:** Each third-party is required to complete a thorough security assessment to evaluate their data protection controls and compliance posture.
- **Contractual Security Clauses:** Legal agreements include robust clauses such as Data Processing Agreements (DPAs) and Standard Contractual Clauses (SCCs) to enforce data privacy and protection obligations.
- **Annual Third-Party Reassessment:** Ongoing risk evaluations are conducted annually to ensure vendors remain compliant with evolving security requirements.
- **Continuous Monitoring of Critical Vendors:** High-

risk vendors are subjected to continuous oversight, leveraging both automated tools and manual reviews to detect and address emerging security concerns.

Cybersecurity Maturity Assessment

Tanla and its group of companies conducted a comprehensive Cybersecurity Maturity Assessment with a leading third-party Big 4 firm, using the Cyber Program Management (CPM) framework. This assessment evaluated Tanla's cybersecurity capabilities, benchmarking against industry standards.

- **Framework-Based Evaluation:** Assessments are conducted using globally recognized standards such as the NIST Cybersecurity Framework (CSF), ISO 27001, and CIS Controls to benchmark current capabilities.
- **Capability Scoring and Gap Analysis:** Each domain is scored based on defined maturity levels, highlighting areas requiring remediation or investment.
- **Executive Reporting and Roadmap Development:** Results are translated into actionable insights for leadership, including tailored roadmaps to enhance cyber resilience.
- **Periodic Reassessments:** Maturity assessments are repeated at defined intervals to track progress, validate improvements, and adjust priorities in response to evolving threats and business changes.

Employee Awareness & Secure Culture

At Tanla, we recognize that a robust security posture begins with informed and vigilant employees. Our company-wide cybersecurity training program is designed to cultivate a security-first culture across all levels of the organization. Training is mandatory for all employees and is delivered through a combination of expert-led in-person sessions and interactive online modules. These cover critical areas such as the Digital Personal Data Protection (DPDP) Act, secure coding practices, and incident response protocols. Participation is continuously monitored to ensure accountability and sustained engagement.

- **Security Awareness Programs:** Regularly conducted sessions educate employees on key regulatory frameworks, including GDPR and DPDP, and enhance readiness for handling security incidents.
- **Developer Secure Coding Training:** Targeted training for development teams focuses on secure coding practices to proactively prevent software vulnerabilities.
- **Phishing Simulations and Cybersecurity Drills:** Simulated attacks and drills are run periodically to test employee response and reinforce vigilance against social engineering threats.
- **Executive Cyber War Exercises:** Senior management participates in tabletop simulations to sharpen decision-making during complex incident scenarios and enhance organizational resilience.

Through these initiatives, Tanla fosters a culture of shared responsibility for cybersecurity and ensures that every individual is equipped to contribute to our overall security posture.

Continuous Monitoring and Improvement

Tanla's Continuous Monitoring and Improvement framework ensures a resilient cybersecurity posture through proactive oversight, automated controls, and alignment with ISO 27001, ISO 9001 and ISO 31000 requirements. The program supports not only real-time detection and response, but also continuous improvement and accountability in line with contractual obligations and internal risk management objectives.

- **Security Operations Monitoring:** Continuous threat detection and response coordinated by the SecOps team. Infrastructure & Application Security Monitoring: Real-time monitoring for adherence to security standards.
- **SIEM and Threat Intelligence:** Centralized security information and event management systems for proactive threat detection and mitigation.
- **Incident Response & Attack Surface Management:** Continuous external monitoring to swiftly address vulnerabilities and emerging threats.
- **Cloud Security Posture Management (CSPM):** Ensuring robust and secure cloud infrastructure configurations.

Secure Software Development Lifecycle (SSDLC)

Tanla adopts a Secure Software Development Lifecycle (SSDLC) that integrates security at every stage, following DevSecOps principles. DevSecOps ensures security is embedded into development and operations, promoting collaboration between teams to maintain continuous security. This starts with secure requirements gathering, identifying both functional and security controls to meet business and regulatory needs. Security is applied consistently across all environments. Development focuses on secure coding practices and peer reviews, QA emphasizes security testing including static and dynamic analysis, Pre-Production simulates real-world deployment scenarios with rigorous vulnerability assessments and configuration validation, and Production enforces hardened security controls, continuous monitoring, and incident response readiness to protect live systems and data. In the design phase, threat modelling identifies risks and mitigation strategies. The development phase follows secure coding standards, with static code analysis integrated into each software release cycle. Our CI/CD pipeline incorporates automated security tools for continuous code reviews, vulnerability scanning, and testing.

During testing, dynamic analysis, penetration testing, and security validation, ensure robust application security. Role-Based Access Control (RBAC) restricts access to critical systems, and audit trails while supporting traceability and compliance. The deployment phase includes final security reviews, ongoing monitoring, and patch management. Tanla's SSDLC, aligned with global standards like ISO 27001 and GDPR, ensures regulatory compliance and security assurance.

Security and Vulnerability Testing

- **Comprehensive Security Assessments:** Routine infrastructure, web, API, and container assessments to proactively address vulnerabilities.

- **Internal and External Audits:** Regular internal audits complemented by third-party evaluations from CERT-IN empanelled vendors.
- **Regular Security Patch Management:** Proactive application of security patches to maintain system integrity and minimize vulnerabilities.

Least Privilege Access Control: Role-specific access restrictions to mitigate unauthorized data exposure risks.

- **Multi-Factor Authentication & Identity Protection:** Enhanced authentication mechanisms for strengthened identity protection.
- **Network Micro-Segmentation:** Isolating sensitive environments to limit attack surfaces and prevent lateral threats.

Product Security

At Tanla, product security is a foundational pillar integrated throughout the product development lifecycle. From initial design to final deployment, we embed security by default, ensuring resilience against threats at every stage. Through systematic threat modelling and rigorous risk assessments conducted early in the development process, we proactively identify and mitigate potential vulnerabilities. Aligned with Privacy by Design principles, our products are architected to inherently safeguard sensitive data, while enforcing robust API security and implementing stringent data encryption standards to ensure secure communication and interactions.

Data Privacy & Data Security

Safeguarding data privacy and security is central to Tanla's operations. We align with leading global privacy frameworks, such as GDPR, DPDPA, and LGPD, ensuring that our products and practices uphold the highest standards of data protection and data privacy. Our comprehensive policy framework, complemented by technical controls, protects the confidentiality, integrity, and availability (CIA) of customer and stakeholder information.

- **Policy Framework & Compliance:** Tanla's Data Security and Privacy Policy is regularly reviewed and updated to reflect emerging threats, compliance mandates, and industry best practices. It ensures complete lifecycle protection for sensitive information.
- **Data Protection & Collection:** We enforce lawful data collection practices, obtaining explicit consent where required. Our data handling processes are designed to uphold confidentiality and limit access based on business need.
- **Privacy Compliance & Data Processing:** We embed privacy-by-design into all operational processes, ensuring compliance with global regulations and adopting strict retention and deletion practices to avoid unnecessary data storage.
- **Access Control & Data Storage:** Using Role-Based Access Control (RBAC) and the Principle of Least Privilege (PoLP), we limit data access to authorized personnel only. All data, whether in the cloud or on-premises is encrypted and protected against unauthorized access.

- **Data Encryption & Security:** Tanla enforces AES-256 encryption for data at rest and TLS 1.2+ for data in transit, ensuring all communication channels and storage platforms meet the highest cryptographic standards.
- **Data Sharing & Compliance:** External data transfers undergo anonymization or pseudonymization to protect identities. Third parties and vendors are contractually obligated to adhere to strict data privacy and security policies.
- **Data Retention & Secure Disposal:** Data is retained strictly as required and disposed of securely in accordance with regulatory requirements to minimize exposure risk.

Incident Response Plan (IRP)

Tanla's Incident Response Plan provides a structured and rapid approach to managing cybersecurity incidents. The IRP outlines clear procedures to swiftly detect, contain, eradicate, and recover from incidents, significantly reducing potential impacts on operations and customer trust.

Key Components of Tanla's Incident Response Plan:

- **Detection & Identification:** Real-time security monitoring and integrated threat intelligence ensure rapid identification of cybersecurity incidents.
- **Containment:** Immediate isolation of affected systems prevents incident escalation, safeguarding unaffected assets and networks.
- **Eradication:** Rapid analysis and elimination of root causes ensure vulnerabilities are fully addressed, preventing recurrence.
- **Recovery:** Secure restoration of affected systems and data, quickly resuming normal operations while maintaining integrity and availability.
- **Post-Incident Review:** Comprehensive assessments following each incident, identify gaps and improvement areas, strengthening future preparedness and response efficiency.

Technology and Security Integration

Tanla and its group of companies employ advanced technology frameworks and best practices to ensure the effective implementation of Business Continuity Planning (BCP) and Incident Response Planning (IRP), maintaining a secure and resilient operational environment.

Shift-Left Security & Container Security

- Security practices are integrated early in the development lifecycle using tools such as Anchore, Trivy, and Docker Scout for real-time vulnerability assessment.

Automated Data Backups

- Geographically distributed, automated backups are maintained to ensure data availability, integrity, and swift recovery during disruptions.

High-Availability (HA) Queuing

- Reliable queuing mechanisms prevent message loss,

maintaining consistent service performance and reliability.

Observability & Real-time Monitoring

- Otel-compliant cloud-native monitoring solutions provide continuous threat detection, ensuring rapid response and resolution.

Escalation and Reporting

Tanla and its group of companies provide clear, accessible channels for employees to report security concerns, ensuring timely incident response:

- **Incident Reporting Channels:**
 - Email: infosec@tanla.com
 - Email: speakup@tanla.com
- **Oversight and Management:**
 - Direct supervision by the VP – Information Security and Compliance ensures incidents are assessed, escalated, and mitigated efficiently.

Security Testing & Validation Frequency

To maintain a robust cybersecurity posture, Tanla and its group of companies conduct regular security assessments and validation tests as follows:

Security Testing Activities	Frequency
API, Web, and Infrastructure Vulnerability Assessment & VAPT	Quarterly
CERT-In Empanelled External VAPT	Yearly
Container Scanning	Every Build
Static Code Analysis	Every Build
Functional Testing & Verification	Every Build (QA)
Performance Testing	Every Build (Pre-Production)

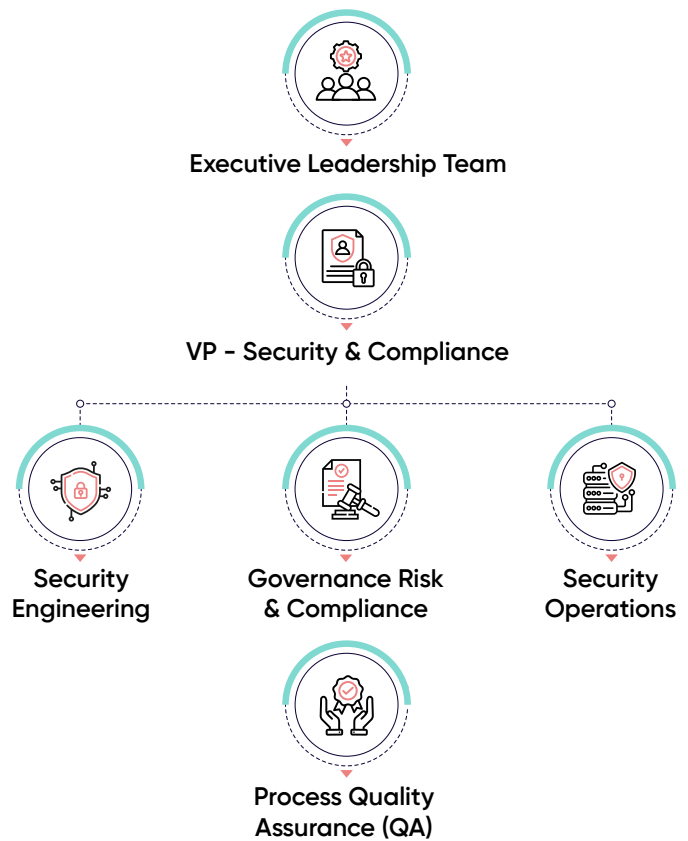
Commitment to Resilience and Security

This structured approach ensures that Tanla and its group of companies maintain resilient operations, implement robust security measures, and ensure sustained compliance, effectively safeguarding stakeholder interests and ensuring secure, reliable service delivery.

Governance Framework

- security breaches in FY25
- incidents of data breaches involving personally identifiable information of customers
- customers affected by company's data breach
- fines/penalties paid in lieu of information security breach

InfoSec & Compliance Structure



As the scale and complexity of our services expand, so does our commitment to operational excellence. To keep pace with growing enterprise needs and digital transformation across sectors, we have reimagined our infrastructure, modernizing our systems to be leaner, greener, and more resilient.

Technology-Driven Sustainability and Efficiency

Tanla has strategically modernized its IT infrastructure to meet the dual imperatives of sustainability and scalability. By consolidating all data centres, completing a full migration from physical to virtualized environments, and automating critical processes, we have drastically reduced energy consumption, improved system resilience, and enhanced service delivery, without compromising performance or scale.

We eliminated 70–80 physical servers and 5–6 full racks, reducing our on-prem footprint while repurposing several components for non-critical or lower environments. This resulted in a 20% reduction in infrastructure costs, along with a 25% drop in IT energy consumption and 18% reduction in CO₂ emissions, based on internal estimates using power benchmarks and post-migration metrics.

Infrastructure Optimization for Green IT

Goals

Tanla decommissioned multiple physical servers, nearly 19% of our total server footprint, along with a significant number of Network Devices, releasing five full racks from our data centre infrastructure. These actions led to a measurable reduction in energy demand and cooling load. While many servers were repurposed for lower environments or non-critical workloads, this strategic consolidation directly supported our green IT objectives.

Outcome Highlights FY25 (YoY)

25%

reduction in IT energy usage

18%

drop in CO₂ emissions

20%

cost savings

70%

reduction in downtime

50%

faster service deployment

Enhanced

platform TPS and efficacy
(Internal estimates based on power draw analysis, historical benchmarks, and post-deployment energy readings.)

Accelerated Deployment & Reduced Downtime

All platform and telco deployments have been fully automated, ensuring repeatable, error-free provisioning across environments. The implementation of an active-active setup in our major sites, with end-to-end redundancy, has strengthened system uptime and availability.

Outcome: 70% reduction in unplanned downtime and 50% improvement in deployment timelines. These operational gains are reflected in faster time-to-market, improved TPS (transactions per second), and platform efficacy for enterprise-grade workloads.

Tanla continues to strategically strengthen and evolve its manufactured capital, embedding sustainability,

operational resilience, and cybersecurity at its core. Through significant investments in scalable, state-of-the-art infrastructure, cutting-edge technologies, and stringent quality management processes, we empower our customers to navigate and excel within the rapidly changing digital landscape. Our robust security measures, compliance rigor, and adaptive incident management strategies safeguard stakeholder interests, ensuring uninterrupted service delivery and reinforcing stakeholder trust. As we advance our sustainability journey, Tanla remains committed to excellence, innovation, and resilience, consistently exceeding customer expectations and achieving long-term sustainable growth.

Quality Management & Continuous Improvement

Tanla strives to set the benchmark for quality and reliability within the Communications Platform as a Service (CPaaS) industry. Our vision is to deliver innovative, defect-free solutions that exceeds the expectations of our customers, further enabling their end-users to achieve their goals strategically and efficiently.

Tanla's quality framework is secured by four interconnected pillars that ensures a strategic and holistic approach to excellence.

- **Strategic Leadership and Culture:** Tanla's leadership plays an integral role in aligning quality objectives with comprehensive business goals. By fostering a culture of excellence and embedding quality to our leadership team, this pillar promotes customer-centric mindset and focuses on high-impact results.
- **Robust SDLC Integration:** Tanla ensures holistic and proactive approach to quality by embedding rigorous quality checks into every layer of SDLC – from requirement analysis to deployment. This pillar reflects our commitment to proactive quality enablement – facilitating rapid detection of issues to preventing defects and enabling expedited resolutions.
- **Advanced Tool and Technology:** At Tanla, we leverage cutting-edge technologies, including Gen AI, intelligent automation and custom based frameworks to enhance efficiency and effectiveness across platforms.
- **Continuous Improvement:** Tanla promotes a culture of continuous improvement driven by innovation and hierarchical feedback across all levels, RCA (Root Cause Analysis) and data-driven KPIs to consistently enhance our quality benchmark.

We leverage a strategic blend of industry leading technologies and tools to power our Quality Engineering Processes. We utilise Tricentis for Jira to streamline planning, execution. This integration ensures real-time visibility, and seamless collaboration between QA team and developers.

- Our backend test automation is powered by Robot framework and Python language.
- We leverage Playwright and gen AI for our end-to-

- end automation of user interfaces.
- We utilize K6 for testing APIs to evaluate our system performances and detect performance bottlenecks early.
- We leverage Jira as our central platform for managing requirements, enabling transparency, accountability and alignment across teams.

on the pillars of performance, precision, and platform resilience.

Driving Towards Excellence

Our processes are guided by well-defined quality objectives that reflect our commitment to excellence and continuous improvement.

- We aim for a zero critical defects in production driven by robust testing strategies and proactive quality assurance.
- We strive for zero rollbacks post deployment, ensuring that every phase is stable, reliable and validated.
- We are committed to improving the processes continuously by leveraging gen AI and intelligent automation.
- We strive to attain over 95% automation for all coverage test situations.

Building Resilient Platforms and Operational Excellence

Tanla's focus on platform engineering and infrastructure optimization has delivered measurable outcomes in FY25, reinforcing the strength of our manufactured capital.

Accelerated Platform Innovation

- Successfully launched Wisely 2.0 and MaaP—two mission-critical platforms with high strategic impact.
- Delivered both platforms with zero rollbacks, ensuring seamless market readiness and operational resilience.

Enhanced System Quality and Reliability

- Achieved 90% test automation coverage across Wisely 2.0 and MaaP core systems, strengthening platform reliability.
- Proactively identified and resolved 99% of performance bottlenecks pre-production, contributing to optimal runtime performance and system stability.

Operational Efficiency and Engineering Excellence

- Reduced feedback cycles for backend builds by 75%, accelerating feature deployment and innovation velocity.
- Deployed a centralized Test Management Tool, streamlining quality assurance and supporting scalable growth.
- Empowered engineering teams through targeted skill-building and process ownership, cultivating a culture of excellence, agility, and continuous improvement.

These outcomes reflect Tanla's commitment to maintaining future-ready digital infrastructure, built

Social & Relationship Capital








Focus Areas

-  Inclusive Education and Skill Development
-  Community Health and Well-Being
-  Rural Development and Infrastructure
-  Cultural Development and Community Participation
-  Policy Advocacy and Stakeholder Engagement
-  Customer and Vendor Relationship Management



Sankranthi Utsavam 2025, organized by Tanla Foundation in Gangaram, Telangana.

Stakeholders Impacted

-  Students
-  Underprivileged Communities
-  Local Authorities and Law Enforcement
-  Customers and Partners
-  Regulators and Policymakers
-  Vendors and Suppliers
-  Employees

Contribution to UN SDGs



30,000 +

lives touched through CSR initiatives

5,080 +

community members impacted



Introduction

Sustainable value creation is not defined by performance alone, but by the quality of relationships a company builds and nurtures over time. Strong stakeholder connections, be it with customers, partners, communities, or regulators, are essential to driving trust, resilience, and long-term growth.

Social Capital represents the collective strength of these engagements, shaping how an organization manages its ecosystem, responds to stakeholder expectations, and delivers broader societal impact.

Supply Chain: Social Capital shapes our relationships with enterprise customers, telcos, partners, and regulators, enabling consistent service delivery in a sector where mission-critical operations often occur

within stringent timeframes and high-dependency environments.

Adaptability: In the digital communications space, our ability to swiftly adapt to regulatory shifts, technological advancements, and evolving customer needs is emphasized by active engagement with a wide array of stakeholders, including enterprise clients, telecom operators, government agencies, and advocacy groups. These relationships enable us to navigate complexity, co-create value, and maintain our leadership in a dynamic, compliance-driven ecosystem.

Collaborations: Stakeholder collaboration catalyses competitiveness, addresses challenges, explores markets and develops sustainable practices. At Tanla, collaboration is central to our value creation model. We work closely with enterprise clients, telcos,

and technology enablers to build future-ready communication platforms. These collaborations help us stay ahead of evolving user needs, regulatory expectations, and industry trends.

Brand Loyalty: By consistently delivering secure, scalable, and compliant communication platforms, Tanla has earned long-standing loyalty from top-tier clients across industries. Our customer retention is driven by deep integration, reliability, and a sharp focus on value delivery.

Policy Advocacy: Tanla participates in key industry forums and regulatory consultations to shape policies around data privacy, data security, scam and spam control, and digital communications. Our proactive engagement helps align industry practices with emerging technologies and consumer rights.

Stakeholder Engagement: We maintain open and transparent dialogue with all stakeholders, from investors and regulators to clients and communities, enabling responsive governance and sustained business performance. This multi-stakeholder approach is core to our strategy and decision-making.

Tanla's Community Engagement

We strive to fulfill our commitment within our communities by reaching the most vulnerable sections through our CSR initiatives focusing on education and livelihoods, building an inclusive and sustainable future for everyone.

Our corporate citizenship is defined by various priorities.

- 01 We view our business as a catalyst for positive societal transformation.
- 02 Our CSR initiatives are designed to resonate with the community-focused initiatives.
- 03 We focus on early-stage interventions that create meaningful change and form foundation for long-term community transformation.
- 04 Our efforts are rooted in empowerment—enabling beneficiaries to develop the skills, confidence, and resources needed to drive their own progress.
- 05 Interventions are designed based on community-need assessments and proven social research-based methodologies.
- 06 Our CSR efforts are guided by a policy framework and executed under the oversight of a dedicated CSR Committee and leadership team.
- 07 We continuously monitor and evaluate program outcomes to ensure effectiveness and long-term impact.

In alignment with our vision of inclusive development, Tanla's initiatives span critical areas such as education, employment, infrastructure enhancement, aimed at improving the overall quality of life of the identified community.

A significant part of our CSR programs are executed through the **Tanla Foundation**, the Group's dedicated social impact arm, enabling structured and high impact interventions.

Tanla Foundation - the CSR Entity of Tanla Group

At Tanla Foundation, we believe in promoting an efficient ecosystem to build resilient communities through our partnerships that include our multifaceted stakeholders, business partners, customers and geographies. Our focus areas include initiatives that enhance educational opportunities, preventive healthcare, livelihood and community development and upskilling. It is our endeavor to reach the most vulnerable, underserved communities and the general population to create a positive social capital through these initiatives. We aim to make a meaningful impact through employee volunteering, strong stakeholder partnerships, and initiatives that drive positive change in communities we engage with.



Kola Krishnakumari's Educational Challenges and Interventions

Kola Krishnakumari is a Class 7 student from Rama Govindapuram village, studying at Sri Dasari Veera Reddy ZP Secondary School, Gangaram. Coming from an underprivileged community, with limited educational support, she switched from Telugu to English medium in Class 6, which created significant learning challenges. As she struggled to comprehend lessons in English, Math, Science and Hindi, her anxiety grew, causing her to miss school often. With support from Tanla Foundation, Krishnakumari now receives special classes, after-school academic assistance, and counselling. She is actively encouraged to participate in school activities, helping her build confidence and overcome her anxiety. As a result, her attendance and interest in academics have significantly improved. She now looks forward to pursuing higher education and building a brighter future. Krishnakumari's journey has inspired many girls in her village to overcome their fears.

Governing Social Capital

We have established a robust system for governing our community initiatives, anchored in continuous collaboration between the Board of Directors, CSR committee and Tanla Foundation. We maintain high standards of due diligence, compliance, auditing and monitoring mechanisms across projects.

Our CSR Governance is Based on Three Pillars

01

Board

- Approves the CSR policy and Annual Action Plan
- Reviews and ensures fund utilization as per approved plan
- Monitors projects along with CSR Committee

02

CSR Committee

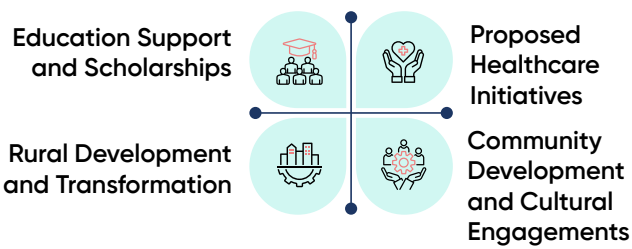
- Recommends the CSR policy to the Board
- Recommends the Annual Action Plan and modifications, if any to the Board
- Reviews project implementation through transparent monitoring and management mechanism.

03

Tanla Foundation

- Identifies CSR projects as per the CSR Policy and proposes them to the CSR Committee
- Implements and monitors projects
- Maintains robust mechanisms to ensure compliance with the approved proposals, CSR policy, and applicable laws

Our CSR Focus Areas



Key CSR Programmes

Through our CSR strategic pillars - Education, Health and Livelihoods, Tanla Foundation implemented several initiatives in FY25 to create a positive impact in communities that matter the most. Our endeavour has been to reach the most vulnerable communities through our initiatives.

I. Education

A. Project for Improvement of Learning Levels through Academic & Other Support in Rural Schools (Pillars):

At Tanla Foundation, we believe that every child, in rural or urban India, deserves access to quality education. We bring this belief to life by supporting transformative learning initiatives in the Government schools we've adopted, aiming to create lasting impact where it's needed most.

We create awareness on the importance of education by helping students understand their need for education and enhance their overall schooling experience. We have thus adopted **408 first-generation students** from middle to high school and are offering our committed services to enhance their time at school both academically and through extracurricular activities making school time fun. We have launched a focused nutrition program for the health of tenth graders to benefit the health of **82 students**. We are collaborating with the local school to help students pursue their academic interests with innovative ideas by introducing digital learning through state approved syllabus on televisions and tablets during school time. Our teachers, project and field officers remain the most dedicated personnel in our endeavor to identify and assist the students that need most attention. Our staff have played a vibrant role in conducting several cultural and national day events to promote a school life balance approach among the students.

B. Making Dreams a Reality – Tanla's Scholarship Program for IIT-M Students: Students with big dreams are empowered to pursue them through the Tanla Foundation's Scholarship Program, which supports those undertaking higher education in Computer Science Engineering at the Indian Institute of Technology, Madras. It has been our commitment to support academically bright students by supporting them with financial aid. **13 students** were carefully selected through an online scholarship portal, with support provided to fully cover their educational expenses, including tuition and hostel fees. The purpose of the scholarship is to reach students from underserved communities and empower them to witness a future of excellence and inclusivity. We are currently in the third phase of our scholarship program, and we believe that every student who receives the scholarship will transform into a successful individual.

C. Tanla Foundation's Commitment to Education: Tanla Foundation extended its support by sponsoring the education of two students from low-income families. The sponsorship covered essential educational expenses, including tuition fees, school supplies, and uniforms, helping to relieve financial stress on the families. This initiative reflects Tanla Foundation's commitment to empowering underprivileged students through access to quality education. By enabling these students to continue their studies without interruption, the Foundation has taken a meaningful step toward promoting educational equity and long-term opportunity.

SDGs Alignment



II. Health

Initiating Rural Health Center: Establishing a rural health center requires a comprehensive baseline assessment to ensure it addresses the specific health needs of the community while aligning with regulatory standards. In Gangaram, we undertook such an assessment to evaluate community health indicators, existing infrastructure, facility and equipment needs, human resource requirements, service delivery protocols, clinical standards, medical supplies, emergency preparedness, and overall safety.

As part of this effort, we conducted a detailed demographic profile, capturing data on population size, age distribution, and socio-economic conditions. We assessed health indicators related to both communicable and non-communicable diseases through surveys and community interviews to understand healthcare priorities and challenges. We also reviewed the utilization of existing healthcare services to identify critical gaps in delivery.

Based on these findings, Tanla Foundation has developed a plan to establish a rural health center in Gangaram. This center will provide free access to quality healthcare and support services, enabling and educating community members to seek timely medical assistance.

We are collaborating with the District Medical Health Office to bring this initiative to life, with the goal of serving not only Gangaram but also neighboring villages. Once operational, the center will offer preventive health awareness, outpatient care, treatment for common illnesses, management of chronic and infectious diseases, geriatric care, emergency services, and basic diagnostic testing. The initiative is expected to benefit 1,452 households, reaching nearly 5,808 individuals in the Gangaram community, expanding to 20,000 over next 2 years.

SDGs Alignment



III. Community Development

A. Sankranthi Utsavam in ZPHS, Gangaram:

Tanla Foundation organized this Utsavam to bring together young and old from the community to participate and showcase their talents in rangoli, kite flying and sports. It was a three-day fun filled celebration of cheer and enthusiasm from participants who took every opportunity to give their best and win accolades. This utsavam also brought together employee volunteers who joined the festivities and coordinated the event successfully. The utsavam had 173 children participate in kite flying competition, 22 teams with an overall of 176 players participated in volleyball competition and 144 young girls and women displaying their creativity in rangoli competition.

My Experience at the Tanla Foundation Sankranthi Utsavam

My name is Ravali, and I work as a mid-day meal cook at SDVR ZPS School in Gangaram. This Sankranthi Utsavam, I participated in the Rangoli competition organized by Tanla Foundation with my friend Jayamma and was thrilled to win second prize in my first-ever competition. The prize money will help me buy a sewing machine to support my family.

The event brought our community together, with beautiful Rangolis highlighting nature and every participant receiving a prize. Tanla Foundation's efforts revived the festive spirit in our village and encouraged women like me to showcase our talents. I hope they continue organizing such inspiring events.



Heartfelt Thanks to Tanla Foundation: My Sankranthi Utsavam Experience

My name is Hima Bindu, and I enjoyed participating in the Rangoli competition organized by Tanla Foundation during Sankranthi Utsavam in Gangaram village. Along with my friend Vyshali, I embraced the nature theme and was thrilled to win third prize!

Tanla Foundation's support for students and their focus on women's participation made the event truly special. The celebrations were lively and inclusive, with additional activities like kite flying and volleyball.

This unique experience brought me great joy, and I hope Tanla Foundation continues to organize such fun-filled programs every year.

Sk. Sadha Karim – Navigating Medium Transition and becoming an Overcomer

Sk. Sadha Karim, a 9th standard student from Gangaram, comes from a farming family and has a differently-abled younger brother. After completing primary education in Telugu medium, he struggled with the transition to English medium in 8th grade, leading to poor attendance, anxiety, and eventually dropping out.

Despite initial resistance, with counselling from the Tanla Foundation and his parents, Karim rejoined school in 9th grade Telugu medium. His attendance has improved, and he now follows a study timetable at home.

Karim's case highlights the importance of language support, flexible instruction, and ongoing encouragement for rural students facing educational transitions.

Kites, Colors, and Community: My Day with the Tanla Foundation

My name is J. Yeswanth, a 10th-grade student from Bethupally village, studying at SDVR ZPS School. I was delighted to win first prize in the senior kite flying competition at the Sankranthi Utsavam organized by the Tanla Foundation in Gangaram.

I always found kite flying fun, and this event gave me the perfect platform to showcase my skills. I'm grateful to Tanla Foundation for bringing such festive celebrations to our village and for encouraging community participation.

With my prize money, I bought a dictionary and two study guides and supported my family with the rest. I hope Tanla Foundation continues to organize such inspiring events every year, spreading joy and opportunity in our community.

Thank you, Tanla Foundation, for making Sankranthi so special for all of us.



Cyberabad Traffic Pulse

B. Cyberabad Traffic Pulse Initiative: A Collaborative Effort: The Cyberabad Traffic Police, in collaboration with the Cyberabad Police and the Society for Cyberabad Security Council (SCSC), proudly launched the **Cyberabad Traffic Pulse** initiative on January 31, 2025. This initiative was powered by Tanla Platforms Limited and supported by Tanla Foundation under CSR. This innovative service is designed to reduce traffic congestion and improve traffic movement by sending real-time traffic updates to help commuters plan their travel better. Since the launch of Cyberabad Traffic Pulse, timely alerts on traffic congestion, accidents, VIP movements, and city events have been notified to citizens on their mobile phones through SMS, Flash SMS, WhatsApp, and Google RCS.

Key Features of Cyberabad Traffic Pulse include:

- 01** **15,000+ citizens** subscribed to CTP within the first few months, demonstrating strong demand and rapid adoption.
- 02** Critical real-time traffic alerts sent daily, reducing commute-related uncertainties.
- 03** Enhanced road safety through proactive congestion management, reduce bottlenecks and improve emergency response.
- 04** Bridged the gap between commuters and law enforcement, enabling better collaboration and enforcement of traffic regulations.
- 05** Scalable model for future smart city initiatives, setting a benchmark for public-private partnerships in urban mobility.



Cyberabad Traffic Pulse empowers citizens with real-time updates to avoid delays, plan efficient routes, and ensure safer commutes. We thank SCSC and Tanla Platforms Limited for their support in bringing this innovative service to life, making Cyberabad a leader in smart traffic management.

Mr. Avinash Mohanty

IPS, Commissioner of Police, Cyberabad.



Cyberabad Traffic Police and SCSC launches Cyberabad Traffic Pulse.



"At Society for Cyberabad Security Council (SCSC) our vision is to ensure safer roads and smarter commutes for all. Cyberabad Traffic Pulse empowers citizens with real-time traffic updates, helping them plan better, save time, and reduce travel stress. This initiative reflects our commitment to fostering a safe, efficient, and connected community."

Naved Khan

CEO, SCSC (Society for Cyberabad Security Council)



At Tanla, our sense of purpose is rooted in creating solutions that truly impact lives. Cyberabad Traffic Pulse is a remarkable and innovative initiative that aligns with this vision, helping citizens save time, reduce effort, and travel stress-free. We are proud to support this transformative service that empowers Hyderabad's commuters with smarter and safer journeys.

Uday Reddy

Founder Chairman & CEO, Tanla Platforms Limited



C. SHIELD Conclave 2025: SHIELD 2025 focused on cybersecurity awareness, child safety, and women's digital security. The conclave offered training sessions, workshops, and skill development in cybersecurity positively impacting **1,940 participants**. The conclave focused on digital safety, awareness campaigns, and cyber protection strategies for vulnerable groups.

SDGs Alignment:



IV. Rural Development

Upkeep of Streetlights in the Community:

Streetlights play vital in ensuring safety, security, and accessibility in village settings. Regular maintenance of these lighting systems is essential to prevent outages, enhance energy efficiency, and prolong the lifespan of the infrastructure. We prioritized the safety of community members during their commutes within the village by maintaining and ensuring the proper functioning of streetlights. As a result, 1,452 households, impacting a total of 5,808 community members, and those who travel through these roads, now feel safer during their daily commute.

SDGs Alignment:



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As a student passionate about computer networking and software development, financial constraints were a major barrier in pursuing my education. My mother, the sole breadwinner, struggled to support both my brother and me, often working overtime to meet rising costs.

The scholarship from Tanla Foundation was a turning point—it eased our financial burden and allowed me to focus entirely on my studies. It not only relieved my mother but also gave me renewed confidence and purpose. This support has been instrumental in shaping both my academic journey and personal growth, and I'm deeply grateful for the opportunity to pursue my dreams.

Aasritha Yadav C
Student, IIT-M, Batch - 1 (FY23)

”

I aspire to build a career in theoretical computer science and artificial intelligence, driven by my passion for mathematics, abstract thinking, and innovation. However, financial challenges once stood in the way of fully pursuing my academic goals.

The Tanla Foundation Scholarship was a turning point—it lifted the financial burden, allowing me to focus deeply on my studies and research. With this support, I've been able to engage in time-intensive coursework, explore complex mathematical concepts, and participate in research initiatives aligned with my career path.

I'm truly grateful for this opportunity, which has not only advanced my academic journey but also strengthened my commitment to contribute meaningfully to the fields of computer science and AI.

Karthikeya Polisetty
Student, IIT-M, Batch (FY23)

Our CSR scorecard

Health and Well-being

1,452

Households surveyed

Community Development

842

Community members reached

5,808

Individuals positively impacted

40

Streetlights repaired

Cyberabad Traffic Pulse

15,000

Citizens subscribed

Education

408

Students supported



I aspire to become a Civil Servant and contribute meaningfully to society by serving in the Indian Administrative Services or other Government Roles. The Tanla Foundation Scholarship has been instrumental in relieving the financial burden it is of my education, enabling me to fully focus on my academics and skill development. With this support, I have been able to deepen my programming expertise, achieved a 1300 rating on Codeforces, and engage in advanced projects such as a Convolutional Neural Network (CNN) image recognition project under Prof. Sukhendu Das.

I have also developed personal projects like a to-do app and a maze solver using Breadth-First Search (BFS), which have strengthened my problem-solving and Machine Learning skills. The scholarship has not only eased my family's financial challenges but also empowered me to pursue a rigorous academic path. Beyond academics, the support from the Tanla Foundation has inspired me to give back to the community.

Kanakamedala Vibhav Chowdary

Student, IIT-M, Batch-1 (FY23)



A Heartfelt Thank You from IIT Madras: Celebrating Our Partnership with Tanla Foundation

At IIT Madras, we deeply value our partnership with Tanla Foundation, which has played a transformative role in empowering our students and supporting our vision of IIT-M for all—an inclusive environment where every student can thrive.

Thanks to the Tanla Foundation Scholarship, 15 deserving students have been able to pursue their academic goals without financial stress, unlocking their full potential. This collaboration not only advances individual success but also contributes to innovation and inclusive growth.

We sincerely thank the Tanla Foundation for its continued support and look forward to strengthening this impactful partnership.

Prof. Ashwin Mahalingam

Dean, Office of Alumni and Corporate Relations, IIT-M

Tanla, through the Tanla Foundation, remains deeply committed to driving meaningful social change with a purpose rooted in empathy and impact. Our CSR efforts are centered around empowering underserved communities, ensuring that their needs and aspirations guide every initiative we undertake.



Heartfelt Thanks to Tanla Foundation from the Rudrakshapally Volleyball Team



We sincerely thank Tanla Foundation for organizing the 2025 Sankranthi Utsavam in Gangaram. The event brought our community together through various sports competitions. Our team was proud to win first prize in the volleyball tournament.

We appreciate Tanla Foundation's commitment in supporting rural youth sports and providing a platform for local sports. The tournament was smoothly organized, and the prize money helped us build a volleyball court in Rudrakshapally—a lasting asset for our village.

Events like these are vital for encouraging fitness, teamwork, and sportsmanship. We hope Tanla Foundation continues such initiatives, inspiring and empowering rural youth. Thank you for your support and for bringing festive cheer to our community.

Tanla volunteers with the participants at 'Sankranthi Utsavam 2025', organized by Tanla Foundation in Gangaram, Telangana.

Relationship Capital

Customer-Centric Partnerships

At Tanla, customer relationships are built on a foundation of trust, innovation, and long-term value creation. Our digital communication platforms are designed not only for operational excellence but also to minimize environmental impact, reinforcing our commitment to sustainability. With most of our customer partnerships lasting over a decade, we've demonstrated our ability to deliver consistent value through cutting-edge, future-ready technologies that enable customer success and scalable growth.



Great customer experience comes from the interaction customers have with our products, services and people and the way we make them feel when they engage with us. At Tanla, this has been at the core of what we do, to strive and offer excellent customer experience, in every platform we offer, which helps us to retain and grow the business.

Sriram Vinjamuri
Chief Customer Officer, Karix

Customer Success at the Core

Our dedicated Customer Success team lies at the heart of our engagement strategy. Encompassing project management, technical account leadership, and responsive service, the team is structured to dynamically adapt to evolving customer needs. It serves as a single, integrated touchpoint for account servicing, issue resolution, and customer feedback mechanism, ensuring seamless coordination and continuous enhancement of service quality.

Empowered Teams, Exceptional Outcomes

Tanla promotes a decentralized, agile approach to customer engagement. Our Customer Success teams are empowered to act independently, make timely decisions, and craft innovative responses to complex challenges. This empowerment is underpinned by structured policies and strong mentorship, enabling the team to exceed expectations and foster deep-rooted customer trust.

Enterprise-Wide Alignment

Customer success at Tanla is a shared responsibility that spans the entire organization. We foster seamless collaboration across sales, engineering, and service

teams to ensure a unified focus on customer priorities. Our sales, engineering, and service teams engage periodically to align on customer priorities. Business Review Sessions with clients serve as valuable forums to gather feedback, track progress, and swiftly act on challenges, ensuring our solutions are always aligned with client expectations.

Priority Support Model and Proactive Approach

We follow a proactive customer engagement model, placing significant emphasis on direct customer interactions to understand service gaps and evolving expectations. This dual approach—combining real-time feedback with data-driven insights enables us to accurately assess customer sentiment and deliver prompt, customized solutions. To further enhance service delivery, we have instituted a Priority Support Model for key accounts, offering differentiated service levels, faster response times, and replace with SLAs. This targeted engagement framework has played a pivotal role in driving a sustained improvement in our CSAT scores and reinforcing long-term customer loyalty.

Monitoring Customer Satisfaction and Driving Insight

Customer satisfaction is an ongoing process at Tanla, embedded into every stage of the customer journey. We actively capture real-time sentiment through multiple feedback channels, including formal surveys, experience ratings, and resolution-specific reviews. For every query or ticket resolved, customers are invited to rate their experience, and these insights are shared with our support teams for evaluation and continuous improvement.

Our latest Customer Satisfaction (CSAT) survey, covering the full lifecycle of service delivery for FY25, reflects our steady progress:

Customer Satisfaction Score		
FY23	FY24	FY25
42%	62%	76%

This continuous feedback mechanism enables us to remain agile and responsive to evolving customer expectations. It supports a proactive engagement model that not only addresses present needs but anticipates future service requirements—positioning Tanla as a trusted, long-term partner in our customers' growth journeys.

To deliver this experience at scale, we have a dual-layered support structure in place:

- 1. Customer Success Managers (CSMs)** – Focused on solution-driven engagement and expanding customer relationships by identifying new opportunities to increase share-of-wallet.
- 2. Technical Account Managers (TAMs)** – Assigned to

key enterprise accounts as SPOC (Single Points Of Contact), they are responsible for resolving technical and operational issues swiftly while also supporting commercial growth and retention.

This structure ensures every customer interaction is tracked, personalized, and resolved with speed and precision—enhancing satisfaction, building trust, and fostering deeper loyalty across our client base.

Net Promoter Score (NPS): Driving Customer Advocacy

Tanla continues to prioritize customer inputs as a cornerstone of its service enhancement strategy. As part of this commitment, we closely monitor the Net Promoter Score (NPS)—a key metric reflecting customer loyalty and advocacy.

During the period under review, our NPS reached 65, marking a substantial improvement from 48 in FY24 and significantly surpassing our internal benchmark of 50. This 35% year-on-year improvement reflects growing customer confidence in Tanla's offerings and service delivery.

Customer Segmentation (FY25):

- **Promoters:** 70%
- **Passives:** 25%
- **Detractors:** 5%

Top-Performing Areas Identified:

- **Technical Support:** 83% positive feedback
- **Solution Quality:** 77% positive feedback
- **Reporting & Analytics:** 72% positive feedback

The NPS assessment also provided valuable insights into areas with scope for further enhancement. Key improvement opportunities identified include streamlining the onboarding process, improving responsiveness, and offering more tailored reporting and analytics capabilities. Each of these areas is being proactively addressed through focused initiatives, reaffirming our commitment to delivering consistent, high-quality experiences across all customer touchpoints. Recognizing their importance, the Company has initiated targeted improvement programs to address these aspects, reaffirming our commitment to delivering frictionless experiences and deepening customer trust across all interactions.

For FY26, we are setting ambitious customer experience targets with an NPS of 55 and a CSAT of 78%, underscoring our focus on building deeper trust, delivering consistent value, and driving continuous improvement across every customer touchpoint.

Supply Chain Management

At Tanla, our commitment to innovation is not limited to product development, it extends to how we source, collaborate, and deliver. Our supply chain is a strategic enabler, designed to be resilient, responsible, and forward-looking. Through close partnerships with suppliers and vendors, we co-create digital communication solutions that are not only agile and scalable but also aligned with our environmental and

social responsibility goals.

We view our supply chain as a critical driver of shared value, supporting business continuity while promoting ethical sourcing, sustainability, and inclusive growth. Transparency, accountability, and collaboration are at the heart of our procurement philosophy, ensuring that our operations serve both strategic and societal imperatives.

Vendor Selection and Evaluation

Our vendor ecosystem is shaped through a robust, criteria-driven selection process. Every supplier we onboard is evaluated not just for cost-efficiency and scalability, but also for integrity, regulatory compliance, and sustainability alignment. We conduct competitive benchmarking by reviewing multiple bids—balancing pricing with long-term value, service quality, and ethical practices.

Each selected vendor signs a declaration aligned with Tanla's Supplier Code of Conduct, which outlines our expectations around responsible business conduct, labor standards, and environmental compliance. Beyond onboarding, we conduct regular performance reviews and feedback loops to identify opportunities for improvement and foster a culture of continuous collaboration and innovation.

Ethical Procurement Principles

Tanla's responsible sourcing framework is built around six foundational pillars:

- 01 Integrity in Business Practices:** Strict compliance with all legal, regulatory, and ethical norms.
- 02 Fair and Inclusive Workplaces:** Zero tolerance for discrimination or exploitation, and full compliance with wage, benefit, and workplace safety regulations.
- 03 Human Rights and Sustainability:** Prohibition of child or forced labor and preference for partners that actively demonstrate environmental and social responsibility.
- 04 Transparency and Governance:** A fully auditable Procure-to-Pay (P2P) process with accurate, verifiable records.
- 05 Environmental Stewardship:** Proactive steps to reduce emissions, manage waste responsibly, and optimize resource usage.
- 06 Zero Tolerance for Corruption:** Strict disclosure norms on conflicts of interest, and robust checks against bribery and fraud.

Supplier Network and Local Sourcing Impact

In FY25, we maintained a strategically optimized supplier base, comprising 14 critical Tier 1 suppliers and 40 additional Tier 1 vendors. This focused model ensures better alignment, quality control, and faster response times—while reducing operational risk and enhancing partner accountability.

Metric	FY24	FY25
Spend with Local (India-based) Suppliers	95%	97%

We also expanded our local vendor base significantly, reflecting our ongoing commitment to strengthening domestic ecosystems. This initiative not only boosts local economies but also reduces logistical risks, shortens delivery cycles, and contributes to our 'Make in India' focus, while supporting our broader ESG goals.

Digitizing Procurement for Enhanced Efficiency

As part of our digital transformation journey, we deployed an Automated Procurement Platform to streamline the end-to-end source-to-pay cycle. This platform simplifies vendor engagement, enhances transaction accuracy, and significantly improves operational turnaround.

Key advantages include:

- **Enhanced Accountability:** Clear ownership across the P2P cycle.
- **Process Transparency:** Real-time visibility into procurement and payment workflows.
- **Complete Audit Trail:** Detailed tracking of every transaction, fostering compliance and control.

This integration not only reduces manual intervention but also strengthens our ability to scale with agility and precision—aligning procurement outcomes with business strategy.

Balancing Sustainability and Performance

Tanla's supply chain strategy is rooted in the belief that sustainability and operational excellence must go hand in hand. We actively seek ways to reduce our environmental footprint—whether through greener sourcing, smarter logistics, or digital efficiencies—while

upholding the highest standards of product quality, delivery timelines, and customer satisfaction.

Every decision we make in our procurement process reflects our broader commitment to building a responsible, transparent, and future-ready business—one that prioritizes long-term impact.

At Tanla, our approach to Social and Relationship Capital goes beyond transactional engagement—it is deeply rooted in purpose, partnership, and progress. By investing in inclusive community development, nurturing long-standing stakeholder relationships, and building resilient, responsible ecosystems, we continue to create sustainable value for all. Whether through empowering the underserved, shaping policy dialogues, or enabling customer success at scale, our commitment remains unwavering: to build trust, foster impact, and champion long-term transformation.



Sunil Bajpai interacts with the Delegates at the Tanla Innovation and Experience Center at the India Mobile Congress, 2024.



MANAGEMENT DISCUSSIONS

Tanla Board and the Tanla Senior Leadership at a review meeting

Management Discussion & Analysis

Global Economy

The global economy navigated a challenging yet stabilizing phase in calendar year (CY 24), posting a GDP growth of 3.1% in 2024, with expectations of 3.2% in 2025. While growth remained below historical averages, key macro indicators such as inflation, interest rates, and trade flows showed signs of normalization, fostering cautious optimism across global markets.

United States remained a bright spot among developed economies with resilient consumer demand. The Federal Reserve's shift from a restrictive to neutral policy stance reflected moderating inflation and improved macro stability. Europe continued to face structural headwinds. China's economy has been grappling with slower growth and weak consumer demand, while recent stimulus measures aim to stabilize the economy.

Amid these regional dynamics, several global themes emerged. Disinflation became a synchronized trend, allowing central banks in both advanced and emerging markets to gradually transition toward more accommodative policy stances. Trade activity showed initial signs of revival, though it continued to be influenced by ongoing geopolitical tensions, particularly between the U.S. and China, which affected global supply chains and capital flows. Tariffs imposed by the U.S. and other countries have raised costs for Chinese exporters, disrupted supply chains, and added uncertainty for businesses trying to recover momentum.

Despite the return to relative macroeconomic balance, the outlook remained tempered by persistent and evolving risks. Heightened geopolitical uncertainty, demographic transitions, climate-linked economic disruptions, and financial market volatility continued to pose significant challenges. Within this context, emerging markets displayed uneven performance, shaped by capital flow volatility, currency pressures, and limited fiscal space to stimulate growth.

As the global economy progresses through 2025, the trajectory appears cautiously positive, anchored by macroeconomic stabilization, but contingent on the ability of economies to navigate structural reforms, manage external shocks, and leverage new growth drivers in an increasingly complex global environment.



The Indian Economy

The Indian economy demonstrated remarkable resilience during FY25, registering a GDP growth of 6.4–6.5% despite challenging global conditions. This performance positioned India among the fastest-growing major economies worldwide, with particularly strong momentum in the final quarter (7.4% growth in January–March 2025).

The economy's growth was driven by robust domestic consumption, sustained investment activity, and continued government focus on infrastructure development. The manufacturing sector benefited significantly from Production Linked Incentive schemes of the government, while the services sector maintained steady expansion despite global headwinds.

The Reserve Bank of India adopted a calibrated monetary policy approach throughout the fiscal year. After maintaining elevated interest rates to combat inflation, the central bank shifted to an accommodative stance in the latter half. This policy recalibration supported economic growth while successfully maintaining inflation within the target range of 4–5%.



While the economic indicators remained strong, the year presented several challenges including global economic uncertainty, employment quality concerns, and periodic supply-side pressures on food prices. However, these were effectively managed through proactive policy interventions and the economy's inherent resilience. The government's continued emphasis on infrastructure development, digital transformation, and manufacturing competitiveness through various policy initiatives provided a solid foundation for sustainable growth.

Looking ahead, the Economic Survey, projects GDP growth of 6.3–6.8% for FY26, with the economy expected to stabilize around 6.5% in the medium term. This trajectory, supported by ongoing structural reforms and strategic investments in infrastructure, technology, and skill development, positions India favorably for sustained economic expansion.

Business Overview

The digital communication and interaction landscape is undergoing a fundamental shift, from multichannel engagement to AI-native, outcome-driven experiences. Enterprises across industries increasingly recognize that their competitive edge lies in delivering seamless, personalized, and secure digital journeys. This accelerated the adoption of omni-channel customer experiences that are not just scalable, but also intelligent and compliant by design. Customer expectations are evolving rapidly. Real-time communication, privacy-first engagement, and hyper-personalized interactions are now table stakes. At the same time, enterprises are navigating macroeconomic pressures, regulatory developments, and the need to do more with less.

We are driven by our purpose – ‘empowering consumers and enabling companies’. In doing so, we play a role in every part of the digital interaction value chain – authentication, acquisition, engagement, user protection (anti-spam, anti-scam), customer experience, and retention. As a result, we have uniquely strong solutions in two key segments user.ai (No Spam, No Scam) and enterprise.ai (Rol for authentication, customer experience and growth marketing solutions).



Tanla Group Teams at a Quarterly Business Review Meeting

Structural Growth Drivers

Demand is influenced by several structural trends and shifts in the ways businesses, customers, and people interact and communicate. We see a few global trends across the world of digital interactions.

Everything becomes Conversational

The explosion of channels vying for user attention is driving the need for robust omnichannel platforms.

OTT channels like WhatsApp, RCS and others, are enabling rich, two-way conversations. These channels support multimedia content, payments, and app-like experiences directly in the chat window. Conversational commerce is growing, with customers able to complete entire transactions, from product discovery to payment, within a single chat window.



AI-Enabled Communication

AI is now a core part of digital communication strategy, with intelligent automation being integrated into communication workflows. Conversational AI, including smart chatbots and voice assistants, handles routine queries, freeing human for more complex tasks.

Generative AI tools are revolutionizing chatbots, making them more intelligent and capable of understanding natural language, emojis, and even processing payments or scheduling deliveries within chat interfaces.



Omnichannel Experience

Cloud-based models with zero capital expenditure and flexible, pay-as-you-go pricing are rapidly gaining momentum. This shift is accelerating the adoption of advanced services such as Customer Data Platforms (CDPs), which increasingly leverage blockchain and AI/ML technologies. Enterprises are seeking unified platforms with multiple APIs to enable seamless engagement across multiple channels. As businesses embrace new communication touchpoints and implement cross-channel marketing automation, the demand for comprehensive end-to-end (E2E) solutions has become essential to ensure consistency, efficiency, and scalability in customer engagement.

Digital Trust and Compliance

The importance of consent, transparency, protection, and user control is becoming increasingly pronounced, as data privacy and security take center stage globally. Businesses are under growing pressure to comply with stringent regulations and ensure that user data is managed responsibly, with robust safeguards against breaches while preserving both user trust and regulatory compliance.

Result of Operations

At a Glance

Revenue grew by 2.5% YoY to ₹4,028 Cr

Gross profit de-grew by 0.5% YoY to ₹1,051 Cr. Gross margin was at 26.1%, decreased by 80 basis points

EBITDA de-grew by 5.7% YoY to ₹691 Cr. EBITDA margin was at 17.2%, decreased by 149 basis points

Profit after tax de-grew by 7.5% YoY to ₹507 Cr. PAT margin was at 12.6%, decreased by 136 basis points

Earnings per share was at ₹37.76

Free cash flow was at ₹514 Cr

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

Consolidated Profit & Loss Account

In ₹ Cr unless otherwise stated	Year ended March 31		Change %
	FY25	FY24	
Revenue from operations	4,028	3,928	2.5
Cost of services	(2,977)	(2,872)	3.7
Gross profit	1,051	1,056	(0.5)
Gross Margin	26.1%	26.9%	(80 bps)
Operating expenses			
Total operating expenses	(360)	(324)	11.2
EBITDA	691	732	(5.7)
EBITDA margin	17.2%	18.6%	(149 bps)
Depreciation and amortization	(98)	(85)	15.3
EBIT	593	647	(8.3)
EBIT margin	14.7%	16.5%	(175 bps)
Finance cost	(6)	(6)	(3.6)
Other income	40	43	(7.0)
Profit before tax	627	683	(8.2)
Tax expenses	(120)	(135)	(11.2)
Profit after tax	507	548	(7.5)
PAT Margin	12.6%	14.0%	136 bps
Earnings per share	37.76	40.79	(7.4)

Revenue

Revenues are generated from our Digital Platforms and Enterprise Communications businesses. Digital platforms revenues are recognized based on a revenue-sharing model, wherein earnings are determined as a percentage of the value of transactions processed through mobile carrier networks and other suppliers, at a price agreed as per the contract. Enterprise Communications revenues are recognized based on the volume of transactions processed through our platforms, at a predefined fixed rate per transaction as specified in customer contracts and fixed price contracts.

Revenue grew by 2.5% YoY to ₹4,028 Cr, driven by OTT channels.

Particulars (In ₹ Cr)	FY25	FY24	Change
Digital Platforms	364	369	(1.3%)
Enterprise Communications	3,664	3,559	2.9%
Total Revenue	4,028	3,928	2.5%

Digital platforms revenue de-grew by 1.3% YoY to ₹364 Cr. Adjusting for the impact of Vi ILD network exit (~ ₹62 Cr), normalized growth would be 18.4%. The revenue growth was led by Messaging- as- a-Platform (Maap) for RCS, Wisely ATP, Trubloq and Wisely OTT.

Enterprise communications revenue grew by 2.9% YoY to ₹3,664 Cr. The growth in enterprise communications was led by exponential growth in OTT channels led by WhatsApp and RCS. We are scaling our RCS business and delivered ~ 9 Bn messages during the year. WhatsApp revenue grew by 78% in FY25. SMS business saw a decline due to softness in international messaging business (ILD) and a shift of volumes to OTT channels

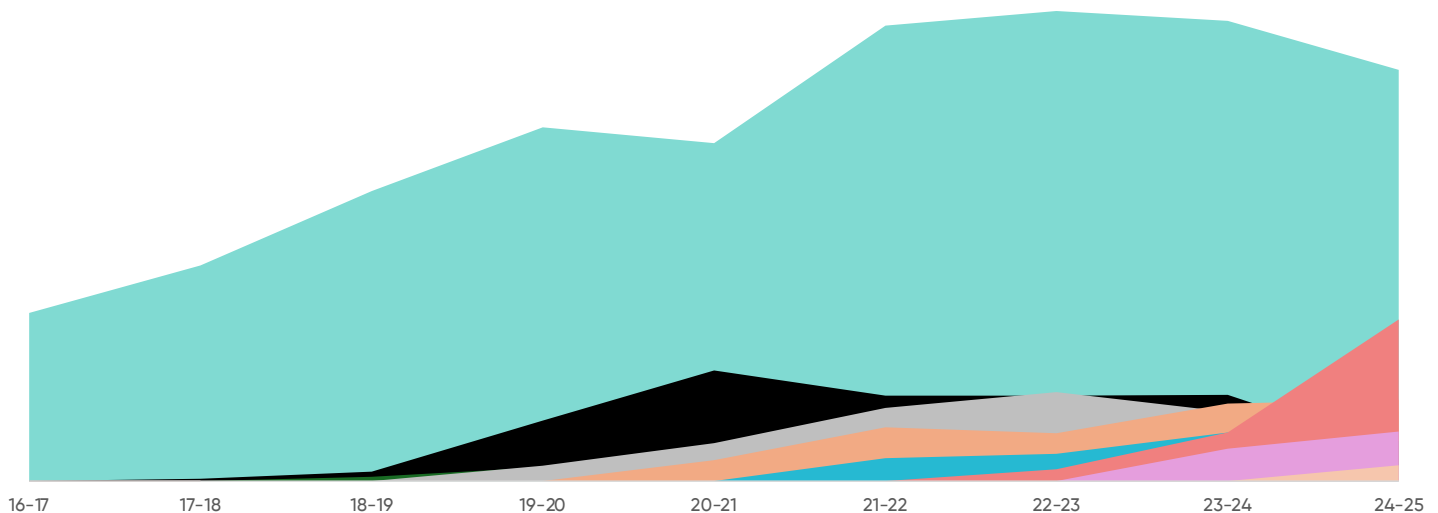
We had healthy additions to our customer base in FY25, adding 398 new customers, which contributed ₹70 Cr. 39% of these new additions were on OTT channels (WhatsApp and RCS).

Customer Segmentation

Customer Segment (In ₹ Cr)	FY25		FY24	
	Count	Revenue	Count	Revenue
>50 Cr	19	1,679	21	1,707
>10 Cr - <50 Cr	59	1,267	61	1,263
>1 Cr - <10 Cr	272	876	241	767
Total	350	3,822	323	3,736

Customer Cohorts

Year CAGR: FY17 12%, FY18 42%, FY19 40%, FY20 35%, FY21 40%, FY22 20%, FY23 272%, FY24 54%



Note: Revenue from active customers grouped by the year of account origination. The 2016-17 cohort includes some earlier acquisitions. Data also covers pre-acquisition customers of Karix and Gamooga.

Cost of Services

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

Particulars (In ₹ Cr)	FY25	FY24	Change
Cost of services	2,977	2,872	3.7%

Cost of services grew by 3.7% YoY to ₹2,977 Cr, led by volume growth. The cost of services is primarily associated with the enterprise communications, as it is minimal for the digital platforms business.

Gross Profit

Gross profit is calculated as revenue less the cost of services.

Particulars (In ₹ Cr)	FY25	Gross Margin	FY24	Gross Margin	Change
Platform Business	360	98.7%	360	97.6%	(0.2%)
Enterprise Business	691	18.9%	696	19.6%	(0.6%)
Total	1,051	26.1%	1,056	26.9%	(0.5%)

Gross profit de-grew by 0.5% YoY to ₹1,051 Cr in FY25. Digital platforms gross profit remained flat at ₹360 Cr, even after the loss of Vi ILD network deal. Enterprise communications gross profit de-grew by 0.6% to ₹691 Cr, primarily due to reduced average price realization in SMS and increased contribution from channels with a lower gross margin profile.

EBITDA

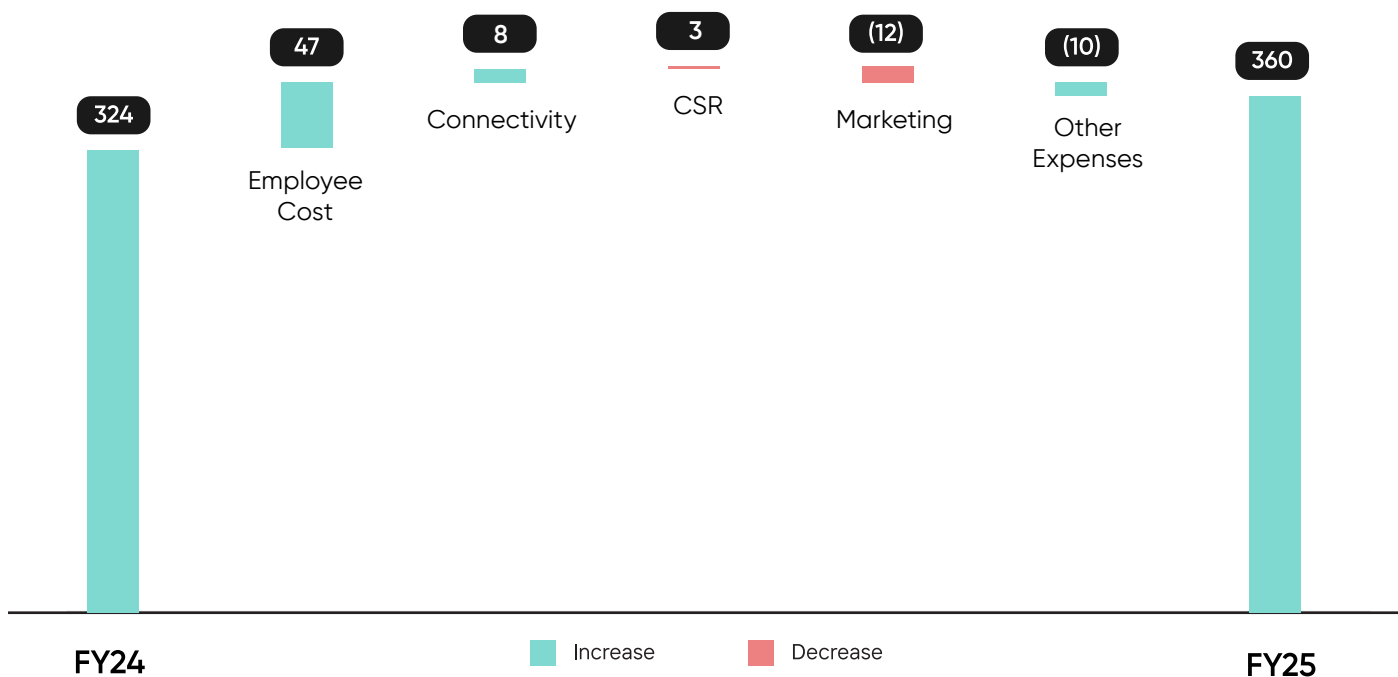
EBITDA de-grew by 5.7% YoY at ₹691 Cr. The EBITDA margin decreased by 149 basis points YoY to 17.2%. In FY25, our indirect expenses increased by 11.2% YoY to ₹360 Cr. Indirect costs were 8.9% of revenue and 34.3% of gross profit in FY25. Indirect cost was also higher on YoY basis due to full cost of **ValueFirst integration. (ValueFirst got integrated in Q2 FY24).**

Particulars (In ₹ Cr)	FY25	FY24	Change
Gross profit	1,051	1,056	(0.5%)
Employee cost	(216)	(169)	27.8%
Cloud and hosting	(33)	(25)	32.0%
Other expenses	(111)	(130)	(14.6%)
Operating profit - EBITDA	691	732	(5.7%)
EBITDA/Gross Profit Conversion	65.7%	69.3%	(360 bps)

Expenses Breakup

Particulars (In ₹ Cr)	FY25	FY24	Change
Employee cost	216	169	27.8%
Cloud and data center hosting charges	33	25	32.0%
Marketing expenses	19	31	(38.7%)
Professional charges	13	22	(40.9%)
Corporate Social Responsibility	13	10	30.0%
Travelling expenses	16	16	0.0%
Other expenses	31	25	24.0%
Allowance for doubtful debts	3	4	(25.0%)
Rent, rates, & taxes	5	7	(16.7%)
Office maintenance	8	8	0.0%
Foreign exchange fluctuation	2	6	(66.7%)
Advertisement expense	1	1	0.0%
Total	360	324	11.2%

Indirect Cost Walk FY25



Detailed variance analysis is explained below

Employee Cost

Particulars (In ₹ Cr)	FY25	FY24	Change
Salaries and wages	188	148	26.6%
Employee stock option cost	10	8	(23.0%)
Contribution to provident and other funds	7	8	(12.5%)
Staff welfare expenses	11	5	120.0%
Total	216	169	27.8%

Employee cost was 5.4% of revenue in FY25, as compared to 4.3% in FY24. Employee costs increased due to salary increments, new hires, and grant of performance-linked RSUs. Our hiring efforts were focused primarily on expanding capabilities in AI/ML, product development, and GTM.

A summary of all the restricted stock unit (RSU) activity and related information for the year ending March 31, 2025:

Particulars	No of RSUs
Opening balance as on April 01, 2024	2,47,497
RSUs granted	2,18,604
RSUs vested	-
RSUs exercised	1,57,499
RSUs lapsed	40,000
Balance as on March 31, 2025	2,68,601

Cloud and Data Center Hosting

Particulars (In ₹ Cr)	FY25	FY24	Change
Data center and hosting charges	29	16	85.2%
Internet and cloud computing charges	4	9	(53.3%)
Total	33	25	32.0%

Cloud and data center hosting charges grew by 32.0% YoY to ₹33 Cr. We have scaled our infrastructure to support the expansion of the OTT business, leading to an increase in hosting expenses.

Other Indirect Expenses

Particulars (In ₹ Cr)	FY25	FY24	Change
Marketing expenses	19	31	(38.7%)
Travelling expenses	16	16	-
Professional charges	13	22	(40.9%)
Corporate Social Responsibility (CSR)	13	10	(30.0%)
Office maintenance	8	8	-
Rent, rates & taxes	5	7	(16.7%)
Allowance for doubtful debts	3	4	(25.0%)
Foreign exchange fluctuation	2	6	(66.7%)
Advertisement expense	1	1	-
Other expenses	31	25	24.0%
Total	111	130	(14.6%)

Other indirect expenses de-grew by 14.6% YoY to ₹111 Cr. Indirect expense is 2.8% of revenue in FY25.

Depreciation and Amortization

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

Particulars (In ₹ Cr)	FY25	FY24
Amortization on platforms	29	21
Amortization on customer relationship	7	17
Amortization on trade name	2	1
Amortization on technology	3	2
Amortization on non-compete	5	4
Depreciation on right-of-use assets	13	10
Depreciation on tangible assets	39	30
Total Depreciation	98	85

Depreciation and amortization increased by 15.3% YoY to ₹98 Cr. The increase in amortization can be primarily attributed to the capitalization of MaaP platform that went live during the year.

Other Income

Investments can include liquid funds such as fixed deposits or term deposits with banks, housing finance companies, liquid mutual funds and other savings schemes. Additionally, we may invest in securities and bonds issued by the central government, provided they have a minimum rating of "AAA."

Our cash, cash equivalents, and current investments, in the form of fixed deposits and liquid mutual funds are predominantly held in both Indian Rupees (₹) and U.S. dollars (USD).

Particulars (In ₹ Cr)	FY25	FY24
Interest income on deposits	35	18
Interest on income tax refunds	4	1
Miscellaneous income	1	24
Total	40	43

We generated an average interest yield of 6.5% in FY25. Other income also includes interest received on income tax refund of ₹4 Cr. Refer to cash, cash equivalent section for more details.

Profit after Tax (PAT)

Particulars (In ₹ Cr)	FY25	FY24
Profit before tax	627	683
Tax expense	(120)	(135)
Profit after tax	507	548
Profit after tax margin	12.6%	14.0%
Effective tax rate	19.1%	19.8%

Profit after tax de-grew by 7.5% YoY at ₹507 Cr. Profit after tax margin decreased by 136 basis points YoY to 12.6%.

Earnings per Share

Earnings per share de-grew by 7.4% to ₹37.76 in FY25, primarily due to a reduction in absolute profitability.

Particulars (In ₹ Cr)	FY25	FY24
Profit after tax	507	548
Weighted-average basic shares outstanding	13,43,43,300	13,44,35,225
Effect of dilutive shares	2,68,285	2,47,250
Weighted-average diluted shares outstanding	13,46,11,585	13,46,82,475
Basic earnings per share	37.76	40.79
Diluted earnings per share	37.68	40.71

Consolidated Balance Sheet

In ₹ Cr, unless otherwise stated	FY25	FY24
Non-current assets		
Property, plant and equipment	229	206
Platforms	138	99
Customer relationships	24	31
Brands	2	3
Technology	26	31
Non-Compete	1	2
Intangible assets underdevelopment	85	78
Goodwill	265	265
Capital work in progress	5	23
Right-of-use-lease assets	52	67
Financial assets	27	33
Deferred tax assets (net)	46	39
Other non-current assets	83	94

Total non-current assets	985	971
Trade receivables	838	842
Cash and bank balances	881	667
Investments	120	-
Other Financial assets	485	503
Other current assets	29	26
Total current assets	2,353	2,038
Total Assets	3,338	3,009
Equity and liabilities		
Equity share capital	13	13
Other equity	2,255	1,929
Total equity	2,268	1,942
Financial liabilities		
Lease liabilities	48	59
Other financial liabilities	-	-
Provisions	3	2
Other non-current liabilities	2	1
Total non-current liabilities	53	62
Current liabilities		
Trade payables	575	693
Lease liabilities	16	16
Other financial liabilities	357	263
Other current liabilities	25	17
Short term provisions	14	8
Liabilities for current tax (net)	30	8
Total current liabilities	1,017	1,005
Total equity and liabilities	3,338	3,009

Equity and Liabilities

Tanla has only one class of shares – equity shares at par value of ₹1 each. The authorized share capital of the Company is 20,00,00,000 equity shares. at a par value of ₹1 each. As on March 31, 2025, paid-up share capital at ₹13.46 Cr, compared to ₹13.45 Cr as of March 31, 2024.

Equity share movement is detailed below:

Particulars	As on FY25		As on FY24	
	No. of Shares	(In ₹)	No. of Shares	(In ₹)
Shares outstanding at the beginning of the year	13,44,59,860	13,44,59,860	13,44,00,357	13,44,00,357
Add: Issued and allotted during the year	1,57,499	1,57,499	59,503	59,503
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	13,46,17,359	13,46,17,359	13,44,59,860	13,44,59,860

Reserve & Surplus

Particulars (In ₹ Cr)	FY25	FY24
Capital reserve	7	7
Capital redemption reserve	2	2
General reserve	26	25
Securities premium reserve	214	222
Employee stock options outstanding account	15	28
Retained earnings	1,951	1,605
Foreign currency translation reserve	46	40
Other items of other comprehensive income	(6)	(1)
Total	2,255	1,928

The securities premium reserve decreased by ₹8 Cr to ₹214 Cr as of March 31, 2025, primarily due to purchase of shares by Tanla ESOP Trust from the market.

The employee stock options outstanding decreased by ₹13 Cr to ₹15 Cr as of March 31, 2025, mainly due to the issuance of Restricted Stock Units (RSUs) during the year. For further details, refer to the employee cost section for RSU movement.

The movement in retained earnings reflects a profit of ₹507 Cr generated during the year, offset by a dividend payment of ₹161 Cr to shareholders.

Lease Liabilities

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

Provisions

Provisions represent liabilities accrued for leave encashment (₹5 Cr) and gratuity (₹13 Cr) payable to employees on retirement, resignation, or superannuation, quantified and charged to expenses at the end of reporting period.

Gratuity liability is managed through a policy held with Life Insurance Corporation of India, to cover the liability as and when the claim arise. Leave encashment represents the accrued liability in accordance with our leave policy, which becomes payable to employees upon retirement, resignation, or superannuation. Both gratuity and leave encashment are accrued based on independent actuarial valuation reports.

Other Non-Current Liabilities

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

Trade Payables

Trade payables primarily comprise amounts payable for cost of services (to mobile carriers) and other suppliers. As of March 31, 2025, trade payables were ₹575 Cr, compared to ₹693 Cr as of March 31, 2024.

Other Financial Liabilities

Other financial liabilities consists of cost of services not yet billed to the company, payable to capital creditors, unclaimed dividend, amount payable towards corporate social responsibility expenditure and other financial liabilities.

An amount of ₹1 Cr is held within the unclaimed dividend account, representing unpaid dividends to shareholders over the years due to various reasons.

Tanla has instituted appropriate oversight mechanisms through its registrar and secretarial team to manage this liability. In accordance with regulatory requirements, any unclaimed dividend remaining unpaid for seven years from the date of declaration is transferred to the Investor Education and Protection Fund (IEPF) maintained by the central government.

Other Current Liabilities

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

Liabilities for Current Tax

Current tax liabilities were at ₹ 30 Cr as at March 31, 2025 as against ₹ 8 Cr as at March 31, 2024.

Property, Plant and Equipment

Particulars (In ₹Cr)	FY25	FY24
Land	21	21
Buildings	11	11
Leasehold Improvements	57	56
Furniture	27	32
Computers	107	79
Office Equipment	5	5
Vehicles	1	1
Total	229	205

The increase in the carrying cost of PPE reflects our continued investments in infrastructure hardware to strengthen platform performance and scale for growth.

Intangible Assets and Intangible Assets Under Development

The net carrying value of intangible assets is ₹192 Cr as of March 31, 2025. The increase in the net carrying cost during the year was primarily due to the capitalization of the Messaging-as-a-Platform (Maap) for RCS.

Intangible assets under development (IAUD) represent platforms and software currently being developed internally. The associated cost includes salaries, and professional consultancy charges attributable to platform development. As of March 31, 2025, IAUD is ₹85 Cr.

(In ₹ Cr, unless otherwise stated)	FY25	FY24
Platforms	138	96
Customer relationships	24	31
Trade name	2	3
Technology	7	11
Non-compete	1	2
Software	19	20
Total	192	163

Goodwill

Goodwill represents an excess of purchase consideration over the net book value of assets acquired from the subsidiary companies at the time of investment. Goodwill arising from consolidation and acquisition is not amortized but is tested annually for impairment, and any impairment losses, if identified or recognized. The net carrying amount of goodwill is ₹265 Cr.

Goodwill (In ₹ Cr, unless otherwise stated)	Karix	Gamooga	ValueFirst	Total	Useful life	Impairment/Amortization	Net Carrying Value
Goodwill	160	25	129	313	-	49	265

Capital Work in Progress

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

Other Financial Assets

Particulars (In ₹ Cr)	FY25	FY24
EMD deposits	6	6
Rental deposits	6	6
Other deposits	7	7
Bank deposits with more than twelve months maturity	8	14
Total	27	33

EMD deposits represent security deposits submitted to customers as part of the bidding process for tenders. These deposits are primarily associated with contracts involving PSUs and government agencies.

Deferred Tax Asset

Deferred tax arises on account of the timing differences in depreciation charge between the Income Tax Act and Companies Act and is subsequently reversed in future periods. During the year, deferred tax assets increased by ₹6 Cr due to the reversal of timing differences on depreciation of assets.

Other Non-Current Assets

Particulars (In ₹ Cr)	FY25	FY24
Income tax asset- TDS receivable	82	93
Capital advances	1	1
Total	83	94

Income tax asset will be offset against subsequent year's income tax payable.

Trade Receivables

Trade receivables stood at ₹838 Cr as of March 31, 2025, with 1% of these receivables remaining outstanding for more than 365 days.

Cash & Cash Equivalents

Cash, cash equivalents stood at ₹1,009 Cr for the year ended March 31, 2025, Cash, cash equivalents composition is given below.

Particulars (In ₹ Cr)	FY25	FY24
Restricted cash	56	54
Current account - ₹	40	12
Current account - USD	81	95
Fixed deposits	704	506
Fixed deposits with maturity period greater than twelve months and liquid classified under non-current assets	8	14
Liquid investments	120	-
Total	1,009	681

Restricted cash are held as margin money deposits given for bank guarantees and cash credit limits. The increase in restricted cash is attributed to the issuance of bank guarantees for new contracts and participation in RFP. Cash balance in overseas accounts decreased due to working capital investments made towards strategic partnership. Investments in fixed deposits is in line with our investment policy. Independent bank balance confirmation for 100% of cash and investments are obtained by our statutory auditors.

Other Current Financial Assets

Particulars (In ₹ Cr)	FY25	FY24
Accrued income	447	478
Interest receivable	24	11
Other receivable	14	14
Total	485	503

Accrued income represents revenue that has been accrued but not yet billed at the end of each month. This is a common industry practice where invoicing occurs in the following month after reconciliation. Accrued income for FY25 is at 11% of revenue.

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

Other Current Assets

Particulars (In ₹ Cr)	FY25	FY24
Advances recoverable in cash or kind	29	26
Total	29	26

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

Liquidity Management

The primary source of our cash, cash equivalents and current investments is the funds generated from our operational activities. Over the years, these funds have been prudently utilized to support core business operations, drive capital expenditure in line with our growth strategy, and return value to shareholders through dividends and share buybacks.

As on March 31, 2025, our cash, cash equivalents, and current investments including fixed deposits and liquid funds were predominantly held in Indian Rupees and U.S. dollars. In line with treasury policy, we invest only in instruments rated "AAA" or equivalent.

We are a debt-free company with adequate working capital to meet all operational requirements. Further, we maintain access to additional liquidity through sanctioned credit facilities, ensuring readiness to respond to strategic or operational needs.

Analysis of Consolidated Statement of Cash Flow

Particulars (In ₹ Cr)	FY25	FY24
Net cash flow from operating activities	642	590
Net cash flow from investing activities	(220)	(528)
Net cash flow from financing activities	(208)	(151)
Net increase in cash, cash equivalents	214	(89)
Cash, cash equivalents at the beginning of the year	681	712
Cash acquired on ValueFirst Acquisition	-	51
Forex fluctuations	-	(6)
Cash, cash equivalents at the end of the year	895	667
Fixed deposits with maturity period greater than 12 months classified under non-current assets	(6)	14
Investments in liquid funds	120	-
Cash, cash equivalents	1,009	681

Cash flow from operating activities for the year ended March 31, 2025, was ₹642 Cr. Our operating cash flows have increased in FY25 as compared to FY24, primarily due to changes in working capital and taxes payouts.

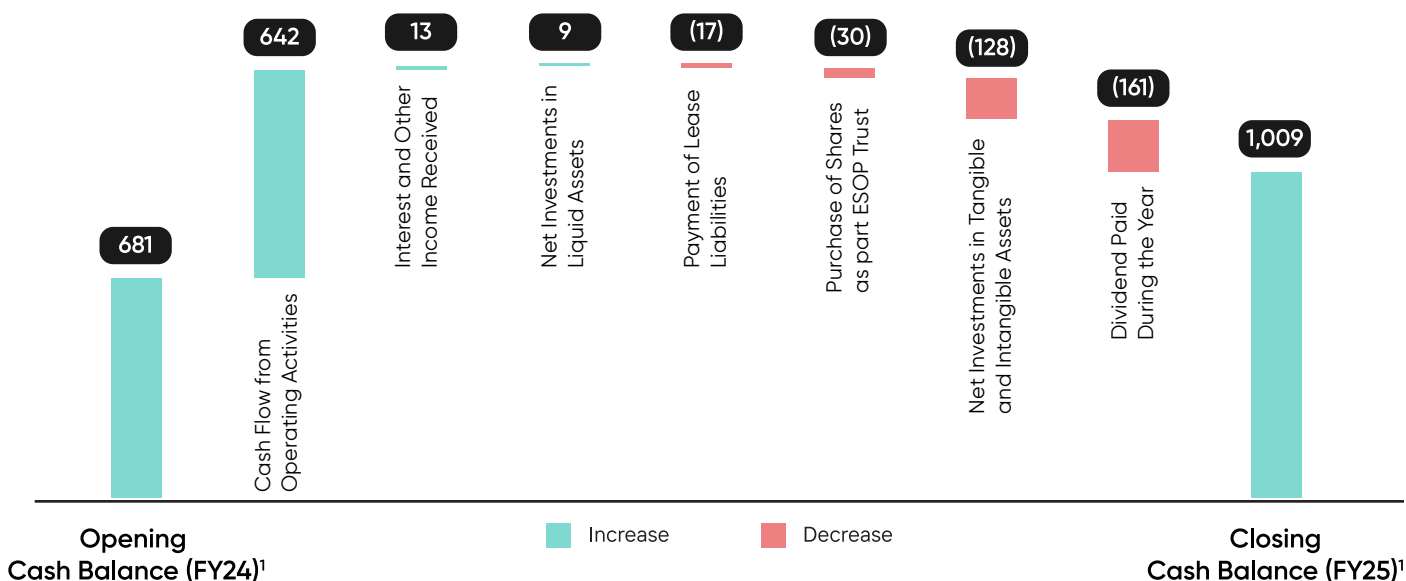
Cash used in investing activities for the year ended March 31, 2025, was ₹220 Cr. The cash was primarily utilized for capital

investments related to development of platforms, hardware infrastructure upgrades to enhance platform performance and scalability. In FY25, we generated ₹514 Cr in free cash flow, representing 101% of PAT.

Particulars (In ₹ Cr)	FY25	FY24
Operating cash flow	642	590
Capital expenditure	(128)	159
Free cash flow	514	431

Cash used in financing activities for the year ended March 31, 2025, was at ₹208 Cr, primarily utilized for dividend payouts to shareholders in line with our dividend payout policy. Total dividend payout for the year was ₹161 Cr.

Cash Flow Movement



Note: Cash balances include fixed deposits with maturity greater than twelve months classified under non-current assets and liquid investments.

Financial Ratios

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

Ratio description	FY25	FY24	Change %	Explanation
Current ratio	2.31	2.03	14.2	NA
Return on equity ratio	26.8%	31.7%	(15.5)	NA
Trade receivables turnover ratio	4.79	5.56	(13.8)	NA
Trade payable turnover ratio	5.26	5.19	1.5	NA
Net capital turnover ratio	3.01	3.8	(20.8)	NA
Net profit ratio	12.6%	14.0%	(9.8)	NA
Return on capital employed	26.1%	33.3%	(21.5)	NA

Internal Controls and Adequacy

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

The framework of internal financial controls meets the requirement of the Companies Act 2013. The Internal Control – Integrated Framework (the 2013 framework) is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires a company to identify and analyze risks and manage appropriate responses.

Internal financial control systems include the design, implementation and maintenance of adequate internal financial controls that are operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

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

An independent evaluation of the effectiveness of these internal financial controls was conducted by an external consultant. The findings of this assessment were reviewed by the management and subsequently presented to the Audit Committee for deliberation.

The statutory auditors, M/s MSKA & Associates, have audited the financial statements included in this Integrated Report and have issued an attestation report on the company's internal financial controls over financial reporting, as required under Section 143 of the Companies Act, 2013.

Since FY20, M/s Deloitte Touche Tohmastu India LLP has been serving as the internal audit and will continue to remain internal auditors for FY26. The internal audit is carried out in accordance with the internal audit plan, which is subject to annual evaluation in consultation with the statutory auditor and is approved by the Audit Committee. The internal audit process is designed to review the adequacy of internal controls with significant coverage of all areas of the company's operations.

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

Based on its evaluation (as defined in section 177 of Companies Act 2013 and Regulation 18 of SEBI LODR Regulations 2015), the Audit Committee has concluded that as of March 31, 2025, the company's internal financial controls were adequate and operating effectively.

Risk Management

Our approach to risk management involves identifying, assessing, and addressing risks to safeguard operations and strategic goals. Our framework covers market dynamics, technological shifts, regulatory changes, and cybersecurity threats. Our innovative risk-based action matrix prioritizes high-risk areas for focused attention. For more details refer to Risk Management in the Integrated Report FY25.

People

At Tanla, people remain at the heart of our purpose and progress. In FY25, we continued to shape a future-ready workforce through our 3Cs framework – Capability, Competency, and Culture, the cornerstone of our talent strategy. This framework enabled us to assess, develop, and align talent with business priorities, while fostering an environment of continuous growth, agility, and performance.

We introduced the GROW culture – Grit, Reimagine, Onwards Growth, and Win with Customer – to embed the values and behaviors that drive long-term success. This cultural shift is not just aspirational, but operational, influencing how we hire, develop, recognize, and lead.

Our commitment to employee well-being took center stage this year, with enhanced wellness initiatives such as Annual Health check-up, one-on-one in house Doctor consultation, Tanla Goodness Basket, and Mind Over Matter wellness campaign. These initiatives emphasize our belief that high performance is built on holistic well-being.

We continued to expand learning through structured role-based journeys, capability building in next-gen technologies including Generative AI, and strengthened leadership pipelines through strategic external hiring and internal mobility.

We empower employees through meaningful recognition, equitable opportunities, and a holistic total rewards program that fuels growth and well-being.

We have also embraced a Garage approach to working and collaborate with garage owners to promote continuous learning and drive innovation. By partnering with garage owners, we aim to create a mutually beneficial environment that supports skill development and encourages the creation of innovative workspaces. We also ensure a comprehensive compensation and benefits package that promotes a healthy balance between personal and professional life. For more details refer Human Capital of the Integrated Reporting.

Sustainability

Our commitment to Environmental, Social, and Governance (ESG) practices is deeply embedded in our policies, people, and communities supported. We scored 74 in the S&P Global ESG Scores also commonly known as DJSI scores, up from 68 in 2024. For more details refer Natural and Social Capitals of Integrated Report FY25.

Risk Management

Tanla's risk management framework is built to support decisive action, safeguard critical operations, and strengthen enterprise-wide accountability. It acts as a strategic backbone, enabling the organization to navigate disruption, protect stakeholder value, and maintain continuity across rapidly evolving digital and regulatory landscapes.

We operate in an ecosystem where risks such as – cybersecurity vulnerabilities, platform availability, third-party service dependencies, and regulatory changes all require constant vigilance, which are interconnected. Our Risk Management function systematically identifies, evaluates, and mitigates these risks across the organization.

The framework integrates both structured assessments and real-time monitoring, ensuring that risks are addressed before they escalate. It is embedded into every layer, from platform design and customer experience to vendor management and compliance, enabling timely, informed decision-making.

With strong governance through our Risk Management Committee, defined escalation protocols, and ownership embedded across business units, we continue to strengthen our ability to respond, adapt, and lead with resilience.



Risk is the spark that may ignite a blaze. Yet that same spark, when applied to a precisely metered fuel-air mixture within a combustion chamber, creates the controlled explosion that drives an engine's pistons. Tanla's disciplined risk-management framework serves an identical purpose: channelling potentially destructive energy into steady propulsion for the organisation.

Sunil Bajpai

Chief Trust Officer, Tanla Platforms Limited

Reinforcing Risk Governance through Global Standards

Our Enterprise Risk Management framework is aligned with globally recognized best practices and has been independently validated through a comprehensive audit by the British Standards Institution (BSI). The assessment was conducted for all the group companies in Jan 2025.

This certification affirms maturity, consistency, and enterprise-wide integration of our risk management processes, spanning strategic, operational, compliance, and ESG dimensions. It reflects our structured approach to identifying, assessing, and mitigating risks with rigor and responsiveness.

The ERM framework remains certified by BSI, reinforcing our commitment to high-quality governance, disciplined execution, and proactive risk oversight in an environment where speed, scale, and regulatory clarity are paramount.

By aligning our risk management principles with our strategic priorities, we aim to strengthen institutional accountability, enhance stakeholder confidence, and ensure business continuity in an increasingly complex operating environment. The following sections outline our governance mechanisms, ERM structure, and key risks identified in FY25, along with the mitigation actions undertaken to safeguard our long-term sustainability.

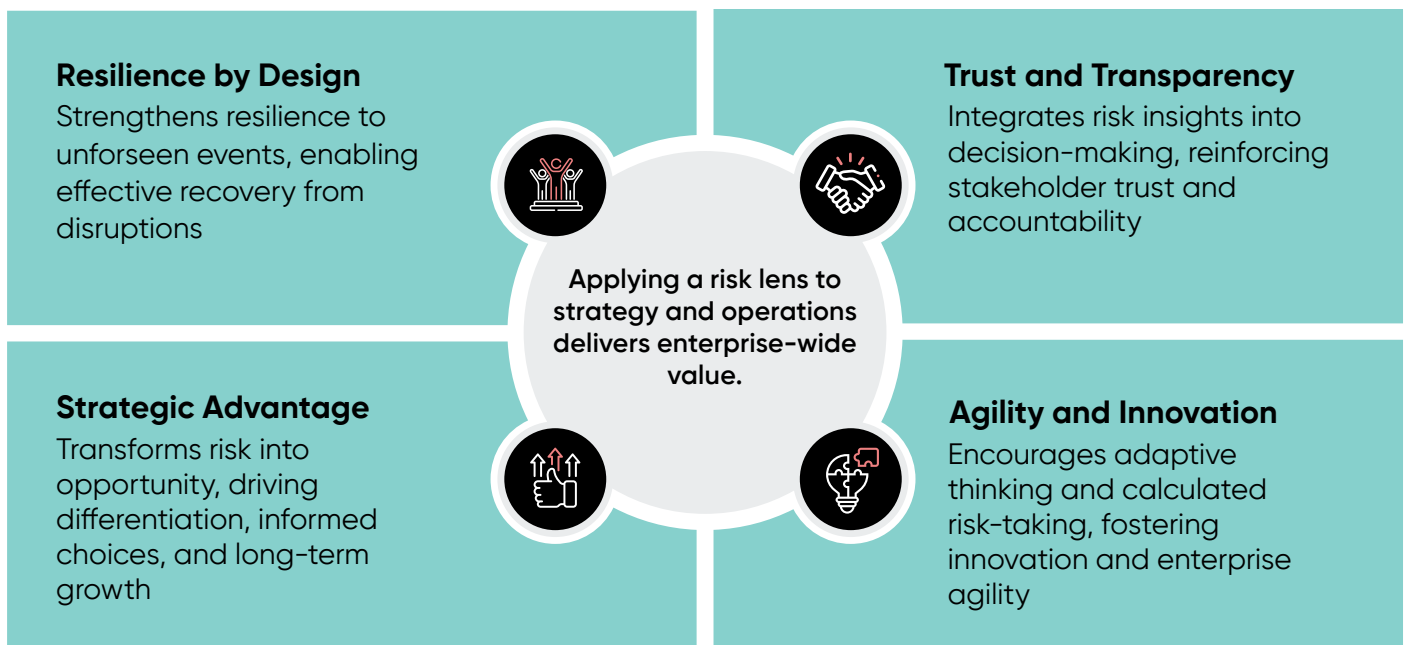
Risk Management Methodology

Our risk management methodology is anchored in a structured, organization-wide framework designed to manage current exposures and anticipate emerging risks. The approach emphasizes clarity, accountability, and responsiveness at every stage.

Components of Risk Management Methodology

Risk Identification & Assessment	Systematic evaluation of strategic, operational, financial, and compliance risks, with a focus on root causes, likelihood, and potential impact.	☰
Risk Registers	Function-wise and enterprise-level registers that capture risk ownership, severity ratings, mitigation actions, and review cycles.	☰
Risk Response	Defined protocols for mitigation, contingency planning, and issue resolution, aligned with business priorities and risk appetite.	☰
Risk Reporting & Monitoring	Continuous tracking through dashboards and periodic reviews, ensuring real-time visibility and escalation to senior leadership and the Board.	☰

Benefits of Risk Management



Enterprise Risk Management Framework



We view risk management as a strategic enabler, critical to maintaining business continuity, protecting reputation, and delivering long-term stakeholder value. Anchored in a Board-approved Risk Management Policy, our Enterprise Risk Management (ERM) framework is aligned with globally recognized standards including COSO 2017 and ISO 31000:2018.

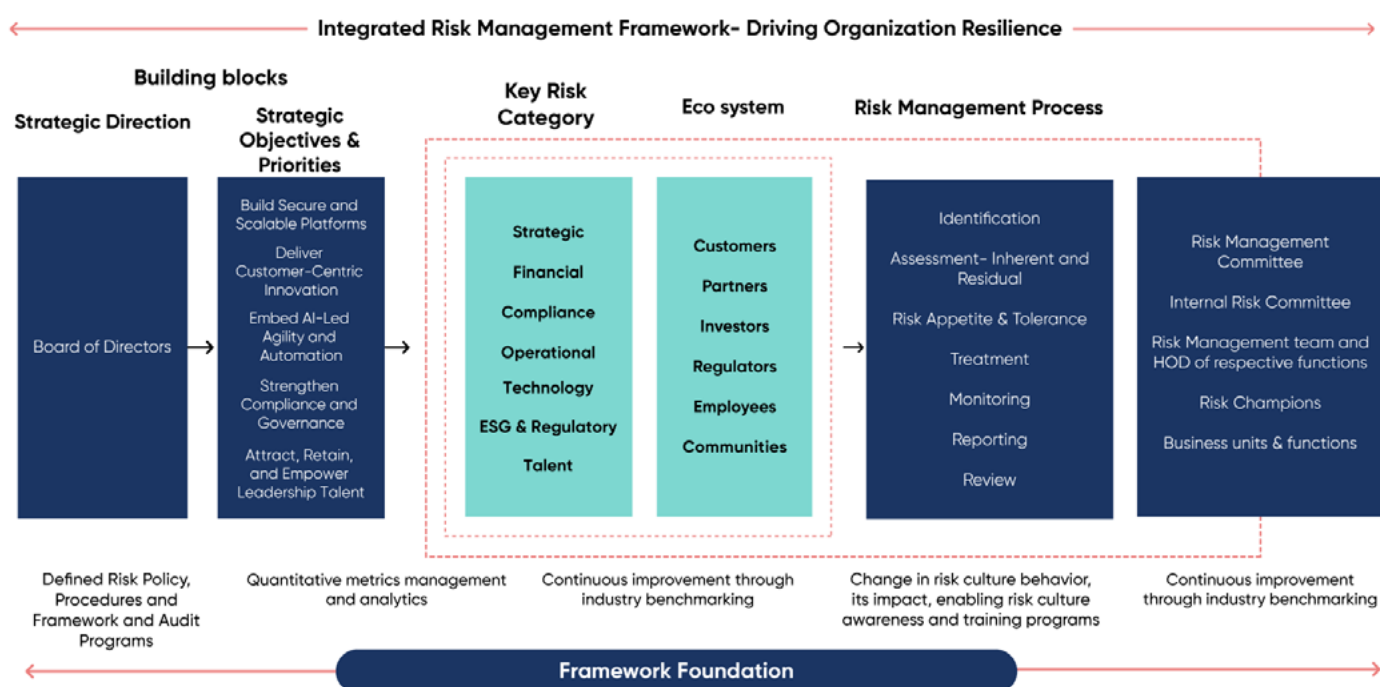
This framework covers the full lifecycle of risk management, across identification, assessment, mitigation, monitoring, and governance. It is designed to mitigate strategic, operational, financial, compliance and technology risks. By embedding a risk-aware culture throughout the organization, we empower leaders to make informed choices, take calculated risks, and stay accountable in a fast-changing environment.

Regular risk assessments, scenario analyses, and stress-testing exercises are integral to anticipating threats and shaping effective responses. We use Key Risk Indicators (KRIs) and Control Effectiveness Indicators to provide early visibility and track the strength of risk mitigation measures. Stakeholder engagement, including with customers, partners, employees, regulators, and vendors, remains central to our transparent and collaborative approach to risk governance.

Tanla follows a dual-pronged approach that combines top-down oversight with bottom-up insights, managing risk across enterprise function and projects. This integrated view strengthens agility, supports innovation, ensures compliance, and safeguards the company’s reputation.

By taking a structured yet dynamic approach to risk, we are well-positioned to manage disruptions, meet regulatory expectations, and unlock new opportunities. We remain committed to building resilience, enabling innovation, and creating sustainable value for all stakeholders.

Enterprise Risk Management Framework



Linking Risk to Performance and Accountability

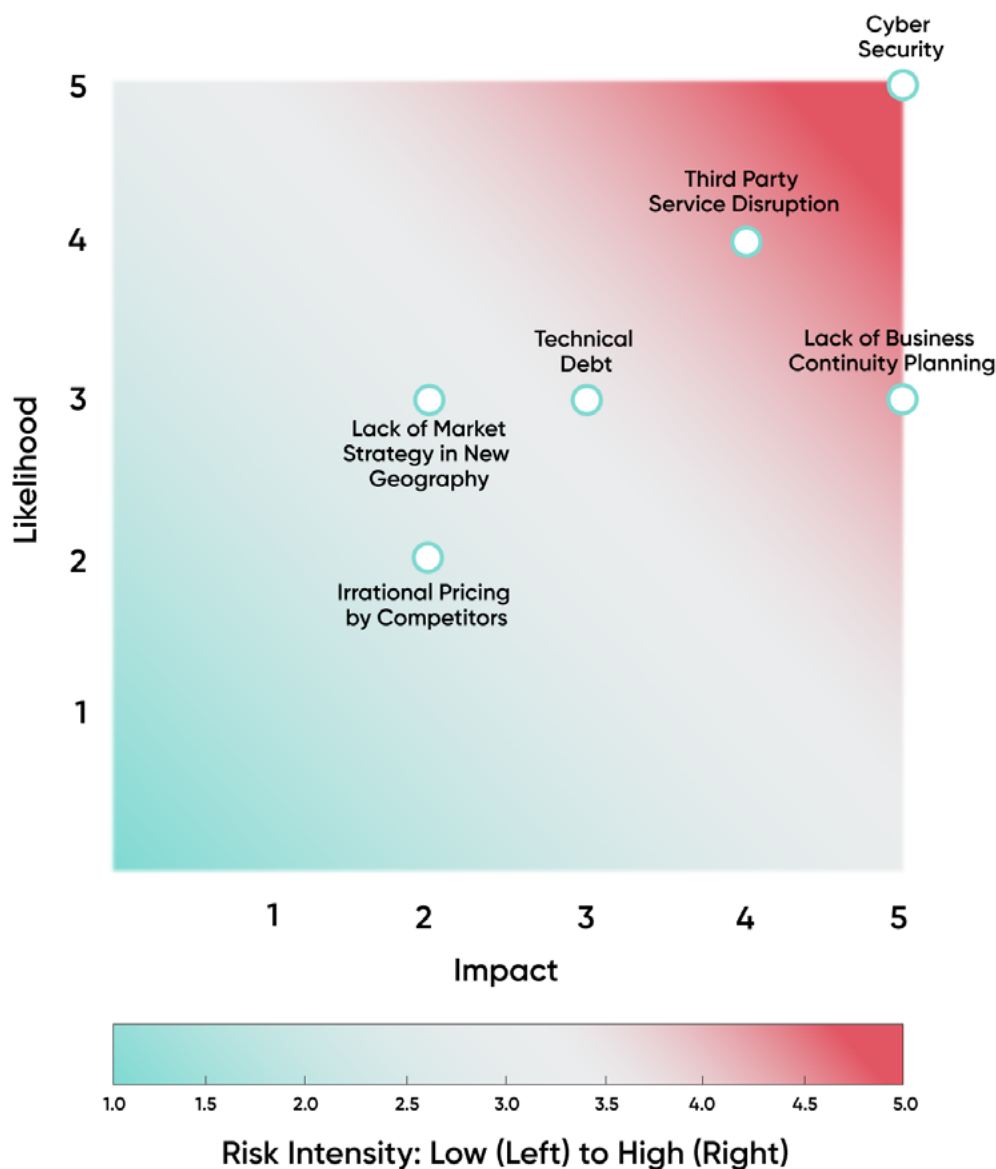
A key advancement in FY25 was the formal integration of risk-linked metrics into individual and functional performance frameworks. Business leaders and critical role-holders were assigned KPIs tied to risk mitigation effectiveness, regulatory compliance, and incident response timelines. These metrics were included in performance evaluations and incentive structures, ensuring that risk ownership and accountability were embedded across all leadership levels.

Organizational Pillars Reinforcing Tanla’s Risk Culture

Cultural Pillar	Description
Leadership Emphasis	Cultivating a tone of ownership from the top, with leaders championing risk awareness and ethical conduct.
Participative Management	Encouraging cross-functional collaboration and inclusive engagement in strategic and risk-related discussions.

Accountability	Reinforcing responsible behavior through recognition and clearly addressing risk negligence.
Risk-Responsive Reward	Tying performance rewards to risk-conscious decision-making and adherence to core values.
Embedded Risk Thinking	Ensuring that risk assessments are an integral part of all major business and operational decisions.
Open Forum Culture	Providing anonymous channels for employees to report emerging risks or raise ethical concerns without fear.
Optimize	Low-impact risks with effective controls in place. Can be deprioritized or selectively accepted.

Key Enterprise Risk - Heat Map



Critical Zone: Cybersecurity threats fall into this quadrant due to their high frequency, severe impact potential, and evolving regulatory implications. These risks require immediate, continuous mitigation and enterprise-wide vigilance.

High-Risk Zone: Risks such as infrastructure scalability and leadership pipeline gaps are positioned here. While they may not pose an immediate threat to continuity, their cumulative effect can constrain Tanla's growth, efficiency, and service reliability if left unaddressed.

Moderate-to-High Zone: Customer concentration risk, though less volatile, represents a long-term threat to revenue stability. Over-reliance on a limited client base could amplify exposure if market dynamics change, underscoring the need for portfolio diversification.

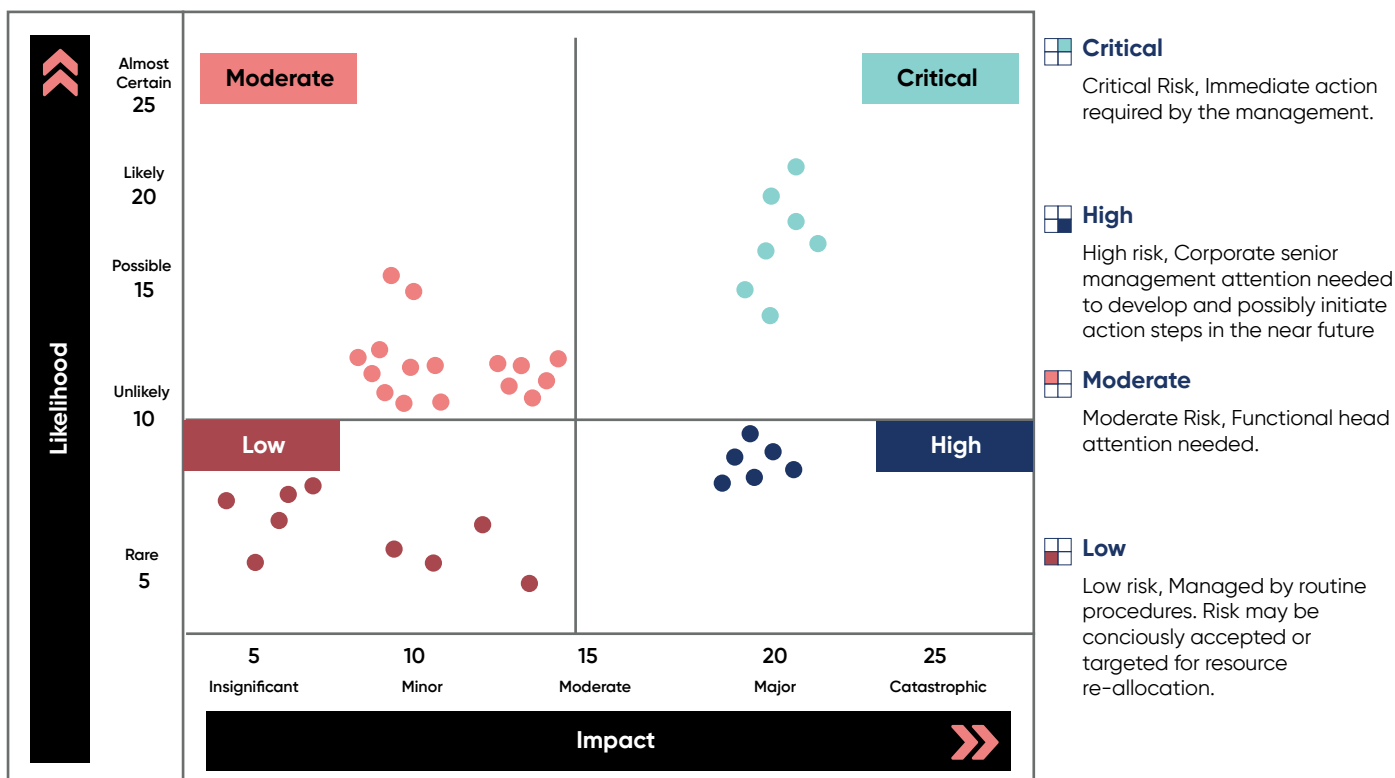
Key Enterprise Risks/Opportunities, and Mitigation Strategies

Enterprise Risk	Risk in Detail	Contributing Risk Factors	Mitigation Strategies	Outcomes	Capitals Impacted
Cyber Security threats	Rising complexity of cyber-attacks pose operational and reputational risks, especially due to reliance on third-party vendors and sensitive data breach.	Sophisticated attacks on our networks High dependencies on third-party vendors Rapidly evolving data & protection laws	Centralized CISO-led Advanced threat detection systems and monitoring Regular internal and external Company-wide cyber awareness and training programmes Global security certifications: ISO 27001, SOC 2 Type 2 cybersecurity audits cybersecurity governance Advanced threat detection systems and monitoring	No material cybersecurity incidents or operational disruptions in FY25 Improved threat visibility Faster response and higher employee awareness	Financial Intellectual Social Manufactured
Third-party Service Disruption	Service disruptions from vendors can impact customer experience and business continuity, given reliance on partners for messaging, cloud, and network delivery.	High dependency on a concentrated set of providers interconnected service ecosystem	Vendor diversification through dual ISP connectivity cybersecurity governance Stringent SLAs, AMCs for vendors Regular vendor monitoring & contingency planning	Enhanced resilience and continuity Minimized disruptions	Financial Social Manufactured
Lack of Business Continuity Planning (BCP)	Without a robust BCP, our ability to maintain services during crises could be compromised, risking outages and reputational damage.	Unplanned technical failures due to extreme weather Insufficient Disaster Recovery readiness and outdated protocols.	Enterprise-wide BCP/DR frameworks Timely in infrastructure upgrades Defined Recovery Time Objective Recovery Point Objective and regular testing	Improved resilience, successful DR activations, RTO/RPO consistently met, swift and effective crisis response.	Financial Social Manufactured
Technical Debt	Reliance on legacy systems or delayed upgrades can hinder agility, increase costs, and limit innovation	Legacy platforms, limited automation, delayed modernization	Phased decommissioning of old infrastructure	Reduced technical debt Stable and efficient systems with no downtime	Financial Social Manufactured
Market-Disruptive Pricing Strategies	Intense pricing pressure may impact profitability and market stability	Lack of pricing discipline	Shift to value-led growth Focus on differentiated offerings, diversification into richer channels Deepened enterprise relationships	Maintained profitability margin Improved customer stickiness, and sustained competitive advantage	Financial
Lack of Market Strategy in New Geographies	Expanding without a clear, localized strategy can lead to misaligned investments Low adoption, and regulatory issues	Insufficient market research Lack of local insights Absence of structured GTM framework	Phased expansion Regulatory/market assessments, Structured GTM, regional expert engagement Alignment with platform strategy	Risk-aware, insight-driven market entry Improved regulatory navigation and scalable growth	Financial

Risk-Based Action Matrix

To strengthen our enterprise risk management (ERM) framework, we introduced a strategic Risk-Based Action Matrix that prioritizes high-impact risks, highlights areas requiring executive oversight, and delineates clear action pathways based on our risk tolerance levels.

This framework allows us to not only respond more proactively to evolving threats but also allocate resources more effectively toward areas that matter most to our operational resilience and growth objectives.



Key Risks and Action Matrix

Action Zone	Definition	Mapped Risks	Recommended Actions
Improve	High-impact risks with inadequate preparedness. Current controls require immediate strengthening.	Customer Concentration – Limited client diversification heightens revenue dependency.	Enhance go-to-market strategy, expand customer portfolio, and accelerate entry into new geographies.
Manage/Test	Risks with significant exposure but actively managed. Require regular stress-testing and inclusion in internal audit reviews.	Cybersecurity Threats, Infrastructure Scalability	Sustain investments in cybersecurity, and continue platform modernization.
Monitor	Medium-severity risks that require active monitoring to detect early signs of escalation.	Employee Attrition	Closely track attrition patterns, strengthen leadership succession planning, and refine engagement and retention programs.
Optimize	Low-impact risks with effective controls in place. Can be deprioritized or selectively accepted.	None currently classified in this zone	Conduct periodic reviews for potential resource reallocation and process optimization.

Fostering a Risk-Aware Culture at Tanla

An effective risk management is rooted in shared accountability. In FY25, we strengthened our employee engagement framework to embed risk awareness into everyday decision-making and drive active participation across the organization.

The Risk Management team led structured training sessions, workshops, and awareness campaigns focused on enterprise risk categories, potential business impact, and mitigation best practices. These were reinforced through interactive platforms such as garage discussions, steering committee reviews, and cross-functional forums—encouraging open dialogue and collaborative problem-solving. Our risk governance is further strengthened by embedding risk criteria into the design and development of products and services.

To further enable bottom-up visibility, periodic risk perception surveys and dedicated communication channels were introduced, empowering employees to flag concerns and contribute mitigation ideas in real time. Insights from these inputs were reviewed by the Internal Risk Committee, chaired by the Chief Risk Officer, and integrated into the broader enterprise risk response strategy.

Emerging Risks

	Emerging Risk 1	Emerging Risk 2
Name of the Emerging Risk	Technology Risk (AI)	Artificial Intelligence-Enhanced Cybersecurity Risk
Description	<p>Natural calamities cause downtime at customer-hosted platforms, directly impacting business operations</p> <p>These events are external and often unpredictable, limiting proactive control or intervention</p>	<p>Emergence of AI-enhanced cyber threats targeting enterprise environments</p> <p>These sophisticated attacks can bypass traditional security measures, challenging the integrity of CPaaS infrastructure</p>
Impact	<p>Impacts customer business deeply. Customer churn for the company and possible loss of revenues</p>	<p>AI-driven cyberattacks can lead to large-scale data breaches and service disruptions</p> <p>Such incidents may result in significant regulatory penalties and long-term reputational damage Potential erosion of customer trust, especially critical for Tanla as a trusted global CPaaS provider</p>
Mitigating Actions	<p>Platform services are deployed across multiple geographies, both in India and globally, to ensure architectural redundancy</p> <p>This geographic distribution provides a reliable fallback during natural calamities or external contingencies</p> <p>It also ensures enhanced protection of critical and sensitive customer data hosted on our servers</p>	<p>Specialized Cybersecurity Training: Continuous upskilling of IT personnel on emerging threats, with a focus on AI-driven attack vectors and advanced defense mechanisms</p> <p>Customer Security Awareness: Ongoing initiatives to educate customers on security best practices, reinforcing the first line of defence</p> <p>Regular Security Audits: Enhanced frequency of audits, including Vulnerability Assessment and Penetration Testing (VAPT), to proactively identify and address system vulnerabilities</p>

Monitoring Risk Management Effectiveness

At Tanla, risk monitoring is a core component of our Enterprise Risk Management (ERM) framework, designed to ensure continuous improvement and accountability. In FY25, we implemented a structured biannual review cycle involving both the Internal Risk Committee and the Board-level Risk Management Committee.

Key activities undertaken included:

- Biannual performance reviews of “Risks That Matter” (RTMs) to assess exposure, mitigation progress, and emerging trends.
- Self-assessment exercises by designated risk owners to evaluate control effectiveness and identify areas for reinforcement.
- Internal audit team evaluates the risk controls and maintains governance integrity, while external audits complement this by offering an additional layer of scrutiny aligned with statutory and regulatory requirements.

These mechanisms provided a 360-degree view of risk performance, enabling timely course correction and reinforcing enterprise-wide risk ownership.

Risk Monitoring & Reporting Functional Roles

Responsibility Area	Description
RTM Mitigation Oversight	Evaluate the effectiveness of mitigation strategies for high-priority “Risks That Matter” (RTMs) and recommend enhancements where needed.
Risk MIS & Self-Assessment Review	Review risk owner self-assessments, analyze key gaps, and initiate timely corrective actions to strengthen controls.
Reporting to Risk Committee & Board	Deliver structured quarterly updates, highlight emerging trends, and present performance metrics to the Risk Management Committee of the Board.
Continuous Risk Intelligence	Monitor the dynamic risk landscape and feed relevant insights into decision-making forums to support proactive governance.

At Tanla, proactive risk management is a strategic enabler—driving sustainable growth, operational resilience, and stakeholder trust. By embedding a risk-opportunity mindset across our decision-making processes, we strengthen our ability to navigate uncertainty, accelerate performance, and fulfill our responsibilities to customers, partners, investors, and the broader ecosystem.

Note: The risk-related information presented in this section is not exhaustive and may not capture all potential risks. It includes forward-looking statements that are inherently subject to uncertainties and external variables. Actual outcomes may differ materially due to known or unknown factors beyond control. Materialization of any identified or unidentified risk could adversely impact our operations, financial condition, or future prospects.



STATUTORY REPORTS

Sunil Bajpai, CTO, Tanla, with dignitaries at the Tanla Innovation Experience Center during IMC 2024

Board's Report

To the Members,

Your Directors have pleasure in presenting this 29th Integrated Annual Report on the business and operations of Tanla Platforms Limited ('the Company' or 'Tanla') along with the Audited Financial Statements for the financial year ended March 31, 2025.

Financial Results

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY25	FY24	FY25	FY24
Revenue from operations	85,402.21	1,01,212.11	4,02,772.15	3,92,779.12
Other income	30,512.94	13,766.67	4,022.41	4,263.94
Total Income	1,15,915.15	1,14,978.78	4,06,794.56	3,97,043.06
Cost of services	71,032.75	87,053.65	2,97,698.23	2,87,184.74
Operating expenses	11,327.01	10,396.48	36,588.33	32,991.03
Depreciation	825.28	765.32	9,777.43	8,526.85
Total Expenses	83,185.04	98,215.45	3,44,063.99	3,28,702.62
Profit before Tax	32,730.11	16,763.33	62,730.57	68,340.44
Less: Tax expense	1,290.32	1,504.59	12,002.29	13,508.89
Profit After Tax	31,439.79	15,258.74	50,728.28	54,831.55
Other Comprehensive Income	(196.99)	182.03	38.03	216.30
Total Comprehensive Income	31,242.80	15,440.77	50,766.31	55,047.85
Attributable to:				
Shareholders of the Company	31,242.80	15,440.77	50,766.31	55,047.85
Retained earnings - opening balance	30,583.08	28,769.27	1,60,484.30	1,19,097.67
Add: Profit for the Year	31,439.79	15,258.74	50,728.28	54,831.55
Less: Dividend and dividend tax	(16,144.63)	(13,444.93)	(16,144.63)	(13,444.92)
Retained earnings - closing balance	45,878.24	30,583.08	1,95,067.95	1,60,484.30
Earnings per Share (EPS)-Basic	23.40	11.35	37.76	40.79
Earnings per Share (EPS)-Diluted	23.36	11.33	37.68	40.71

Performance Review & Company's State of Affairs

On Standalone basis, the Revenue from Operations of the Company amounted to ₹85,402.21 lakhs as against ₹1,01,212.11 in FY24 and earned a Profit before Tax (PBT) of ₹32,730.11 lakhs for the FY25 as against ₹16,763.33 lakhs in the previous year. After deducting ₹1,290.32 lakhs for income tax, the operations of the Company resulted in a net profit of ₹31,439.79 lakhs for the FY25 as against ₹15,258.74 lakhs in FY24.

On Consolidated basis, the Revenue from Operations of the Company amounted to ₹4,02,772.15 lakhs as against ₹3,92,779.12 lakhs in the previous FY24. Your Company has earned a PBT of ₹62,730.57 lakhs for the FY25 as against ₹68,340.44 lakhs in the previous financial year. The operations resulted in a net profit attributable to the shareholders of the Company of ₹50,766.31 lakhs as against ₹55,047.83 lakhs in the previous financial year. The performance for the financial year 2024-25 was resilient for Tanla. The Revenue grew by 2.5%, generated over ₹5 Bn in free cash flow, and crossed the ₹10 Bn milestone in cash reserves.

Our perseverance aimed at improving the profitability of the Company while prioritising customer success led to several collective accomplishments during this year. The Company won the 15th Aegis Graham Bell Award for Innovation in Telecom for our CPaaS solutions, received the Commendation Award for Corporate Governance from the Indian Chamber of Commerce, was featured on the Roll of Honor Disclosures at CFO 100 Winning Edge and was also recognized as the "the Best Organizations for Woman by ET Edge.

Dividend

The Company declared dividend as under:

	FY25	
	Dividend per share (in ₹)	Dividend payout (in ₹ lakhs)
First Interim Dividend	6	8,077.04
Second Interim Dividend	6	8,077.04
Total dividend	12	16,154.08

Considering the declaration of two interim dividends for the FY25, the Board of Directors has not recommended final dividend for the FY25.

The Company has adopted the Dividend Distribution Policy in accordance with the Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to determine the distribution of dividends on equity shares of the Company. The dividend so declared is in accordance with the Company's Dividend Distribution Policy. The Dividend Distribution Policy is available on the Company's website at <https://tanla.azureedge.net/resources/media/images/Policies/DividendDistributionPolicy.pdf>

Transfer to Reserves

During the year, the Company has not transferred any amount to General Reserves on declaration of dividend.

Share Capital

During the year under review, there was no change in the authorised share capital of the Company. The authorised share capital of the Company is ₹20,00,00,000/- divided into 20,00,00,000 Equity Shares of ₹1/- each.

However, the Issued & Paid-up Capital of the Company increased from ₹1344.59 lakhs to ₹1346.17 lakhs consequent to the allotment of equity shares to employees of the Company under Tanla Restricted Stock Unit Plan 2021 (RSU 2021).

Listing at Stock Exchanges

The equity shares of your Company continue to be listed and traded on the BSE Limited and National Stock Exchange of India Limited. The Annual Listing fee for the year 2024-25 has been paid to both the Stock Exchanges. There was no suspension on shares of the Company during the year.

Management Discussion and Analysis

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Management's discussion and analysis is set out in this Integrated Annual Report.

Consolidated Financial Statements

During the year, the Board of Directors reviewed the affairs of the subsidiaries and prepared consolidated financial statements (CFS) of the Company and its subsidiaries for FY25 in compliance with the provisions of Section 129(3) of the Companies Act, 2013 and as stipulated under Regulation 33 of the Listing Regulations as well as in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiaries as approved by the respective Board of Directors. The audited CFS together with the Auditor's Report thereon forms part of this Integrated Annual Report.

Change in the nature of the business, if any

There is no change in the nature of the business of the Company or any of its subsidiaries during the year under review.

Material changes and commitments, affecting the financial position of the Company

There are no material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Deposits

During the year under review, your Company has neither accepted nor renewed any deposit within the meaning of

Section 73 and 76 of the Companies Act, read with Companies (Acceptance of Deposits) Rules, 2014.

Particulars of loans, guarantees or investments

The details of Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 ("the Act") form part of the Notes to the financial statements provided in this Integrated Annual Report.

Particulars of contracts or arrangements made with related parties

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

The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company and the web link is https://tanla.azureedge.net/resources/media/images/Policies/Policy_on_materiality_of_Related_Party_Transactions.pdf

In accordance with Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties referred to in sub section (1) of Section 188 entered by the Company during the Financial Year ended March 31, 2025 is annexed to this Board's Report in prescribed Form AOC-2 as 'Annexure 2'

Subsidiaries, Joint Ventures and Associates

On March 31, 2025, the Company has 5 subsidiaries and 14 step-down subsidiaries. There has been no material change in the nature of the business of the subsidiaries.

During the year under review, Karix Mobile Private Limited, wholly owned subsidiary has incorporated its wholly owned subsidiary, PT Karix Communications Indonesia, in Indonesia on February 14, 2025.

Further, pursuant to the Share Purchase Agreement dated January 21, 2025, Karix Mobile Private Limited has completed acquisition of 100% of the paid-up equity share capital of Gamooga Softech Private Limited on March 24, 2025, consequent to which Gamooga Softech Private Limited became a step-down subsidiary of Tanla and has ceased to be a direct subsidiary of the Company.

Tanla Digital Labs UK Private Limited, a wholly owned subsidiary of Tanla Digital Labs Private Limited and a step-down subsidiary of Tanla, is dissolved/closed w.e.f. February 11, 2025.

Further, Karix Mobile Private Limited, wholly owned subsidiary has incorporated its subsidiary, Karix Mobile LLC, at Kingdom of Saudi Arabia, on June 19, 2025.

There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013.

As per the provisions of Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the Subsidiary Companies along with the changes occurred during the FY2024-25 is provided in Form AOC-1 as 'Annexure 1'.

In accordance with the provisions of the Companies Act, 2013 and the Rules framed thereunder, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary companies are being made available on the website of the Company at <https://www.tanla.com/investor-relations/annual-reports>.

Directors and Key Managerial Personnel

Directors

As on March 31, 2025, the Company has seven(7) Directors with an optimum combination of Executive and Non-Executive Directors including one woman director. The Board comprises of five Non-Executive Directors, out of which four are Independent Directors.

The Board received a declaration from all the directors under section 164 and other applicable provisions, if any, of the Companies Act, 2013 that none of the directors of the company is disqualified under the provisions of the Companies Act, 2013 ('Act') or under the Listing Regulations.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company, where the roles of CEO and Chairman are held by the same individual, is required to ensure that at least 50% of the Board of Directors comprises independent directors. We are proud to report that we have not only complied with this requirement but have exceeded it, reflecting our strong commitment to robust corporate governance practices. Furthermore, to strengthen the independent oversight of the Board, we have appointed a Lead Independent Director, reinforcing our dedication to transparency and accountability.

i. Appointment

During the year under review, based on the recommendations of Nomination and Remuneration Committee (NRC):

- Mr. François Ortalo-Magné (DIN: 10801111) was appointed as Additional Directors (for Independent Director category) of the Company by the Board on October 10, 2024, for a term of five consecutive years with effect from October 10, 2024 to October 09, 2029 under the provisions of section 161 (1) and other applicable provisions, if any, of the Companies Act, 2013 and his appointment was approved by the shareholders of the Company by passing Special Resolution under Section 149 and all other applicable provisions of the Companies Act, 2013 read with Listing Regulations through postal ballot dated January 06, 2025.
- Ms. Naiyya Saggi (DIN: 06755099) was appointed as Additional Directors (for Independent Director category) of the Company by the Board on December 06, 2024, for a term of three consecutive years with effect from December 06, 2024 to December 05, 2027 under the provisions of section 161 (1) and other applicable provisions, if any, of the Companies Act, 2013 and her appointment was approved by the shareholders of the Company by passing Special Resolution under Section 149 and all other applicable provisions of the Companies Act, 2013 read with Listing Regulations through postal ballot dated January 06, 2025.
- As on the date of this report, Mr. Sunil Ramakant Bhumralkar (DIN: 00177658) was appointed as an Additional Director under the category of Non-Executive and Independent Director on the Board of the Company, for a term of five consecutive years, effective from June 16, 2025, subject to approval of the shareholders of the Company under the provisions of section 161 (1) and other applicable provisions, if any, of the Companies Act, 2013 read with Listing Regulations, 2015.

The Company, on June 16, 2025, dispatched the Postal Ballot Notice to its shareholders seeking their approval by way of a Special Resolution for the appointment of Mr. Sunil as an Independent Director of the Company. The results of the Postal Ballot will be declared on or before July 18, 2025.

ii. Re-appointment

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Uday Kumar Reddy Dasari (DIN: 00003382), Chairman & CEO of the Company, retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. The Board recommends the same to the shareholders for their approval.

During the year under review, based on the recommendations of NRC:

- Mr. Uday Kumar Reddy Dasari (DIN: 00003382) was re-appointed as a Chairman & Chief Executive Officer ("Chairman & CEO"), by the Board at its meeting held on June 28, 2024, for a term of five(5) years w.e.f. October 01, 2024, and the said re-appointment was approved by the shareholders of the Company at the 28th Annual General Meeting of the Company held on July 25, 2024.
- Mr. Sanjay Kapoor (DIN: 1973450) was re-appointed as Non-Executive Non-Independent Director, by the Board at its meeting held on June 28, 2024, for a term of two(2) years w.e.f. July 25, 2024, and the said re-appointment was approved by the shareholders of the Company at the 28th Annual General Meeting of the Company held on July 25, 2024.

Further, the members are informed that Mr. Deepak Satyaprakash Goyal (DIN: 01755263), was appointed as Whole-Time Director of the Company for a period of five years with effect from September 25, 2020 at the Annual General Meeting held on September 25, 2020 and the said term will expire on September 24, 2025. Therefore, based on the recommendations of NRC, the Board at its meeting held on June 28, 2025 approved re-appointment of Mr. Deepak Satyaprakash Goyal (DIN: 01755263) as an Executive Director of the Company for a further period of five(5) years i.e. from September 25, 2025 to September 24, 2030, subject to approval of shareholders under the applicable provisions of the Companies Act, 2013 read with Listing Regulations at ensuing Annual General Meeting of the Company. Accordingly, resolution is being proposed in the notice of 29th AGM along with an explanatory statement thereof, for approval of members of the Company by passing a special resolution.

Pursuant to the provisions of Regulation 36 of the Listing Regulations and Secretarial Standard - 2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India (ICSI), brief particulars of the directors proposed to be re-appointed are provided as an annexure to the notice convening the AGM.

iii. Retirement

Ms. Amrita Gangotra (DIN: 08333492) and Mr. Rohit Bhasin (DIN: 02478962) retired as Independent Directors on July 25, 2024 due to completion of their term of appointment.

Additionally, Mr. Rahul Khanna (DIN: 07997083) will retire as an Independent Director on July 16, 2025, upon completion of his term of appointment.

The Board placed on record its sincere appreciation for their contribution made to the Company during their tenure.

Apart from the above, there have been no changes in the Directors.

Key Managerial Personnel

In accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following were the Key Managerial Personnel of the Company as on March 31, 2025:

S. No.	Name of the KMP	Designation
1.	Mr. Uday Kumar Reddy Dasari	Founder Chairman & CEO
2.	Mr. Deepak Satyaprakash Goyal	Executive Director
3.	Mr. Abhishek Kumar Jain	Chief Financial Officer
4.	Ms. Seshanuradha Chava	Company Secretary & Compliance Officer

During the year under review, Mr. Viswanathan Aravind resigned as Chief Financial Officer w.e.f. July 31, 2024 and Mr. Abhishek Kumar Jain was appointed as Chief Financial Officer w.e.f. August 01, 2024.

Apart from the above, there have been no changes in the KMPs during the year under review.

Declaration from Independent Directors

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and are independent from the management. The Independent Directors of the Company hold office till the end of their term of appointment or until completion of 75 years, whichever is earlier. They are not liable to retire by rotation in terms of Section 149(13) of the Act. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board members and Senior Management and Codes under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise etc. and that they hold standards of integrity. The Independent Directors of the Company got included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

Familiarization Program for Independent Directors

The Company has put in place a system to familiarize its Independent Directors. During the year under review the Independent Directors were familiarized with the Company, its business and the senior management.

Periodic presentations were made at the Board meetings apprising the Board Members about the finer aspects of the Company's businesses, the challenges faced/anticipated and an overview of future business plans, including budgets, operations and performance of the business and relevant regulatory/legal updates in the statutes applicable to the Company, business model of the Company, risks and opportunities for the businesses and strategic future outlook and the way forward.

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

Board Meetings

During the year under review, eight(8) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations.

Committees of the Board

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

The Company has also ESG council in place.

The details of all the above Committees along with their composition, number of meetings and attendance at the meetings are provided in detail in the Corporate Governance Report which forms part of this Integrated Annual Report.

Company's Policy on Directors' appointment and remuneration

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

As of March 31, 2025, the Board had seven(7) Directors, two(2) of whom are executive directors, one(1) non-executive and non-independent directors and four(4) independent directors including one(1) Woman independent director on the Board.

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

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

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

Mechanism for Evaluation of the Board

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

Particulars of Employees and Remuneration

The Company had 992 employees at a Group level as of March 31, 2025. The Company affirms that remuneration paid to the Directors and Key Managerial Personnel is as per the remuneration policy of the Company.

The disclosures pertaining to remuneration and other details 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 ('Rules') are enclosed as 'Annexure 5' to this Report.

The details in respect of the remuneration paid to the employees as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules, as amended from time-to-time forms part of this report as Annexure 5(i) .

Employee Stock Option Plan

The Company has implemented below Employee Benefit Schemes/Plans:

1. Tanla Platforms Limited - Restricted Stock Unit Plan 2021 (RSU 2021)
2. TPL Stock Options Scheme 2024
3. *Tanla Solutions Limited – Employee Stock Option Plan 2015-16 (ESOP 2015-16)
4. *Tanla Employee Stock Purchase Scheme 2018 (ESPS 2018)

The Company issued fresh grants under RSU 2021 and TPL Stock Options Scheme 2024.

*The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee of the Board at its meeting held on April 25, 2024 approved the sunseting of ESOP 2015-16 & ESPS 2018.

The details in respect of ESOPs as required under Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are annexed herewith as Annexure 7 and available on the website of the company at <https://www.tanla.com/esop-scheme>

Further the certificate from the Secretarial Auditors of the Company certifying that the Company's Stock Option Plan is being implemented in accordance with the under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the Members, is placed on the Company's Website at https://tanla.azureedge.net/resources/media/images/PostalBoalt/updates/PostalBallotNotice_May192021.pdf and https://tanla.azureedge.net/resources/media/announcement/SE_Postal_Ballot_Notice_26042024.pdf

Internal Financial Controls

Our Company maintains an internal financial control system that is well-suited to the size, scale, and complexity of its operations. We have established policies and procedures to ensure the proper and efficient conduct of our business, safeguard our assets, prevent and detect fraud, ensure the accuracy and completeness of accounting records, and ensure the timely preparation of reliable financial information.

This internal control system is supplemented by an extensive program of internal and external audits, as well as periodic reviews by management. This system is designed to ensure that financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

The Statutory Auditors and the Internal Auditors are, inter alia, invited to attend the Audit Committee Meetings and present their observations on adequacy of Internal Financial Controls and the steps required to bridge gaps, if any. Accordingly, the Audit Committee makes observations and recommendations to the Board of Directors of your Company.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134(5) of the Companies Act, with respect to Directors' Responsibility Statement, the Directors, to the best of their knowledge and ability, hereby confirm that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2025, the applicable accounting standards have been followed with no material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual financial statements on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Directors' and Officers' Insurance ('D & O')

In accordance with Regulation 25(10) of the SEBI Listing Regulations, the company maintains Directors' and Officers' (D&O) insurance to cover Board members, including Independent Directors, for risks and quantum as determined by the Board. This insurance includes provisions to protect directors from personal liability, in line with applicable law, when acting in good faith, within their fiduciary duties, and in the best interests of the company.

Auditors

i. Statutory Auditors

M/s. MSKA & Associates, Chartered Accountants (FRN - 105047W), were re-appointed as statutory auditors of the Company for second term of five(5) years i.e. from the date of 28th Annual General Meeting till the conclusion of 33rd AGM to be held in year 2029, at such remuneration as may be agreed upon between the Auditors and the Board of Directors, in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes.

The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark, or disclaimer.

There have been no instances of fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

ii. Internal Auditors

During the Year, M/s. Deloitte Touche Tohmatsu India LLP, Chartered Accountants the Internal Auditors of the Company have conducted internal audit and submitted their reports to the Audit Committee of the Company.

iii. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A (1) of SEBI (LODR) Regulations, 2015 the Board has appointed Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350) as Secretarial

Auditors to conduct Secretarial audit of the Company for the FY25. The Secretarial Audit Report issued by Mr. Mahadev Tirunagari, in form MR-3 is enclosed as Annexure 3 to this Integrated Report.

The Secretarial Audit Reports of Karix Mobile Private Limited and ValueFirst Digital Media Private Limited (material unlisted wholly-owned subsidiary Companies in India) issued by Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350) in form MR-3 are enclosed as Annexure 3(i) and 3(ii) to this Integrated Annual Report.

Pursuant to Regulation 24A of the SEBI Listing Regulations, the Company has obtained the Annual Secretarial Compliance Report for the financial year 2024-25 from Mr. Mahadev Tirunagari, Secretarial Auditors. The Report has been submitted to the Stock Exchanges where the Company's shares are listed and is enclosed as Annexure 3(iii).

The observations made by the Secretarial Auditor in the Secretarial Audit Report and Annual Secretarial Compliance Report have been duly addressed and complied with by the Company. Except for these, the Reports do not contain any qualification, reservation, adverse remark, or disclaimer from the Secretarial Auditor.

Further, pursuant to the provisions of Regulation 24A (1) & other applicable provisions of the SEBI Listing Regulations, the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendations of the Audit Committee, the Board of Directors at its meeting held on January 21, 2025 have approved, appointment of Mr. Mahadev Tirunagari, Practicing Company Secretary (CP No. 7350) as Secretarial Auditor for a term of 5 (Five) consecutive years, to hold office from April 1, 2025 upto March 31, 2030, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company. A detailed proposal for appointment of Secretarial auditor forms part of the Notice convening this AGM.

iv. Cost Audit and Cost Records

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

Secretarial Standards

The Board has devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and that such systems were adequate and operating effectively.

Energy conservation, technology absorption and foreign exchange earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as 'Annexure 4' to this Integrated Annual Report.

Risk Management

Your Company through its Risk Management Policy periodically assesses the risk elements, mitigates the different kinds of risks which the Company faces in its day-to-day operations and incorporates such risk mitigation plans in its business operational plans. As on date of this report, your Company does not foresee any critical risk, which threatens its existence.

Further, information on the risk management process of the Company is contained in the Management Discussion & Analysis Report which forms part of the Integrated Annual Report.

Corporate Social Responsibility (CSR)

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company, details regarding CSR Committee and the initiatives undertaken by the Company on CSR activities during the year under review are set out in 'Annexure 6' of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended. CSR Policy is available on the Company's website on https://tanla.azureedge.net/resources/media/images/Policies/csr_policy.pdf

Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the Company has adopted the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives along with Code of Fair Disclosures and a copy of the same are available on company's website at https://tanla.azureedge.net/resources/media/images/Policies/Code_for_Insider_Trading_and_Fair_Disclosure.pdf

Whistle Blower Policy/ Vigil Mechanism

In terms of the requirement of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Company has a Whistle Blower Policy and has established the necessary Vigil Mechanism for directors and employees to report concerns. The said Policy provides for adequate safeguard against victimization of directors/employees who avail of such mechanism and provides access to the Chairman of Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee. The Whistle Blower Policy has been placed on website of the Company and web link thereto is https://tanla.azureedge.net/resources/media/images/Policies/Whistle_Blower_Policy.pdf

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

Prevention of Sexual Harassment ('POSH')

In compliance with provisions of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of woman at the workplace. An Internal Complaint Committee (ICC) has been set up in compliance with the said Act. To build awareness in this area, the Company also conducts awareness sessions. During the year under review, no complaints pertaining to sexual harassment of woman employees were reported.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2025 is available on the Company's website on <https://tanlanewwebsite.blob.core.windows.net/assets/files/annual-return-24-25.pdf>

Corporate Governance

Pursuant to the provisions of Chapter IV read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance has been incorporated in the Annual Report for the information of the members of the Company.

A certificate from the Secretarial Auditor of the Company Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350) regarding compliance with the conditions of Corporate Governance as stipulated under the said Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Annual Report.

Political Contributions

During the reporting period, our company adhered strictly to a policy of non-engagement in political affairs. Over the past four years, we have not allocated any funds or resources to political campaigns, parties, lobbying entities, or related activities—demonstrating our firm commitment to impartiality and the prevention of potential conflicts of interest.

Alongside our stance on political neutrality, we take pride in our exemplary compliance with legal and regulatory standards governing ethical business conduct. Robust internal monitoring systems and comprehensive compliance mechanisms have ensured that there have been no instances of corruption, discrimination, breaches of customer privacy, conflicts of interest, money laundering, insider trading, or violations of human rights.

Business Responsibility and Sustainability Report

The 'Business Responsibility and Sustainability Report' (BRSR) of the Company for the year ended March 31, 2025 is presented as a separate section and forms part of this Integrated Annual Report as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Environmental, Social and Governance (ESG)

Tanla's dedication to sustainability is integrated into every aspect of our operations. Our Environmental, Social, and Governance (ESG) initiatives are essential to our business practices and are prominently featured in this Integrated Annual Report.

Environment: We are committed to reducing our environmental footprint by adopting energy-efficient technologies, promoting circular waste practices, and increasing renewable energy use. Our goal is to minimize carbon emissions and protect biodiversity for a greener tomorrow.

Social: We recognize the importance of contributing positively to the communities where we operate. Our social initiatives focus on giving back through community engagement, supporting education, and promoting health and well-being. Internally, we prioritize the growth and development of our employees by fostering an inclusive, diverse, and empowering workplace culture. We invest in continuous learning, career development, and employee wellness programs, ensuring that our people are equipped and motivated to excel.

Governance: We embed ESG principles into our business through transparent policies, ethical conduct, and integrated

risk management, ensuring responsible decision-making and long-term value for stakeholders.

Investor Education and Protection Fund (IEPF)

As per section 124 and other applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. According to the said Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

In compliance with the aforesaid provisions, the Company has transferred the unclaimed dividends and corresponding shares to IEPF. The details of the unclaimed dividend during the last seven years and the details of the unclaimed shares transferred to IEPF are provided in the Report on Corporate Governance forming part of this Integrated Annual Report.

Significant and Material Orders passed by the Regulators or Courts or Tribunals

During the year under review, there have been no significant or material order passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its future operations.

Disclosure related to Insolvency and Bankruptcy Code, 2016 and One Time Settlement

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that for the year ended on March 31, 2025, there were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016, before the National Company Law Tribunal or any other court.

There was no instance of one-time settlement with any bank or financial institution.

CEO & CFO Certificate

In accordance with the provisions of Regulations 17(8) of the SEBI Listing Regulations, certificate of Chairman & Chief Executive Officer and Chief Financial Officer in relation to the Financial Statement of the year ender March 31, 2025, forms part of this Integrated Annual Report.

Cyber Security

There were no cyber security incidents w.r.t breach or loss of data or documents during the year under review.

Acknowledgement

Your directors express their sincere gratitude to all departments of the Central and State Government, as well as various organizations and agencies, for their continued help and cooperation extended to the Company.

We acknowledge the invaluable support of all stakeholders, including members, customers, dealers, vendors, financial institutions, banks, and other business partners, throughout the year.

The directors also formally recognize the unwavering dedication and contributions of all employees of the Company, whose commitment and effort have played a crucial role in our achievements.

On behalf of the Board of Directors of Tanla Platforms Limited

Sd/-

D. Uday Kumar Reddy

Founder Chairman & CEO

(DIN: 00003382)

Place: Hyderabad

Date: June 28, 2025

Annexure - 1

Sl. No.	Name of the Subsidiary	Currency	Share capital	Reserves and surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Tax expense	Profit after taxation	Proposed Dividend	Extent of shareholding %
1	Karix Mobile Private Limited	INR	680.65	1,14,138.28	2,04,836.45	90,017.52	12,280.86	2,33,560.42	23,397.52	5,633.31	17,764.21	-	100
2	Tanla Mobile Asia Pacific Pte Ltd	USD	5.55	17.50	300.47	277.42	0.27	684.92	60.28	3.02	57.26	-	100
3	ValueFirst Digital Media Private Limited	INR	5.58	11,945.29	30,403.85	18,452.98	9.97	73,358.03	8,005.11	2,178.87	5,826.24	-	100
4	Tanla Digital Labs Private Limited	INR	5.00	26,856.38	49,045.87	22,184.49	1.00	16,079.67	9,015.62	857.19	8,158.43	-	100
5	Tanla Foundation	INR	1.00	67.63	209.37	140.74	0.00	0.00	22.26	0.00	22.26	-	100
6	Tanla Digital Labs FZ-LLC	USD	0.14	344.37	577.14	232.63	0.00	932.59	157.90	14.12	143.78	-	
7	Tanla Digital (India) Private Limited	INR	1.00	3,334.22	4,505.58	1,170.36	0.00	1,410.36	(260.71)	0.24	(260.95)	-	
8	Tanla Mobile Middle East LLC	USD	0.50	(6.93)	0.96	7.39	0.00	0.00	(6.93)	0.00	(6.93)	-	
9	Gamooga Soft-tech Private Limited	INR	10.00	4,148.54	3,942.03	(216.51)	0.00	4,619.30	1,765.08	464.58	1,300.50	-	
10	ValueFirst Connect Private Limited*	INR	1.00	(19.21)	35.51	53.72	0.00	0.00	(5.04)	0.00	(5.04)	-	
11	Communique Technology Solutions Private Limited*	INR	1.00	(11.57)	1.66	12.23	0.10	0.00	(1.17)	0.00	(1.17)	-	
12	Transcendent Communications Private Limited*	INR	1.00	2.48	6.21	2.73	0.13	0.00	(0.10)	0.00	(0.10)	-	

13	Octane Marketing Private Limited*	INR	1.00	0.79	2.47	0.68	0.00	0.10	0.04	0.00	0.04	-
14	OnTime Communications LLP*	INR	0.10	(5.64)	1.45	6.99	0.00	0.00	(0.01)	0.00	(0.01)	-
15	Unimobile Messaging Solutions LLP*	INR	0.05	2.21	5.71	3.45	0.00	0.00	(1.54)	0.00	(1.54)	-
16	Supertech Communications LLP*	INR	0.05	81.50	81.04	(0.51)	0.00	0.00	(0.01)	0.00	(0.01)	-
17	Instacamp Marketing Private Limited*	INR	1.00	(3.66)	1.53	4.19	0.00	0.00	(0.44)	0.00	(0.44)	-
18	ValueFirst Digital Media Pte Limited*	SGD	0.10	18.35	57.98	39.53	0.00	82.94	13.52	2.14	11.38	-

Notes:

- Names of subsidiaries which are yet to commence operations- PT Karix Communications Indonesia
- Names of subsidiaries which have been liquidated or sold during the year- Tanla Digital Labs UK Private Limited., London, U.K. dissolved on . February 11, 2025 ValueFirst Subsidiary LLPs--Mobtel Services LLP, Navin Communications LLP and Srinand Communications LLP closed during the FY25"
- Above financial information is presented in INR lakhs, except for Tanla Mobile Asia Pacific Pte Ltd ,Tanla Digital FZ LLC, Tanla Mobile Middle East LLC and ValueFirst Digital Media Pte Ltd which is presented in reporting currency of the subsidiaries.
- *The companies & LLPs are Subsidiary Companies of ValueFirst Digital Media Pvt. Ltd.
- During the year ended March 31, 2025, Tanla Mobile Asia Pacific Pte Ltd has repatriated dividend of INR 8,059.77 Lakhs to its Parent Company, Tanla Platforms Limited.

Part B: Associates and Joint Ventures

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

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

Notes:

(i) Names of associates or joint ventures which are yet to commence operations- Not applicable

(ii) Names of associates or joint ventures which have been liquidated or sold during the year- Not applicable

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

Sd/-

Uday Reddy

Founder Chairman & CEO

(DIN: 00003382)

Place: Hyderabad

Date: June 28, 2025

Annexure - 2

Form AOC-2

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

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

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

2. Contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, which are at arms' length basis.

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

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

2. Details of contracts or arrangements or transactions at arm's length basis: Refer Notes to Accounts of the Standalone and Consolidated Financial Statements.

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

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

Sd/-

Uday Reddy

Founder Chairman & CEO

(DIN: 00003382)

Place: Hyderabad

Date: June 28, 2025

Annexure - 3

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To

The Members,
Tanla Platforms Limited

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

Based on my verification of the Tanla Platforms Limited's books, papers, minute books, forMs. and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 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:

I have examined the books, papers, minute books, forMs. and returns filed, and other records maintained by Tanla Platforms Limited for the financial year ended on March 31, 2025, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - (Not Applicable to the company during the period under review).
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the period under review).
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - (Not Applicable to the company during the period under review).
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;-(Not Applicable to the company during the period under review)and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- vi. The other laws as applicable specifically to the company are as under:
 1. The Information Technology Act, 2000, and the rules made thereunder
 2. The Patents Act, 1970; and

3. The Trade Marks Act, 1999

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

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the observations as mentioned below, which were complied by the company during the period under review itself:

1. During the year under review under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company for temporary period has not complied with the below detailed requirements, which were subsequently duly complied.

- a. Regulation 17(1)(a) - No woman independent director on the board of the company from July 26, 2024 to December 05, 2024 - This has been fully resolved with the appointment of a Woman Independent Director on December 06, 2024.
- b. Regulation 17(1)(b) - not having the required number of Independent Directors and composition on its Board during the period from July 25, 2024 to October 09, 2024 - This has been resolved by the appointment of one more independent director and increasing the number of directors on the board of the Company with effect from October 10, 2024.

For non-compliance with the above requirements under Regulation 17(1) during the above mentioned periods, BSE and NSE have imposed fines on the Company and the Company has paid the applicable fine to the stock exchanges.

2. During the year under review, certain transactions were entered into by the Designated persons of the company which were in contravention to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, and company's code of conduct under these regulations by designated persons. Hence, the Audit Committee of the Company took corrective measures for those transactions viz., contra trade, pledge of shares etc., by the designated persons and reported the same to the stock exchanges.

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors except for a brief period. The following changes have taken place in the composition of the Board of Directors during the year under review:

- a. Ms. Amrita Gangotra on completion of her first term ceased to be the Independent Director of the Company with effect from July 25, 2024.
- b. Mr. Rohit Bhasin has retired from the position of an Independent Director of the Company with effect from July 25, 2024.
- c. Mr. Francois Ortalo Magne was appointed as an Additional Director under the category of Non-Executive and Independent director on the Board of the company with effect from October 10, 2024 and was subsequently regularized by members through a special resolution passed by postal ballot process dated January 06, 2025
- d. Mrs. Naiyya Saggi was appointed as an Additional Director under the category of Non-Executive and Independent director on the Board of the company with effect from December 06, 2024, and was subsequently regularized by members through a special resolution passed by postal ballot process dated January 06, 2025

Further during the year under review, Mr. Viswanathan Aravind resigned from the position of chief Financial Officer (CFO) with effect from July 31, 2024, and Mr. Abhishek Kumar Jain was appointed as the new CFO of the Company with effect from August 01, 2024.

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

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

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

I further report that during the audit period, the Company has introduced and formulated the TPL Stock Options Scheme 2024, and implemented it through an irrevocable employee welfare trust namely TPL ESOP Trust vide a special resolution passed by postal ballot dated May 27, 2024.

There were no other specific events/actions in pursuance of the above-mentioned laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Mahadev Tirunagari

Company Secretary in Practice

FCS: 6681

CP No. : 7350

UDIN: F006681G000668804

PR No: 1386/2021

Place: Hyderabad

Date: June 28, 2025

SECRETARIAL AUDIT REPORT

To

The Members

Tanla Platforms Limited

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

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have relied upon the opinion of Statutory Auditors and Internal Auditors on the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the further viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Mahadev Tirunagari

Company Secretary in Practice

FCS: 6681

CP No.: 7350

PR No: 1386/2021

UDIN: F006681G000668804

Place: Hyderabad

Date: June 28, 2025

Annexure - 3 (i)**Form No. MR-3****SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025**

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

To,

The Members,
Karix Mobile Private Limited

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

Based on my verification of the Karix Mobile Private Limited's books, papers, minute books, forMs. and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 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:

I have examined the books, papers, minute books, forMs. and returns filed and other records maintained by M/s Karix Mobile Private Limited for the financial year ended on 31 March 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder; - (Not Applicable to the company).
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ; - (Not Applicable to the company).
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - (Not Applicable to the company).
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - (Not Applicable to the company).
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - (Not Applicable to the company).
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - (Not Applicable to the company).
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the period under review). - (Not Applicable to the company).
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - (Not Applicable to the company).
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - (Not Applicable to the company during the period under review). - (Not Applicable to the company).
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and - (Not Applicable to the company).
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; - (To the extent applicable to the company being a material subsidiary to a Listed Company).

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

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

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

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

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

I further report that

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

- a. Ms. Amrita Gangotra has resigned from her position as an Independent Director of the Company with effect from August 02, 2024.
- b. Mr. Rohit Bhasin has resigned from his position as an Independent Director of the Company with effect from August 02, 2024.
- c. Dr. Ram Sewak Sharma who was appointed as an Additional Non-Executive Independent Director with effect from 26 September 2024 pursuant to the circular resolution passed by Board of Directors was subsequently regularized as a Non-Executive Independent Director by the members in their Extra Ordinary General Meeting held on 31 January 2025 to hold office for a period of 5 years with effect from 26 September 2024.
- d. Ms. Seshanuradha Chava who was appointed as an Additional Non-Executive Non- Independent Director with effect from September 26, 2024, pursuant to the circular resolution passed by the Board of Directors was subsequently regularized as a Non-Executive Non-Independent Director by the members in their Extra Ordinary General Meeting held on January 31, 2025.

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

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

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

I further report that during the period under review, the Board of directors of the company approved the Share Purchase Agreement (SPA) with respect to acquisition of the entire equity stake in Gamooga Softech ("Gamooga") Private Limited, which was a wholly owned subsidiary of Tanla Platforms Limited ("Tanla"), which is our holding company.

Pursuant to the SPA dated January 21, 2025, the company has completed acquisition of 100% of the paid-up equity share capital of Gamooga on March 24, 2025, consequent to which Gamooga became its wholly owned subsidiary and a step-down subsidiary of Tanla.

There were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs apart from the event(s) mentioned-above.

Mahadev Tirunagari

Company Secretary in Practice

FCS: 6681

CP No. : 7350

UDIN: F006681G000674227

PR No: 1386/2021

Place: Hyderabad

Date: June 28, 2025

SECRETARIAL AUDIT REPORT

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

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have relied upon the opinion of Statutory Auditors and Internal Auditors on the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the further viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Mahadev Tirunagari

Company Secretary in Practice
FCS : 6681
CP No. : 7350
PR No : 1386/2021
Place : Hyderabad
Date : June 28, 2025
UDIN : F006681G000674227

Annexure - 3 (ii)

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

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

To,

The Members,
 ValueFirst Digital Media Private Limited

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

Based on my verification of the ValueFirst Digital Media Private Limited's books, papers, minute books, forMs. and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 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:

I have examined the books, papers, minute books, forMs. and returns filed and other records maintained by M/s ValueFirst Digital Media Private Limited for the financial year ended on March 31, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder; - (Not Applicable to the company).
- iii. The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder; (Not Applicable to the company).
- iv. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - (Not Applicable to the company).
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - (Not Applicable to the company).
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - (Not Applicable to the company).
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - (Not Applicable to the company).
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company).
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - (Not Applicable to the company)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - (Not Applicable to the company).
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;- (Not Applicable to the company) and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; - (Not Applicable to the company).

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

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

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

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

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

I further report that

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

- a. Mr. Viswanathan Sundaresan Aravind ceased to be a director of the Company w.e.f., August 14, 2024.
- b. Mr. Rohit Bhasin ceased to be director of the Company w.e.f., July 31, 2024.
- c. Ms. Amrita Gangotra ceased to be director of the Company w.e.f., July 31, 2024.
- d. Mr. Abhishek Kumar Jain was appointed as an Additional Non- Executive Director w.e.f., September 26, 2024 and was regularised as a Director of the Company w.e.f., 13 March 2025.
- e. Dr. Ram Sewak Sharma was appointed as an Additional Non- Executive Independent Director w.e.f., September 26, 2024, and was regularised as a Director in the category of Independent Director of the Company w.e.f., March 13, 2025.
- f. Mrs. Seshanuradha Chava was appointed as an Additional Non - Executive Women Director w.e.f., September 26, 2024, and was regularised as a Director of the Company w.e.f., March 13, 2025.

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

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

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

I further report that during the audit period:

- a. The Company in its Extra Ordinary general meeting held on October 25, 2023, approved the shifting of registered office from the NCT of Delhi to the State of Telangana and has made an application for the same. The Company has received the Order of the Regional Director for shifting of registered office dated on April 16, 2024. Subsequently the Company has filed Form INC-28 and Form INC-22 which have been approved accordingly during the year under review and the Company took note of the same at the Board meeting held on July 18, 2024.
- a. During the year under review the Company has introduced and formulated the Valuefirst Employee Stock Based Plan 2025 Scheme vide a special resolution passed by way of show of hands dated March 13, 2025.
- b. During the year under review Mobtel Services LLP, Navin Communications LLP and Srinand Communications LLP were closed due to their inoperative nature. The Company has held substantial stakes in these LLPs.

I further report that during the audit period the following are the ongoing cases:

- a. The Company has filed an application for initiating Corporate Insolvency Resolution Process (CIRP) against Valuemobi Media Private Limited under Section 9 of the Insolvency and Bankruptcy Code, 2016 for recovery of outstanding amount. However, the same was dismissed by the Hon'ble National Company Law Tribunal, New Delhi. Aggrieved by the impugned order, the Company has filed an appeal with the National Company Law Appellate Tribunal, New Delhi on March 11, 2024. As on March 31, 2025, Valuemobi Media Private Limited and Valuefirst Digital Media Private Limited have entered into a settlement agreement to resolve outstanding claims. (related to non-payment of dues), including the ongoing CIRP proceeding at NCLAT initiated by Valuefirst. Valuemobi is currently complying with the terms of the settlement agreement in accordance with the agreed-upon schedule.
- b. The Company has filed a petition under Insolvency and Bankruptcy Code, 2016, as an Operational Creditor before

the Hon'ble National Company Law Tribunal, New Delhi, the same was admitted on May, 09, 2022 which ordered the initiation of Corporate Insolvency resolution process (CIRP) against the Corporate Debtor – Nascent Communication Private Limited. The CIRP proceeding was concluded thereafter the Order for Liquidation of Corporate Debtor was delivered on October 19, 2022. Further the application for dissolution of the Corporate Debtor was filed which is currently pending before the Hon'ble National Company Law Tribunal, New Delhi.

There were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

Mahadev Tirunagari

Company Secretary in Practice

FCS: 6681

CP No. : 7350

PR No: 1386/2021

UDIN: F006681G000674293

Place: Hyderabad

Date: June 28, 2025

SECRETARIAL AUDIT REPORT

To

The Members

ValueFirst Digital Media Private Limited

Tanla Technology Centre, Hitech City Road, Madhapur,

Hyderabad, Shaikpet, Telangana – 500081, India.

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have relied upon the opinion of Statutory Auditors and Internal Auditors on the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the further viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Mahadev Tirunagari

Company Secretary in Practice

FCS : 6681

CP No.: 7350

PR No : 1386/2021

Place : Hyderabad

Date : June 28, 2025

UDIN : F006681G000674293

Annexure-3(iii)

Secretarial Compliance Report of Tanla Platforms Limited for the financial year ended March 31, 2025

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

Based on my verification of the listed entity's books, papers, minutes books, forMs. and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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

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

for the financial year ended March 31, 2025 (Review Period) in respect of compliance with the provisions of:

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

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

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

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

S I . No	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS
	Secretarial Standards:		
1	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013, and mandatorily applicable.	Yes	-
	Adoption and Timely Updation of the Policies:		
2	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	-
	Maintenance and Disclosures on Website:		
3	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	-
	Disqualification of Director:		
4	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
5	(a) Identification of material subsidiary companies	Yes	-
	(b) Disclosure requirement of material as well as other subsidiaries	Yes	-
	Preservation of Documents:		
6	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
	Performance Evaluation:		
7	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
	Related Party Transactions:		
8	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	-
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	No such situations arose.
	Disclosure of Events or Information:		
9	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
	Prohibition of Insider Trading:		
10	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-

	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein:		In adherence to the direction issued by the Stock Exchanges, the Company has paid a fine of ₹7,84,700 each (inclusive of GST) to the Stock Exchanges.
11	<ul style="list-style-type: none"> The BSE and NSE have issued a notice of fines as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 (Chapter-VII (A)-Penal Actions for Non-Compliance) and imposed a fine of ₹7,84,700 each (inclusive of GST) for Non-Compliance with the requirements under Regulation 17(1) of SEBI (LODR) Regulations, 2015 pertaining to the composition of the Board including failure to appoint woman director. 	Yes	
	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc except as stated in table at pg. no 9-12 of this report (**)	NA	No non-compliance observed for any SEBI regulation/circular/guidance note except as stated in table at pg. no 9-12 of this report (**)

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

Sl. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or	NA	Auditor has not resigned, and hence not applicable
1	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter; or	NA	Auditor has not resigned, and hence not applicable
	iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	Auditor has not resigned, and hence not applicable
	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	No concerns were reported
2	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.	NA	No concerns were reported
	c. The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	No situation arose for such deliberations

ii. Disclaimer in case of non-receipt of information:

The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.

NA

The Company has provided the information required by the Auditor and hence no necessity of such disclaimer in the Audit Report.

3	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.	NA	Not required to obtain such information
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(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Re-remarks
					Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.					
1	The Board of directors of the top 1000 listed entities shall have at least one independent woman director	Reg 17(1)(a) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	There was no woman independent director on the board of the company for a certain period during the year under review.	BSE and NSE	Notice of Fines as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 (Chapter-VIII(A)-Periodical Actions for Non-Compliance).	There was no woman independent director on the board of the company from 26/07/2024 to 05/12/2024 during the year under review.		Pursuant to the notice issued by the Stock Exchanges, the Company paid the fine.	This instance of temporary non-compliance has been fully resolved with the appointment of a Woman Independent Director on 06 December 2024.	
2	Where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors	Reg 17(1)(b) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	Half of the board did not comprise of independent directors for a certain period during the year under review.	BSE and NSE		Half of the Board did not comprise of independent directors from 25/07/2024 to 09/10/2024 during the year under review.	Rs. 7,84,700/- (inclusive of GST) each by NSE and BSE	This instance of temporary non-compliance has been fully resolved with the appointment of an Independent Director on 10 October 2024.		
3	The board of directors of the top 2000 listed entities shall comprise of not less than six directors	Reg 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	There were less than 6 directors on the Board of the company for a certain period during the year under review.	BSE and NSE		There were less than 6 directors on the Board of the company from 25/07/2024 to 09/10/2024 during the year under review.		This instance of temporary non-compliance has been fully resolved with the appointment of an Independent Director on 10 October 2024.		

4	Non-adherence to SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations") and Company's Code of Conduct under these regulations by Designated Persons	Regulation 4 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Company's Code of Conduct for Prohibition of Insider Trading by Designated Person(s).	The Designated Person(s) had entered into the following transactions: A. Contra Trade, B. Pledge of shares and C. sale of shares beyond the pre-clearance limit obtained	Audit committee	Notices/Warning letters were issued by the Company to the violators	During the year under review, the Designated Person(s) of the Company, contravened the Company's Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.	₹ 5,00,000 w.r.t., contra trade	The Audit Committee of the Board of Directors of the Company took corrective measures and directed the Designated Person (for contra trade) to pay an amount of Rs.5,00,000/- to the Company which was deposited to Investor Education and Protection Fund of SEBI.	On February 17, 2025, the Company reported to BSE and NSE the instances of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Company's Code of Conduct for Prohibition of Insider Trading by Designated Person(s), in the format prescribed by SEBI Circular SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020, and deposited an amount of ₹5,00,000 to Investor Education and Protection Fund of SEBI.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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

NIL

Mahadev Tirunagari

Company Secretary in Practice

FCS : 6681

CP No.: 7350

PR No : 1386/2021

Place : Hyderabad

Date : 09 May, 2025

UDIN : F006681G000304651

Annexure-4

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

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

(A) Conservation of Energy

In line with our philosophy that 'Energy saved is energy produced,' we have implemented measures tailored to our business operations to reduce and conserve energy consumption. This includes the use of energy-efficient equipment wherever necessary.

(B) Technology Absorption

We remain committed to focusing on and investing in research and development of new products, technology and methodologies to enhance the quality of our offerings.

(C) Foreign Exchange Earnings and Outgo:

a. Imports (valued on the cost, insurance and freight basis)

Particulars	FY25	FY24
Import of Capital Goods	-	-

b. Activity in Foreign Currency:

(Amount in ₹)

Particulars	FY25	FY24
Earnings in foreign exchange (on accrual basis)		
Gross earnings	1,00,88,270	1,44,17,308
Cash outflow	10,02,725	23,72,518
Net earnings in foreign exchange	90,85,545	1,20,44,790

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

Sd/-

Uday Reddy

Founder Chairman & CEO

(DIN: 00003382)

Place: Hyderabad

Date: June 28,2025

Annexure-5

Particulars of Employees

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

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

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

Sl. No	Name of the Directors	DIN	Designation	Ratio of the MRE	% Increase of remuneration in FY 2025 as compared to FY 2024
Executive Directors					
1	Mr. Uday Reddy	00003382	Founder Chairman & CEO	1:21	0%
2	*Mr. Aravind Viswanathan		CFO	1:19	0%
3	**Mr. Abhishek Kumar Jain		CFO	1:21	0%
4	Ms. Seshanuradha Chava		CS	1:8	8%

*Ceased to be CFO w.e.f., July 31, 2024; **Appointed as CFO w.e.f., August 01, 2024.

- The median remuneration of employees of the Company during FY25 was ₹13,13,250, p.a.
- Percentage increase in the median remuneration of the employees in the financial year – 3%
- Number of permanent employees on the rolls of the Company as on March 31, 2025, is 260.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase in salaries of employees was around 12.6%. Increase in the managerial remuneration for the year was 10.4%.

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

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

Sl. No.	Name of the Employee	Designation	Remuneration* received (₹) p.a.	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of Commencement of employment	Age	The last employment held before joining the Company	Whether the employee is a relative of any director or manager of the company
1	Mr. Abhishek Kumar Jain	Chief Financial Officer	2,27,92,646	Permanent	CA & 19 Yrs	Jul 17, 24	42	Wipro	No
2	Mr. Sunil Bajpai	Chief Trust Officer	1,57,47,963	Permanent	MS & 35 Yrs	May 19, 22	63	Indian Railways	No
3	Mr. Sriram Srinivasa Vinjamuri	Chief Customer Officer	1,37,08,036	Permanent	MBA & 31.5 Years	Oct 22, 18	54	Tata Teleservices	No
4	Ms. Seshanuradha Chava	General Counsel & Company Secretary	1,34,99,732	Permanent	M.Com, CS/LLB & 28.5 Years	Nov 06, 05	53	Virtusa	No

5	Ms. Pooja Palviya	Chief Human Resources Officer	1,11,74,441	Permanent	B.Com & 23 Yrs	Sep 21, 23	45	High Radius	No
6	Mr. Badri-nath Krishnarao Agnihotri	Vice President - Sales	65,68,871	Permanent	MBA & 27.3 Years	Feb 12, 14	55	Loop Mobile Private Limited	No
7	Mr. YM Ravi Shankar	Vice President	63,19,972	Permanent	MBA & 19 Yrs	Jan 18, 25	44	Mck-insey India	No
8	Ms. Ritu Mehta	Director - Investor Relations & Com-mercials	60,19,347	Permanent	CA & 14 Years	Mar 29, 21	37	KPMG	No
9	Mr. Mor-ram Reddy Suresh Kumar Reddy	Director - Customer Operations	51,86,708	Permanent	B.Tech & 15 years	Jan 03, 12	39	-	No
10	Mr. Kaly-anaraman	Associate Director - Corporate Control-lership	46,20,213	Permanent	CA & 13 Years	Jan 09, 23	34	Multiplier	No

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

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

Annexure-5(i)

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

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

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

Name, Age and Qualification	Designation and nature of employment	Date of commencement of employment	Commencement of employment Experience in years	Remuneration (in INR) per annum	Last Employment	Relative of Director if any
Mr. Uday Kumar Reddy Dasari, 58 Years, MBA	Chief Executive Officer	Mar 16, 2000	25 Years	2,52,51,700	-	No
Mr. Abhishek Kumar Jain, 42 Years, CA	Chief Financial Officer	Jul 17, 24	19 Years	2,27,92,646	Wipro	No
Mr. Sunil Bajpai, 63 Years, MS	Chief Trust Officer	May 19, 22	35 Years	1,57,47,963	Indian Railways	No
Mr. Sriram Srinivasa Vinjamuri, 54 Years, MBA	Chief Customer Officer	Oct 22, 18	31.5 Years	1,37,08,036	Tata Teleservices	No
Ms. Seshanuradha Chava, 53 Years, M.Com, CS/LLB	General Counsel & General Counsel	Nov 06, 05	28.5 Years	1,34,99,732	Virtusa	No
Ms. Pooja Palviya, 45 Years, B.com	Chief Human Resources Officer	Sep 21, 23	23 Yrs	1,11,74,441	High Radius	No

ANNEXURE – 6

ANNUAL REPORT ON CSR ACTIVITIES FY 2024-25

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

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

In today's world, environmental and social challenges are increasingly complex. At Tanla, we are committed to leveraging Corporate Social Responsibility (CSR) to foster positive change, empower underserved communities, and advance sustainable and inclusive development. CSR is integral to our business philosophy, driving our dedication to social welfare, environmental care, and community progress.

Our CSR focus areas are education and employment, underscoring our belief in the power of education and job creation to transform lives. Through targeted initiatives and collaborative partnerships, we aim to contribute meaningfully to societal advancement and the creation of a sustainable future.

Our Impact in FY25

Tanla Foundation, the CSR arm of Tanla Platforms Limited and its Group, drives impactful social change and sustainable development in underserved communities. Anchored in the spirit of giving back, we deliver effective programs across education, health, livelihoods, and community welfare. By forging strategic partnerships, we amplify educational access, enhance healthcare delivery, build skills, and foster inclusive growth. Our initiatives align with the United Nations Sustainable Development Goals, empowering individuals and creating lasting, equitable, and sustainable impact.

We have implemented CSR initiatives that enhanced education via digital learning and scholarships for underserved communities. Our community development efforts included celebrations to strengthen social bonds, support for real-time traffic updates to reduce commute related uncertainties, and programs promoting digital security, especially for women and children. In rural areas, we sustained streetlighting to ensure safe mobility. Additionally, we collaborated with sports academies to nurture athletic talent for national and international participation. Together, these initiatives fostered a more equitable, healthy, and sustainable society.

2.COMPOSITION

The CSR Committee consists of the following members as on March 31, 2025:

Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Dr. Ram Sewak Sharma	Chairperson - Independent Director	2	2
Mr. Rahul Khanna	Member- Independent Director	2	2
Mr. Uday Reddy	Member- Executive Director	2	1
Mr. François Ortalo-Magné	Member- Independent Director	2	1
Ms. Naiyya Saggi	Member- Independent Director	2	1
Mr. Sanjay Kapoor	Member- Non-Executive-Non-Independent Director	2	1

Notes:

- Mr. Rohit Bhasin ceased to be Member w.e.f., July 25, 2024.
- Mr. Sanjay Kapoor ceased to be Member w.e.f., January 20, 2025.
- Dr. Ram Sewak Sharma was appointed as Member w.e.f., July 16, 2024 and recategorized as Chairperson w.e.f., January 20, 2025.
- Mr. Rahul Khanna was recategorized from Chairperson to Member w.e.f., January 20, 2025.
- Ms. Naiyya Saggi and Mr. François Ortalo-Magné appointed as Members w.e.f., January 20, 2025.

3. WEB-LINK

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

4. IMPACT ASSESSMENT

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

5.

S.No.	Description	Amount (₹ in Lakhs)
5a	Average net profit of the company as per sub-section (5) of section 135	20,509
5b	Two percent of average net profit of the Company as per Section 135(5) of the Act	348
5c	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	0
5d	Amount required to be set off for the financial year, if any	0
5e	Total CSR obligation for the financial year (b+c-d):-	348.32

6.

S. No.	Description	Amount (₹ in Lakhs)
a	Amount spent on CSR Projects (both ongoing project and other than ongoing project)	44.35
b	Amount spent in Administrative Overheads	13.06
c	Amount spent on Impact Assessment, if applicable	-
d	Total amount spent for financial year (a+b+c)	57.41

e. CSR amount spent or unspent for FY25:

Total amount spent for the financial year 2024-25 (₹ in Lakhs)	Amount Unspent				
	*Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount (₹ in Lakhs) transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount (₹ in Lakhs)	Date of Transfer	Name of the Fund	Amount	Date of Transfer
57.41	290.91	April 29, 2025	-	-	-

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

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

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

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

S.No.	Preceding financial year	Amount transferred to Unspent CSR Account under subsection (6) of section 135	Balance Amount in Unspent CSR Account under subsection (6) of section 135	Amount spent in the financial year	Amount (₹ in Lakhs) transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in the financial years	Deficiency, if any
					Amount	Date of Transfer		
1	FY24	245.75	245.75	-	-	-	-	-

Note: (i) from the unspent CSR amount of ₹277 lakhs (₹246.3 lakhs from Karix Mobile Private Limited and ₹30.70 lakhs Tanla Digital Labs Private Limited) of FY23, ₹72.6 lakhs was spent during the FY24 and ₹84.86 lakhs was spent during FY25.

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

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

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

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

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

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135-

As against the amount of ₹348.32 lakh required to be spent towards CSR expenditure during FY25, the Company has spent an amount of ₹57.41 lakh. The unspent balance of ₹290.91 lakh is towards various ongoing projects. In compliance with provisions of the Companies (CSR Policy) Rules 2014 as amended, the unspent amount ₹290.91 lakh has been transferred to the Unspent CSR Account opened with Axis Bank, Hyderabad and will be spent in accordance with the CSR Rules.

By the order of Board

Sd/-

Uday Reddy

Founder Chairman & CEO

(DIN: 00003382)

Place: Hyderabad

Date: June 28, 2025

Sd/

Dr. Ram Sewak Sharma

(Chairman- CSR Committee)

(DIN: 02166194)

Annexure - 7

The Disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are detailed under: For the FY25:

Sl. No	Particulars	Status of compliance
1.	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is/are in compliance with the regulations.	The scheme is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. Refer to page No. 308 of 29th Annual Report of the Company.
2.	Further, the following details, inter alia, shall be disclosed on the company's website and a web-link thereto shall be provided in the report of the Board of Directors. https://www.tanla.com/esop-scheme	
A.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.	Disclosed in Note No. 41 to Standalone Financial Statements of the Company for the year ended March 31, 2025, page no. ___ of 29th Annual Report of the Company.
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Refer to page nos. 308 and 368 of the 29th Annual Report for disclosure of Diluted EPS at standalone and consolidated levels.
C.	Details related to Employees Stock Option Scheme (ESOS)	
	1. Tanla Platforms Limited - Restricted Stock Unit Plan 2021 (RSU 2021)	
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including -	
	(a) Date of shareholders' approval	June 19, 2021
	(b) Total number of options approved under ESOS	30,00,000
	(c) Vesting requirements	RSUs granted under this Plan would Vest not earlier than minimum Vesting Period of 1 (One) year or such other period as may be prescribed under applicable laws and not later than maximum Vesting Period of 7 (Seven) years from the date of Grant of such RSUs.

(d) Exercise price or pricing formula	The Exercise Price shall be the face value of the Share as on date of Exercise of RSUs.
(e) Maximum term of options granted	4 years for the options granted until date, however the maximum period as per the scheme can be upto 7 (Seven) years
(f) Source of shares (primary, secondary or combination)	Primary
(g) Variation in terms of options	Not Applicable
(ii) Method used to account for ESOS - Intrinsic or fair value.	Fair Value.
(iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable
(iv) Option movement during the year (for each ESOS):	
Particulars	Details
Number of options outstanding at the beginning of the period	2,47,497
Number of options granted during the year	3,213
Number of options forfeited/lapsed during the year	40,000
Number of options vested during the year	1,57,499
Number of options exercised during the year	1,57,499
Number of shares arising as a result of exercise of options	1,57,499
Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,57,499
Loan repaid by the Trust during the year from exercise price received	Not Applicable
Number of options outstanding at the end of the year	53,211
Number of options exercisable at the end of the year	0
(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	During the year ended March 31, 2025, the weighted average share price of options exercised on the date of exercise was ₹1,017
(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -	
(a) senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Nil
(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	Nil
(c) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil
(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
(a) i). the weighted-average values of share price,	890-1,802
ii). exercise price,	₹1
iii). expected volatility,	49.45%
iv). expected option life,	1-4 years

v). expected dividends,	0.13
vi). the risk-free interest rate and	4.49-5.36
vii). any other inputs to the model;	NA
(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	NIL
(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable.
(d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable.

Sl. No	Particulars	Details
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**C. Details related to Employees Stock Option Scheme (ESOS)
2.TPL Stock Option Scheme 2024**

(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –	
(a)	Date of shareholders' approval	May 27, 2024
(b)	Total number of options approved under ESOS	26,00,000
(c)	Vesting requirements	RSUs granted under this Plan would Vest not earlier than minimum Vesting Period of 1 (One) year or such other period as may be prescribed under applicable laws and not later than maximum Vesting Period of 7 (Seven) years from the date of Grant of such RSUs.
(d)	Exercise price or pricing formula	The Exercise Price shall be the face value of the Share as on date of Exercise of RSUs.
(e)	Maximum term of options granted	1 (one) year and not later than maximum vesting period of 7 (Seven) years from the date of grant
(f)	Source of shares (primary, secondary or combination)	Secondary
(g)	Variation in terms of options	Not Applicable
(ii)	Method used to account for ESOS - Intrinsic or fair value.	Fair Value.
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable
(iv)	Option movement during the year (for each ESOS):	

Sl. No.	Particulars	Details
	Number of options outstanding at the beginning of the period	Nil
	Number of options granted during the year	2,15,390
	Number of options forfeited/lapsed during the year*	Nil
	Number of options vested during the year	Nil
	Number of options exercised during the year	Nil
	Number of shares arising as a result of exercise of options	Nil
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil

	Loan repaid by the Trust during the year from exercise price received	Not Applicable						
	Number of options outstanding at the end of the year	1,04,210						
	Number of options exercisable at the end of the year	Nil						
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Not Applicable						
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -							
	(a) senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	<table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>No. of Unvested Options</th> </tr> </thead> <tbody> <tr> <td>Abhishek Kumar Jain</td> <td>CFO</td> <td>48,000</td> </tr> </tbody> </table>	Name	Designation	No. of Unvested Options	Abhishek Kumar Jain	CFO	48,000
Name	Designation	No. of Unvested Options						
Abhishek Kumar Jain	CFO	48,000						
	(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	NIL						
	(c) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	NIL						
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:							
	(a) i). the weighted-average values of share price,	784-975						
	ii). exercise price,	₹1						
	iii). expected volatility,	51.06%						
	iv). expected option life,	1-4 years						
	v). expected dividends,	1.29%						
	vi). the risk-free interest rate and	6.72%						
	vii). any other inputs to the model;	NA						
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	NIL						
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The scheme was drawn up in accordance with the guidelines of SEBI as such this assumption was not applicable.						
	(d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable.						
D	Details related to TPL ESOP Trust for the 2024 Scheme							
(i)	General information on schemes							
1.	Name of the Trust	TPL ESOP Trust						
2.	Details of the Trustee(s)	Qapita Equity Tech Limited (formerly KP Corporate Solutions Ltd.)						
3.	Amount of loan disbursed by company/any company in the group, during the year	₹3,004.9 Lakhs						
4.	Amount of loan outstanding (repayable to company/any company in the group) as at the end of the year	₹3,004.9 Lakhs						

5	Amount of loan, if any, taken from any other source for which company/any company in the group has provided any security or guarantee	Nil
6	Any other contribution made to the Trust during the year	Nil
(ii)	Brief details of transactions in shares by the Trust	
	Number of shares held at the beginning of the year;	Nil
	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share;	secondary acquisition 3,19,600 Equity Shares
	Number of shares transferred to the employees/ sold along with the purpose thereof;	Nil
	Number of shares held at the end of the year.	3,19,600 Equity Shares
(iii)	In case of secondary acquisition of shares by the Trust	
	Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
	Held at the beginning of the year	Nil
	Acquired during the year	3,19,600 - 0.24%
	Sold during the year	Nil
	Transferred to the employees during the year	Nil
	Held at the end of the year (31.03.2025)	3,19,600 - 0.24%

On behalf of the Board of Directors of Tanla Platforms Limited

Sd/-

Uday Reddy

Founder Chairman & CEO

(DIN: 00003382)

Place: Hyderabad

Date: June 28, 2025

Annexure-7(1)

COMPLIANCE CERTIFICATE

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

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

I, Mahadev Tirunagari, Company Secretary in Practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on April 25, 2024 by the Board of Directors of Tanla Platforms Limited (hereinafter referred to as 'the Company'), having CIN: L72200TG1995PLC021262 and registered office at Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500081, Telangana, India.

This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 2025.

Management Responsibility:

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

Verification:

1. The Company has implemented Tanla Platforms Limited – Restricted Stock Unit Plan 2021 in accordance with the Regulations and the Special Resolution passed by the Members of the Company through Postal Ballot on 19/06/2021
2. The Company has implemented TPL – Stock Option Scheme 2024 in accordance with the Regulations and the Special Resolution passed by the Members of the Company through Postal Ballot on 27/05/2024.

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

1. Scheme received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting (by Postal Ballot process);
5. Shareholders resolution passed at General Meetings w.r.t variation in the scheme (if any) – **Not Applicable**
6. Shareholders resolution passed at General Meeting w.r.t approval for implementing the scheme(s) through a trust(s); –
 - a. In case of Tanla Platforms Limited – Restricted Stock Unit Plan 2021 – **Not Applicable**
 - b. In case of TPL – Stock Option Scheme 2024 – **Applicable**
7. Minutes of the meetings of the Nomination and Remuneration Committee, which is authorized to administer the Scheme;
8. Trust Deed; –
 - a. In case of Tanla Platforms Limited – Restricted Stock Unit Plan 2021 – **Not Applicable**

- b. In case of TPL – Stock Option Scheme 2024 – **Applicable**
- 9. Details of trades in the securities of the company executed by the trust through which the scheme is implemented;
 - a. In case of Tanla Platforms Limited – Restricted Stock Unit Plan 2021 – **Not Applicable**
 - b. In case of TPL – Stock Option Scheme 2024 – **Applicable**
- 10. Relevant Accounting Standards as prescribed by the Central Government;
- 11. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee;
- 12. Bank Statements towards Application money received under the scheme(s);
- 13. Valuation Report; – **Not Applicable**
- 14. Exercise Price/Pricing formula;
- 15. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
- 16. Disclosure by the Board of Directors;
- 17. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the Tanla Platforms Limited – Restricted Stock Unit Plan 2021 and TPL – Stock Option Scheme 2024, in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

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

Mahadev Tirunagari

Company Secretary in Practice

FCS : 6681
 CP No : 7350
 PR No : 1386/2021

Place : Hyderabad
 Date : June 28, 2025
 UDIN : F006681G000674172

Corporate Governance Report

In compliance with Chapter IV read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') the Company sets forth the report on the Corporate Governance on the matters as mentioned in the said schedule and practices followed by the Company.

1. Company's Philosophy on Corporate Governance

For your company, good corporate governance is synonymous with sound management, transparency, and adequate disclosure, encompassing good corporate practices, procedures, standards, and implicit rules which propel a company to take sound decisions. The fundamental principles such as independence, accountability, obligation, transparency, trusteeship, and disclosure serve as our means for establishing the philosophy of Corporate Governance.

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

2. Board of Directors and its Composition

As on March 31, 2025, the Company's Board of Directors comprised of seven (7) Directors consisting of two(2) Executive Directors, one(1) Non-Executive Director and four(4) Independent Directors one of whom is a Woman Director. The Company is in full compliance with the applicable provisions of the Companies Act, 2013, the rules framed thereunder, and the Listing Regulations relating to the appointment and composition of the Board of Directors.

The following table explains the composition of the Company's Board, category of directorship and number of Board Meetings held during the year, attendance of each Director at the Board Meeting and at the last Annual General Meeting, other Directorships, Memberships and Chairmanships of Committees held by each of the Director during the Financial Year.

Composition of the Board of Directors as on March 31, 2025

Name of the Director	Category of Directorship	Number of Board Meetings attended	Attendance at the last AGM held on July 25, 2024	Number of other Directorship (s) as on March 31, 2025 #	Number of committee positions held in other public companies **		Directorships in other Listed Companies & Category of Directorship
					As Chairperson	As Member	
Mr. D. Uday Kumar Reddy	Promoter, Chairman and CEO	8	Yes	3	0	2	-
Mr. Deepak Satyaprakash Goyal	ED	7	Yes	1	0	0	-
Dr. Sanjay Kapoor	NED	8	Yes	0	0	0	-
Mr. Rahul Khanna	NED & ID	8	Yes	4	3	0	-
Dr. Ram Sewak Sharma	NED & ID	8	Yes	5	0	4	Voith Paper Fabrics India Limited NED & ID
Mr. François Ortalo-Magné	NED & ID	4	NA	0	0	0	-
Ms. Naiyya Saggi	NED & ID	3	NA	1	0	2	Welspun Living Limited NED & ID

Name of the Director	Category	Number of Board Meetings attended	Attendance at the last AGM held on July 25, 2024	Number of other Directorship (s) as on March 31, 2025 #	Number of committee positions held in other public companies ##		Directorships in other Listed Companies & Category of Directorship
					As Chairperson	As Member	
Mr. Rohit Bhasin	NED & ID	4	Yes	NA	NA	NA	NA
Ms. Amrita Gangotra	NED & ID	4	Yes	NA	NA	NA	NA

Chief Executive Officer (CEO), Executive Director (ED), Non-Executive Director (NED), Independent Director (ID) and Not applicable (NA)

Notes:

- #Excludes directorships in the Company, private companies, foreign companies and companies registered under Section 8 of the Act, Government Bodies and Alternate Directorships.
- ## This relates to membership of Committees referred to in Regulation 26(1) of the Listing Regulations, viz. Audit Committee and Stakeholders Relationship Committee of all public limited companies, whether listed or not and excludes private limited companies, foreign companies and companies licensed under Section 8 of the Act. Committee Chairperson(s) count includes the Membership(s) count in which Director is member also.
- Excludes Directorship and Membership in Committees of the Company. Further, for the purpose of reckoning the Directorship, only public companies and equity listed companies are considered.
- Mr. Rohit Bhasin retired as an Independent Director of the Company upon completion of his second consecutive term on July 25, 2024.
- Ms. Amrita Gangotra retired as an Independent Director of the Company upon completion of her first term on July 25, 2024.
- Mr. François Ortalo-Magné was appointed as an Independent Director w.e.f., October 10, 2024.
- Ms. Naiyya Saggi was appointed as an Independent Director w.e.f., December 6, 2024.

The Company convened minimum of one Board Meeting in each quarter as required under the Companies Act, 2013 and Listing Regulations as amended, and the Company ensured maximum gap between two Board Meetings has not exceeded One Hundred and Twenty Days.

The Board confirms that, based on the disclosures received from all the independent directors and also in its opinion, the independent directors fulfil the conditions specified in the Companies Act, 2013, the Listing Regulations and are independent of the management.

The Non-Executive Independent Directors do not have any pecuniary relationships or transactions with the Company that may have a potential conflict with the interests of the Company or could materially influence their independent judgment, apart from the sitting fees paid for attending the meetings of the Board and its Committees.

Necessary disclosures regarding Committee positions in other public companies as of March 31, 2025, have been made by the Directors.

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

As a policy, all the major decisions which involve new investments and Capital expenditure, in addition to the matters which statutorily require Board approval and the information under Regulation 17(7) Part A of Schedule II of the Listing Regulations, are put up for consideration of the Board or the Committee(s) of the Board.

None of the Directors held/ holds directorships in more than ten public companies; Further, none of the Independent Directors (IDs) of the Company served as an ID in more than 7 listed companies. None of the IDs are serving either as a whole-time director or managing director in any listed entity.

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

Board Meetings

During the FY25, the Board met eight(8) times, and dates of the Board meetings and attendance at the meetings are as follows:

Sl. No.	Date of Meeting	Board Strength	No. of Directors Present
1	April 25, 2024	7	7
2	June 15, 2024	7	7
3	June 28, 2024	7	6
4	July 18, 2024	7	7
5	October 17, 2024	6	6
6	January 20, 2025	7	7
7	January 21, 2025	7	7
8	March 18, 2025	7	7

Familiarization Programme

The company conducts Familiarization Programme for the Board Members and particularly for Independent Directors to enable them to be familiarized with the company, its management, and its operations to gain a clear understanding of their roles, rights, and responsibilities for enabling their contribution to the company. Presentations are made at the Committee and Board meetings on updates on regulatory, business environment, risk management, company policies, and other relevant issues, Quarterly Operations Report/ Board Note which includes information on business performance, operations, market share, financial parameters, working Capital management, litigations, compliances, fund-flows, and subsidiary Companies performance data. Details of the familiarization programmes are hosted on the company's website at https://tanla.azureedge.net/resources/media/images/Policies/Familiarisation_Programme_for_IDs.pdf

Separate meeting of the Independent Directors

A separate meeting of Independent Directors of the Company without the presence of the Executive Directors and Management Representatives was held on March 21, 2025 chaired by Mr. Rahul Khanna, Lead Independent Director, as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations. At the said meeting, the Independent Directors (a) reviewed the performance of Non-Independent Directors and the Board of Directors as a whole (b) reviewed the performance of the Chairman of the Company and (c) assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

Code of Conduct

The Board of Directors of the company laid Code of Conduct for Directors and senior management personnel. The Code of Conduct is posted on the company's website at https://tanla.azureedge.net/resources/media/images/Policies/Code_of_Conduct.pdf

All Directors and senior management personnel affirmed compliance with the code for the FY25. The declaration to this effect signed by Uday Reddy, Founder Chairman & CEO, is annexed to this report.

Core Skills / Expertise / Competencies available with the Board

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

The Board comprises qualified members who possess required skills, expertise, and competencies that allow them to make effective contributions to the Board and its Committees. The following skills/expertise/competencies have been identified for the effective functioning of the company and are currently available with the Board.

- Strategy & Leadership
- Finance & Audit
- Legal & Compliance
- Risk Management
- Industry Expertise
- HR & Talent

Matrix of Board Expertise:

Name of the Director	Skills/ Expertise/ Competencies					
	Strategy & Leadership	Finance & Audit	Legal & Compliance	Risk	Industry Expertise	HR & Talent
Mr. Uday Reddy	✓	✓	✓	✓	✓	✓
Mr. Deepak Goyal	✓	-	-	✓	✓	✓
Mr. Rahul Khanna	✓	✓	-	-	✓	✓
Dr. Sanjay Kapoor	✓	-	-	✓	✓	✓
Dr. Ram Sewak Sharma	✓	✓	✓	✓	✓	✓
Mr. François Ortalo-Magné	✓	-	✓	✓	-	✓
Ms. Naiyya Saggi	✓	✓	✓	-	-	✓

3. Board Committees

The details regarding various Committees of the Board of the Company as on March 31, 2025 is given below:

a. Audit Committee

The Audit Committee presently comprises three directors - two Independent Directors and one Executive Director. The members of the Committee are financially literate and bring expertise in the fields of Accounting and Finance, Strategy, and Management. Mr. Rahul Khanna, Independent Director, is the Chairman of the Committee.

The composition of this Committee is in compliance with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

The Audit Committee met five (5) times during the Financial Year i.e., on April 25, 2024, June 15, 2024, July 18, 2024, October 17, 2024, and January 21, 2024. The company is in compliance with the requirements of SEBI (LODR) Regulations, 2015, and the Companies Act, 2013, in terms of time gap between any two Audit Committee Meetings.

The composition and details of attendance for the Meetings of the Audit Committee are presented below:

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Mr. Rahul Khanna	Independent Director	Chairperson	5
Mr. Uday Kumar Reddy	Executive Director	Member	5
Dr. Ram Sewak Sharma	Independent Director	Member	3
Mr. Rohit Bhasin	Independent Director	Member	3
Ms. Amrita Gangotra	Independent Director	Member	3

Notes:

- Ms. Amrita Gangotra and Mr. Rohit Bhasin ceased to be Members w.e.f., July 25, 2024.
- Dr. Ram Sewak Sharma was appointed as Member w.e.f., July 16, 2024.

The Committee invites such executives as it considers appropriate to attend the audit committee meetings. The Chief Financial Officer, internal auditor, and statutory auditor are generally invited to attend meetings unless the Committee considers otherwise. Quarterly Reports are provided to the members of the Committee on matters relating to the Insider Trading Code.

The Charter of the Audit Committee is available on the Company's website at https://tanla.azureedge.net/resources/media/images/Policies/Audit_Committee_Charter.pdf

Terms of reference of the Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of the Statutory and the Internal Auditors of the company;
3. Approval of payment to Statutory Auditors for any other services rendered by them.
4. Reviewing, with the Management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinions if any in the draft Audit Report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the Company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with internal auditors of any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
15. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To review the functioning of the Whistle Blower mechanism;
17. Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
18. To carry out such other functions as mentioned in the terms of reference of the Audit Committee or prescribed under applicable statutory / regulatory requirements from time to time.

The Company Secretary acts as the Secretary to the Audit Committee.

Mr. Rahul Khanna, Chairperson of the Audit Committee, was present at the last Annual General Meeting held on July 25, 2024.

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

b. Nomination and Remuneration Committee

The Nomination and Remuneration Committee ('NRC') comprised four members as at March 31, 2025.

The composition of this Committee is in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The Committee met six (6) times i.e., on April 24, 2024; June 15, 2024; June 28, 2024; July 18, 2024; December 6, 2024 and January 20, 2025 during the year FY25.

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Mr. François Ortalo-Magné	Independent Director	Chairperson	1
Mr. Rahul Khanna	Independent Director	Member	5
Dr. Sanjay Kapoor	Non-Executive Non-Independent Director	Member	6
Dr. Ram Sewak Sharma	Independent Director	Member	3
Mr. Rohit Bhasin	Independent Director	Member	4
Ms. Amrita Gangotra	Independent Director	Member	4

Notes:

- Ms. Amrita Gangotra ceased to be Member w.e.f., July 25, 2024.
- Mr. Rohit Bhasin was recategorized as Member w.e.f., July 16, 2024 and ceased to be Member w.e.f., July 25, 2024.
- Mr. François Ortalo-Magné was appointed as Chairperson & Member w.e.f., January 20, 2025.
- Dr. Ram Sewak Sharma was appointed as Chairman & Member w.e.f., July 16, 2024 and recategorized as Member w.e.f., January 20, 2025.

Brief Description of Terms of Reference

- Formulation of the criteria for determining qualifications, attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- Conduct an annual evaluation of the overall effectiveness of the Board, the Committees of the Board and the performance of each Director;
- Devising a policy on diversity of Board of Directors;
- Identify persons who are qualified to become directors and who may be appointed in senior management including Key Managerial Personnel, in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- To carry out such other functions as mentioned in the terms of reference of the NRC or prescribed under applicable statutory / regulatory requirements from time to time.

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

Last year's Annual General Meeting held on July 25, 2024 was attended by Dr. Ram Sewak Sharma, the then Chair of the NRC.

The policy for determining the remuneration of the Directors, KMP's and other employees is available on our website at https://tanla.azureedge.net/resources/media/images/Policies/Nomination_and_Remuneration_Policy.pdf

Performance Evaluation of Board and Committees of the Board

Pursuant to provisions of the Companies Act 2013 and the SEBI (LODR) Regulations 2015, annual performance evaluation of the Directors, including Chairperson, Board, and its Committees, viz., the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and Risk Management Committee has been carried out.

The Performance Evaluation Criteria for Directors comprises certain parameters like professional qualifications, experience, knowledge and competency, active participation at the Board/Committee meetings, ability to function as a team, initiative, availability, and attendance at the meetings, commitment and contribution to the Board and the company, integrity, independence from the company and other Directors and whether there is any conflict of interest, voicing of opinions freely, etc. These are in compliance with applicable laws, regulations, and guidelines.

The Board and Nomination and Remuneration Committee reviews the said Performance Evaluation on an annual basis.

c. Stakeholders' Relationship Committee

The Stakeholders Relationship Committee ('SRC') comprises three Independent Directors and one Non-Executive-Non-Independent Director.

The composition of SRC is in compliance with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations.

The committee met one time, i.e., on March 11, 2025. Details of the composition of the committee and meetings held/attended are given hereunder:

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Ms. Naiyya Saggi	Independent Director	Chairperson	1
Dr. Sanjay Kapoor	Non-Executive-Non-Independent Director	Member	1
Mr. Rahul Khanna	Independent Director	Member	1
Dr. Ram Sewak Sharma	Independent Director	Member	1

Notes:

- Ms. Amrita Gangotra and Mr. Rohit Bhasin ceased to be Members w.e.f., July 25, 2024.
- Ms. Naiyya Saggi was appointed as Chairperson w.e.f., January 20, 2025.
- Dr. Ram Sewak Sharma was appointed as Member w.e.f., July 16, 2024.
- Dr. Sanjay Kapoor was recategorized from Chairperson to Member w.e.f., January 20, 2025.

Last year's Annual General Meeting held on July 25, 2024 was attended by Sanjay Kapoor, the then Chair of the SRC.

Terms of Reference

The broad terms of reference of the SRC inter alia, includes the following:

- To look into the redressal of grievances of shareholders.
- To resolve the grievances of the shareholders of the company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- To review measures taken for effective exercise of voting rights by shareholders.
- To review adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review various measures and initiatives for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
- To carry out such other functions as mentioned in the terms of reference of the SRC or prescribed under applicable statutory / regulatory requirements from time to time.

Stakeholders Grievance Redressal

There were no shareholder complaints pending at the beginning of the year. 8 complaints were received, and all the complaints were redressed to the satisfaction of investors during the year under review. There were no complaints outstanding as on March 31, 2025.

Name, designation and address of the Compliance Officer:

Ms. Seshanuradha Chava, General Counsel & Company Secretary, is the Compliance Officer, in accordance with the requirements of Listing Regulations. The Company has designated the email ID : investorhelp@tanla.com for investor queries/grievances. These details are published on the website and have been shared with the stock exchanges.

d. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR Committee) comprises of five members.

The composition of the CSR Committee is in compliance with Section 135 of the Act.

The Committee met two(2) times on December 17, 2024 and January 21, 2025. Details of composition of the committee and meetings held/ attended are given hereunder

Name of the Director	Category	Designation in the Committee	No. of meetings attended
Dr. Ram Sewak Sharma	Independent Director	Chairperson	2
Mr. Rahul Khanna	Independent Director	Member	2
Mr. D. Uday Kumar Reddy	Executive Director	Member	1
Mr. François Ortalo-Magné	Independent Director	Member	1
Ms. Naiyya Saggi	Independent Director	Member	1
Dr. Sanjay Kapoor	Non-Executive-Non-Independent Director	Member	1

Notes:

- Mr. Rohit Bhasin ceased to be Member w.e.f., July 25, 2024.
- Dr. Sanjay Kapoor ceased to be Member w.e.f., January 20, 2025.
- Dr. Ram Sewak Sharma was appointed as Member w.e.f., July 16, 2024 and recategorized as Chairperson w.e.f., January 20, 2025.
- Mr. Rahul Khanna was recategorized from Chairperson to Member w.e.f., January 20, 2025.
- Ms. Naiyya Saggi and Mr. François Ortalo-Magné appointed as Members w.e.f., January 20, 2025.

The CSR policy is hosted on the Company's website at https://tanla.azureedge.net/resources/media/images/Policies/csr_policy.pdf

Terms of Reference

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

- To recommend to the Board, a CSR Policy (and modifications thereto from time to time) indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- To formulate and recommend annual action plan(s), and any modifications thereof;
- To recommend to the Board, the amount of expenditure to be incurred on the CSR activities in a financial year and the amount to be transferred in case of ongoing projects and unspent amounts;
- To review the progress of CSR initiatives undertaken by the Company;
- To monitor the CSR Policy of the Company from time to time.
- To carry out such other functions as mentioned in the terms of reference of the CSR Committee or prescribed under applicable statutory / regulatory requirements from time to time.

e. Risk Management Committee

The Board has constituted the Risk Management Committee (RMC) in line with the provisions of Regulation 21 of the Listing Regulations. The committee met two (2) times during the year on April 24, 2024 and November 19, 2024.

Composition and attendance of Members at the RMC Meetings held during the year are as follows.

Name of the Director / Member	Category	Designation in the Committee	No. of meetings attended
Dr. Sanjay Kapoor	Non-Executive Non-Independent Director	Chairperson	2
Mr. D. Uday Reddy	Executive Director	Member	1
Mr. Deepak Goyal	Executive Director	Member	2
Dr. Ram Sewak Sharma	Independent Director	Member	1
Mr. François Ortalo-Magné	Independent Director	Member	NA
Mr. Sunil Bajpai	Chief Risk Officer	Permanent Invitee	2
Mr. Rohit Bhasin	Independent Director	Member	1
Ms. Amrita Gangotra	Independent Director	Member	1

Notes:

- Ms. Amrita Gangotra and Mr. Rohit Bhasin ceased to be Members w.e.f., July 25, 2024.
- Mr. D. Uday Reddy was appointed as Chairman & Member w.e.f., April 25, 2024 and reclassified as Member w.e.f., January 20, 2025.
- Dr. Sanjay Kapoor was reclassified from Member to Chairperson w.e.f., January 20, 2025.
- Dr. Ram Sewak Sharma was appointed as Member w.e.f., July 16, 2024.
- Mr. François Ortalo-Magné was appointed as Member w.e.f., January 20, 2025.
- Mr. Sunil Bajpai ceased to be Member of RMC and was appointed as permanent invitee w.e.f., January 20, 2025.

Terms of reference

The broad terms of reference of the RMC inter alia, includes the following:

- To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To implement measures for risk mitigation including systems and processes for comprehensive internal controls to mitigate the identified risks;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics, evolving complexity and emerging risks;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- To review appointment, removal and terms of remuneration of the Chief Risk Officer; and
- To carry out such other functions as mentioned in terms of reference of the RMC or prescribed under applicable statutory / regulatory requirements from time to time.

f. ESG Council

The ESG Council is comprised of three members.

Details of composition of the Committee are given hereunder. The Council has no meetings held during the year under

review.

Name of the Director	Category	Designation in the Committee
Mr. Rahul Khanna	Independent Director	Chairperson
Mr. D. Uday Kumar Reddy	Executive Director	Member
Dr. Sanjay Kapoor	Non-Executive Non-Independent Director	Member
Mr. Rohit Bhasin*	Independent Director	Member

*Mr. Rohit Bhasin ceased to be Member w.e.f., July 25, 2024.

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

4. Remuneration of Directors

A. Remuneration to Executive Directors:

Remuneration being paid to Directors is in compliance with the Remuneration Policy approved by the Board of Directors and the approval accorded by the Members of the Company.

Details of remuneration of the Executive Director for the year ended March 31, 2025 are given below:

Name	Salary and allowances (in ₹)	Contributions to provident and other funds (in ₹)
Mr. Uday Reddy, Founder Chairman & CEO	2,52,57,360	13,00,860
*Mr. Deepak Goyal, Executive Director	-	-

* Mr. Deepak Goyal, is also a Executive Director of Karix Mobile Private Limited (Karix-wholly owned subsidiary of the Company) and draws salary from Karix.

The terms of appointment and remuneration of Executive Directors are as approved by shareholders. The tenure of office of the Whole-Time Directors is five years from their respective date of appointment. There were no severance fees and stock option grants.

B. Sitting fees paid to Independent Directors and Non-Executive Director

Details of sitting fees paid to the Independent Directors and Non-Executive Director for attending Board/ Committee meetings during the FY25 are given below. These are within the limits prescribed under the Act:

S. No.	Name	Category	Sitting Fees paid (in ₹)
1	Dr. Sanjay Kapoor	Non-Executive Non-Independent Director	18,00,000
2	Mr. Rahul Khanna	Independent Director	22,00,000
3	Dr. Ram Sewak Sharma	Independent Director	19,00,000
4	Mr. François Ortalo-Magné	Independent Director	7,00,000
5	Ms. Naiyya Saggi	Independent Director	6,00,000
6	Ms. Amrita Gangotra	Independent Director	12,00,000
7	Mr. Rohit Bhasin	Independent Director	12,00,000

Dr. Sanjay Kapoor, Non-Executive Non-Independent Director, was paid consultancy fees of ₹21,00,000 in the FY25 for availing the professional advisory business development consultancy services of Z-Axis Management Consultants & Strategic Advisors, LLP in which he is a Designated Partner.

C. Details of shares held by non-executive directors/independent directors, as per Schedule V Para C clause 2(f) of SEBI (LODR) Regulations, 2015

S. No.	Name	Category	Number of Shares held as on March 31, 2025	% on paid-up Capital of the Company
1	Mr. Rahul Khanna	Independent Director	60,000	Negligible

There are no other Non-Executive Directors having pecuniary relationship or transactions with the Company.

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

The criteria of making payments to non-executive directors is disseminated on the website of the Company at https://tanla.azureedge.net/resources/media/images/Policies/criteria_for_making_payments_to_non_executive_directors.pdf

D. Particulars of Senior Management

The particulars of senior management as per Regulation 16(1) (d) of the Listing Regulations including the changes during the FY25 are as follows:

Name of Senior Management Personnel	Designation
Mr. Uday Reddy	Founder Chairman & CEO
Mr. Deepak Goyal	Chief Business Officer
*Mr. Aravind Viswanathan	Chief Financial Officer
*Mr. Abhishek Kumar Jain	Chief Financial Officer
Mr. Sunil Bajpai	Chief Trust Officer
Ms. Seshanuradha Chava	General Counsel and Company Secretary
Ms. Pooja Palviya	Chief Human Resources Officer
Ms. Sriram Vinjamuri	Chief Customer Officer

*Mr. Aravind Viswanathan ceased to be Chief Financial Officer ('CFO') on July 31, 2024. Mr. Abhishek Kumar Jain was appointed as CFO with effect from August 01, 2024.

5. General Body Meetings

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

Year Ended	Day, Date & Time	Venue	Special Resolutions Passed
March 31, 2024	Thursday, July 25, 2024 4.00 P.M	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	<ol style="list-style-type: none"> 1. Re-appointment of Uday Reddy (DIN: 00003382), as Chairman and Chief Executive Officer (Chairman & CEO) of the Company and the remuneration payable 2. Re-Appointment of Sanjay Kapoor (DIN: 01973450) as Non-Executive Director of the Company
March 31, 2023	Wednesday, September 06, 2023 05:00 P.M	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	<ol style="list-style-type: none"> 1. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate
March 31, 2022	Friday, August 26, 2022 03:00 P.M	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	<ol style="list-style-type: none"> 1. Approval of the remuneration of Mr. D. Uday Kumar Reddy (DIN: 00003382) Chairman & CEO of the Company 2. Re-Appointment of Mr. Rohit Bhasin (DIN: 02478962) as an Independent Director of the Company 3. Re-Appointment of Dr. Sanjay Kapoor (DIN: 1973450) as Non-Executive Director of the Company

Postal Ballot

During the year, the Company had conducted 2 (two) Postal Ballots, and the details of postal ballots are as follows:

1. The company had, vide its postal ballot notice dated April 25, 2024, sought the approval of the shareholders for the following Special Resolutions:
 - Approval of 'TPL Stock Options Scheme 2024'
 - To approve grant of employee stock Options to the employees of the subsidiary company of the Company under 'TPL Stock Options Scheme 2024'
 - Approval of secondary acquisition of shares through Trust route for the implementation of 'TPL Stock Options Scheme 2024'
 - Approval for Provision of money by the Company for purchase of its own Shares by the Trust under the 'TPL Stock Options Scheme 2024'

The remote e-voting commenced on Sunday, April 28, 2024, at 9:00 a.m. and ended on Monday, May 27, 2024, at 5:00 p.m. Voting rights of the Members were reckoned in proportion to the shares held in the paid-up equity share capital of the company as on the close of business hours of April 19, 2024.

The resolutions were passed with requisite majority on May 27, 2024 (being the last date of remote e-voting). The results were declared on Monday, May 27, 2024.

The company had, vide its postal ballot notice dated December 06, 2024, sought the approval of the shareholders for the following Special Resolutions:

- Appointment of Mr. François Ortalo-Magné (DIN: 10801111) as an Independent Director
- Appointment of Ms. Naiyya Saggi (DIN: 06755099) as an Independent Director

The remote e-voting commenced on Sunday, December 08, 2024, at 9:00 a.m. and ended on Monday, January 06, 2025, at 5:00 p.m. Voting rights of the Members were reckoned in proportion to the shares held in the paid-up equity share capital of the company as on the close of business hours of November 29, 2024.

The resolutions were passed with requisite majority on January 06, 2025 (being the last date of remote e-voting). The results were declared on Monday, January 06, 2025.

Procedure adopted for the above Postal Ballots

Voting Results	Passed with requisite majority. The details of the voting results are available on the website of the company at https://tanla.azureedge.net/resources/media/announcement/postal_ballot_results_24-25.pdf and https://tanla.azureedge.net/resources/media/announcement/postal_ballot_results_06012025.pdf
Scrutinizer	Mr. Mahadev Tirunagari, Company Secretary in Practice (CP No. 7350), Hyderabad was appointed as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.
Procedure followed for Postal Ballot	<p>The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.</p> <p>The postal ballot notices were sent by email to all the members who have registered their mail id. The Company also published a notice in the newspaper announcing the details and requirements as mandated by the Act and applicable rules.</p> <p>The Scrutinizer, after the completion of scrutiny, submitted his report to the Company Secretary, who was authorised to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results.</p> <p>The results are displayed on the Company's website www.tanla.com, besides being communicated to the stock exchanges, depository and registrar and share transfer agent.</p>

Special resolution is proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

Extraordinary General Meeting:

No Extraordinary General Meeting of the Members was held during FY25.

6. Means of Communication

The Company recognizes the importance of two-way communication with its stakeholders, and of giving a balanced reporting of results and progress made during the year and endeavors to respond to questions and issues raised by the stakeholders in a timely and consistent manner. Stakeholders seeking information may contact the Company directly throughout the year. Some of the modes of communication are mentioned below:

A. Financial Results

The Company's quarterly / half-yearly / annual financial results are filed with the Stock Exchanges and are generally published in newspapers such as Business Line / Financial Express/ Mint / Business Standard /Andhra Jyothi/Namasthe Telangana/ Sakshi/ and Eenadu within forty-eight hours of the conclusion of the Board Meeting. They are also available on the website of the Company at <https://www.tanla.com/investor-relations/quarterly-results>

B. Press Releases and Presentations

Official news releases and official media releases viz., quarterly investor presentations/updates, shareholders letter and press releases are sent to Stock Exchanges and are uploaded on the Company's website at <https://www.tanla.com/newsroom>; <https://www.tanla.com/investor-relations/announcements>

C. Analysts Meet /Conference Calls

The Company periodically meets with investors and analysts including holding quarterly/half-yearly/annual earnings calls where the Company's performance is discussed. Official news releases, presentations made to investors and analysts, audio/ video recording and transcript of the calls with analysts for quarterly/half-yearly/annual results are filed with the Stock Exchanges through their respective portals and also made available on the website of the Company.

No unpublished price-sensitive information is discussed in meetings/presentations with institutional investors and financial analysts.

D. Website

The Company's website at www.tanla.com contains a dedicated section for Investors, the link to which is @<https://www.tanla.com/investor-relations> where all information and relevant policies to be provided under applicable regulatory requirements, and are available in a user friendly form.

E. Annual Report

The Annual Report containing inter-alia the Audited Standalone and Consolidated Financial Statements, Board's Report, Auditors' Report, Report on Corporate Governance and other important information is circulated to Members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available on the website of the Company at <https://www.tanla.com/investor-relations/annual-reports>

F. Designated Exclusive E-mail ID

The Company has designated the e-mail ID investorhelp@tanla.com exclusively for investor servicing.

G. SEBI Complaints Redress System (SCORES)

A centralised web-based complaints redressal system which serves as a centralised database of all complaints received enables uploading of Action Taken Reports by the company and facilitates online filing of the complaint by the investors and subsequently viewing of actions taken on the complaint and its status.

H. NSE Electronic Application Processing System ('NEAPS') and BSE Corporate Compliance & Listing Centre ('BSE Listing Centre')

NEAPS and BSE Listing Centre are web based application systems for enabling corporates to undertake electronic filing of various periodic compliances, inter alia, shareholding pattern, report on corporate governance, results, press releases, etc. Various compliances as required / prescribed under the Listing Regulations are filed through these systems.

I. Emails / SMS to Shareholders

The company is committed to maintaining transparency and ensuring timely communication with its shareholders. As part of ongoing efforts to keep shareholders informed about financial health and key business developments, quarterly, half-yearly, and annual financial results are disseminated along with other major business updates through email and SMS.

At the end of a quarter/half-year/year, we compile a comprehensive report detailing the Company's financial performance. This report includes revenues, PAT, EBIDTA, income statement, balance sheet, cash flow statement,

detailed financial analysis, and management discussion and analysis.

7. General Shareholders' Information

(a) Details of AGM	Wednesday, July 23, 2025 at 4:00 PM (IST) through Video Conferencing/Other Audio Visual Means.
(b) Financial Year	The Company follows April - March as its Financial Year. The financial results for every quarter beginning from April are declared within 45 days from the end of the quarter except for the last quarter, for which the results are declared within 60 days from the end of the Financial Year i.e. on or before May 30 as permitted under the SEBI Listing Regulations.
(c) Dividend	Not Applicable
(d) Record Date and Dividend Payment Date	Not Applicable
(e) E-Voting Dates	Sunday, July 20, 2025 at 9:00 a.m. (IST) to Tuesday, July 22, at 5:00 p.m. (IST).
(f) International Securities Identification Number (ISIN)	INE483C01032
(g) Corporate Identity Number (CIN)	L72200TG1995PLC021262
(h) Listing on Stock Exchanges	The Company's Equity Shares are listed on BSE Limited and the National Stock Exchange of India Limited. (a) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 (b) National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051.
(i) Listing Fees	The listing fee for the financial year 2025-26 has been paid to BSE Limited and National Stock Exchange of India Ltd in April 2025.
(j) Registrar and Transfer Agents	M/s. KFin Technologies Limited. Selenium Building, Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad -500 032 Phone:1800 309 4001 Email: einward.ris@kfintech.com Website: www.ris.kfintech.com

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

(l) Share Transfer System

In terms of Regulation 40(1) of the Listing Regulations, securities can be transferred only in dematerialised form with effect from April 1, 2019.

SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024 ['SEBI Master Circular']), mandates to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, renewal/exchange of share certificate, sub-division/ splitting/ consolidation of certificates, transmission/transposition, etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 or Form ISR-5 (for transmission).

In view of the aforesaid, Members holding shares in physical form are advised to dematerialise the shares held by them.

KFin Technologies Limited is the Registrar and Transfer Agent for dealing with all activities connected with physical and demat segments pertaining to the securities of the Company.

(m) Shareholding details of the Company:

i. Distribution of Equity Shareholding as on March 31, 2025:

S. no.	Category	No. of Cases*	% of Cases	Amount in ₹	% of Amount
1	1-5000	3,11,532	99.70	2,85,11,369.00	21.18
2	5001- 10000	455	0.15	32,99,853.00	2.45

3	10001- 20000	219	0.07	31,15,474.00	2.31
4	20001- 30000	72	0.02	17,63,088.00	1.31
5	30001- 40000	30	0.01	10,60,421.00	0.79
6	40001- 50000	13	0.00	5,74,237.00	0.43
7	50001- 100000	56	0.02	39,42,477.00	2.93
8	100001& above	90	0.03	9,23,50,440.00	68.60
Total		3,12,467	100.00	13,46,17,359.00	100.00

* Without clubbing common PANs

ii. Shareholding pattern of the Company as on March 31, 2025:

Description	No. of Cases*	Total Shares	% Equity
Promoters & Promoters Group	12	5,93,70,282	44.10
Mutual Funds	15	10,13,049	0.75
Alternative Investment Fund	4	23,147	0.02
Banks	3	4,284	0.00
Insurance Companies	3	37,138	0.03
NBFCs	1	3,727	0.00
Foreign Portfolio Investors	144	1,39,97,604	10.40
Companies/ Bodies Corporate where Central / State Government is Promoter	1	80	0.00
NRIs	4,972	21,28,650	1.58
Bodies Corporate	690	12,71,480	0.94
IEPF	1	2,75,684	0.20
Indian Public	2,97,660	5,61,72,634	41.74
Employee Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	1	3,19,600	0.24
Total	3,03,507	13,46,17,359	100.00

*After clubbing the common PAN

iii. Details of Equity Shares in dematerialised and physical form as on March 31, 2025:

The Company's shares are compulsorily traded in dematerialised form and are admitted in both the Depositories in India i.e. NSDL and CDSL.

Over 99.98% of the outstanding shares were dematerialized up to March 31, 2025. The Company's shares are liquid and actively traded.

Sno	Description	No of Holders	Shares	% To Equity
1	Physical	25	37,396	0.03
2	NSDL	75,113	1,08,59,0231	80.67
3	CDSL	2,37,329	2,59,89,732	19.31
Total		3,12,467	13,46,17,359	100

* Without clubbing common PANs

(n) Address for Correspondence Physical / Electronic mode

M/s Kfin Technologies Limited (Unit: Tanla Platforms Limited) Selenium Building, Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Hyderabad - 500 032 Email: einward.ris@kfintech.com website: www.ris.kfintech.com Toll Free No.1800-309-4001	Investorhelp, Company Secretary & Compliance Officer Tanla Platforms Limited, Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, India-500081. Tel: +91-040-40099999 Email ID: investorhelp@tanla.com website: www.tanla.com
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(o) Outstanding GDR's / ADR's / Warrant or any convertible instruments, conversion date and likely impact on Equity.

The Company has not issued any GDRs/ADRs/Warrants/ or any convertible instruments during the financial year under review and the Company does not have any outstanding GDRs/ADRs/ Warrants/ or any convertible instruments.

(p) Commodity Price Risk or Foreign Exchange Risk and hedging activities

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

(q) Loans and advances

The Company has not given any loans and advances to firms/companies in which directors are interested.

(r) Plant Location

Company operates from various offices in India and abroad.

(s) Since the Company has not issued any debt instruments and has not had any fixed deposit programme or any scheme or proposal that involves mobilisation of funds, disclosure of credit rating is not applicable.

8. Disclosure on Material Subsidiaries

Name of the Material Subsidiaries	Date of Incorporation	Place of Incorporation	Name of the Statutory Auditor	Date of Appointment/ Re-appointment of Statutory Auditor
Karix Mobile Private Limited	November 16, 1998	Kolkata	MSKA & Associates, Chartered Accountants	September 24, 2021
ValueFirst Digital Media Private Limited	October 17, 2003	New Delhi	MSKA & Associates, Chartered Accountants	September 20, 2023
Tanla Mobile Asia Pacific Pte. Ltd.	April 24, 2007	Singapore	MGI N Rajan Associates, Chartered Accountants	September 15, 2023

9. Unclaimed dividend

Pursuant to the provisions of Sections 124 & 125 of the Companies Act, 2013 the Company is required to transfer dividend remaining unclaimed consecutively for a period of seven years from the date of transfer to the unclaimed dividend account to the Investor Education and Protection Fund (IEPF). Shareholders are requested to claim the dividend(s) from the Company before transfer to the Investor Education and Protection Fund (IEPF).

a) Due dates for transfer of dividend unclaimed to IEPF are as follows:

Financial year	Type of dividend	Dividend per share (₹)	Date of payment	Due date for transfer to IEPF
2017-18	Final	0.30	September 28, 2018	October 28, 2025
2018-19	Final	0.35	October 15, 2019	November 15, 2026
2020-21	Interim	1	September 22, 2020	October 22, 2027

2020-21	Final	1	October 05, 2021	November 05, 2028
2021-22	Final	2	August 29, 2022	September 29, 2029
2022-23	Interim	6	September 06 2022	October 06, 2029
2022-23	Final	4	September 13, 2023	October 13, 2030
2023-24	Interim	6	February 12, 2024	March 12, 2031
2023-24	Final	6	July 30, 2024	August 28, 2031
2024-25	Interim	6	January 31, 2025	March 02, 2032
2024-25	Interim	6	May 07, 2025	June 05, 2032

b) Dividend Distribution policy

In compliance with Regulation 43A of the Listing Regulations the Company has formulated its Dividend Distribution Policy, the details of which are available on the Company's website at <https://tanla.azureedge.net/resources/media/images/Polices/DividendDistributionPolicy.pdf>

10. Other Disclosures

(a) **Related Party Transactions:** All transactions entered into with related parties in terms of provisions under the Act and Regulation 23 of the Listing Regulations during the financial year 2024- 25 were undertaken in compliance with the aforesaid regulatory provisions and are in the ordinary course of business and at arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

Policy on Related party transactions is hosted in our website. The web link is: https://tanla.azureedge.net/resources/media/images/Polices/Policy_on_materiality_of_Related_Party_Transactions.pdf

(b) Except for the below, there were no other occasions of non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or the SEBI or any statutory authority, on any matter related to Capital markets, during the last three years.

The BSE and NSE have issued a notice of fines as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 (Chapter-VII (A)-Penal Actions for Non-Compliance) and imposed a fine of ₹7,84,700 each (inclusive of GST) for Non-Compliance with the requirements under Regulation 17(1) of SEBI (LODR) Regulations, 2015 pertaining to the composition of the Board including failure to appoint woman independent director.

This instance of temporary non-compliance has been fully resolved with the appointment of an Independent Director on October 10, 2024 and a Woman Independent Director on December 06, 2024.

(c) There was no default in compliance with the requirements of the Companies Act, 2013, including with respect to compliance with accounting and secretarial standards.

(d) The Company has formulated and adopted formal Whistle Blower Policy/Vigil Mechanism and the same is hosted on the Company's Website and no-person has been denied access to the Audit Committee.

The details of establishment of Vigil Mechanism/Whistle Blower Policy are posted on the website of the Company and can be accessed at https://tanla.azureedge.net/resources/media/images/Polices/Whistle_Blower_Policy.pdf

(e) The Company has complied with all the mandatory requirements of Schedule V of the SEBI (Listing and Disclosure Requirements) Regulations, 2015.

(f) Policy on Material Subsidiaries is hosted on our website. The following is the web link: https://tanla.azureedge.net/resources/media/images/Polices/Policy_on_Material_Subsiary.pdf

(g) During the year, there was no treatment of any transaction different from that as prescribed in the Accounting Standards as required under Section 133 of the Companies Act, 2013.

(h) A report on risk management forms part of the Management Discussion and Analysis in this report.

(i) The information on appointment/re-appointment of Directors and their brief profiles forms part of the Notice of the Annual General Meeting for the information of shareholders.

(j) The Company did not raise any funds through preferential allotment or qualified institutions placement during the year under review.

11. Secretarial Compliance Report

Pursuant to Regulation 24A of the Listing Regulations the Company has submitted to the Stock Exchanges the Secretarial Compliance Report for the Financial Year 2024-25 furnished by Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350).

12. Certificate from Practicing Company Secretary

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

Further, the Certificate on Corporate Governance, as required under Schedule V of the SEBI (LODR) Regulations, 2015 furnished by Mr. Mahadev Tirunagari, Company Secretary in Practice & Insolvency Professional (CP No. 7350), is enclosed as Annexure to the Board's Report.

13. Recommendations of Committees of the Board

There were no instances during the financial year 2024-25, wherein the Board had not accepted recommendations made by any Committee of the Board.

14. Code of Conduct to Regulate, Monitor, and Report Trading by Designated Persons

The company has adopted the Code of Conduct to regulate, monitor and report trading by designated persons in securities of the company and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Audit Committee reviews cases of non-compliance, if any, and makes necessary recommendations w.r.t. action to be taken against such defaulters. The said non-compliance (if any) shall be promptly intimated to SEBI.

The Code of Conduct for prohibition of Insider Trading and Code of Fair Disclosure have been uploaded on the website of the company at https://tanla.azureedge.net/resources/media/images/Policies/Code_for_Insider_Trading_and_Fair_Disclosure.pdf and https://tanla.azureedge.net/resources/media/images/Policies/Code_for_Disclosure_of_Unpublished_Price_Sensitive_Information.pdf.

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

15. The Company has complied with all the applicable mandatory requirements of the Listing Regulations.

16. The Company has complied with the non-mandatory requirements/Discretionary Requirements as stipulated in Regulation 27 (1) read with Part E of the Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as indicated below-

- a. During the year under review, there is no audit qualification in Company's financial statements. The Company continues to adopt best practices to ensure regime of financial statements with unmodified audit opinion.
- b. The Internal auditors of the Company report directly to the Audit Committee of the Board.
- c. Sends quarterly reports to the shareholders.

17. The Company has complied with disclosures under corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

18. Disclosures with respect to demat suspense account/ unclaimed suspense account

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

Particulars	No of shareholders	No. of Equity Shares
Aggregate Number of Shareholders and outstanding shares lying in the Unclaimed Suspense Account as on April 1, 2024	03	170
Number of shareholders approached the Company for transfer of shares from Unclaimed Suspense Account during the year	0	0
Number of shareholders to whom shares were transferred from suspense account during the year	1*	70
Aggregate Number of Shareholders and outstanding Shares lying in the Unclaimed Suspense Account as on March 31, 2025	02	100

The voting rights of the above said unclaimed shares lying in Demat Account shall remain frozen till rightful owner of such shares claims the shares.

*Transfer to IEPF.

19. Transfer of Unpaid / Unclaimed Dividend and Shares to Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as 'IEPF Rules'), the amount of dividend remaining unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('the IEPF'). Pursuant to this requirement, ₹4,17,660 the dividend amounts remaining unclaimed in respect of dividend declared in the financial year ended March 31, 2017, have been transferred to the IEPF.

Further, in terms of Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more from the date of transfer to the unpaid dividend account are required to be transferred to the demat account of the IEPF Authority. Accordingly, 55,705 shares in respect of which dividends were declared in the financial year ended March 31, 2017 and remained unclaimed for a continuous period of seven years have been transferred to the demat account of IEPF Authority.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company as on date of last Annual General Meeting and details of shares transferred to IEPF. The aforesaid details are put on the Company's website and can be accessed at: <https://www.tanla.com/investor-relations/unclaimed-dividends-and-shares>

The Company has also uploaded these details on the website of the IEPF Authority (www.iepf.gov.in).

20. Details of Consolidated Fees paid to the Statutory Auditors

M/s. MSKA & Associates, Chartered Accountants, (Firm Registration number 105047W) have been appointed as Statutory Auditors of the Company. The particulars of payments to Statutory Auditors M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W or any other firm in their group on consolidated basis is given below.

(in ₹ Lakhs)

Particulars	By the Company	By Subsidiaries	Total Amount
Services as Statutory Auditors	99.00	121.00	220.00
Other Services	15.30	24.68	39.98
Re-imbusement of out-of-pocket expenses	-	7.48	7.48
Total	114.30	153.16	276.46

21. Disclosure under Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year - Nil

Number of complaints disposed of during the financial year - Nil

Number of complaints pending as on end of the financial year - Nil

Annexure -8

DECLARATION ON CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2025.

For **Tanla Platforms Limited**

Sd

D. Uday Kumar Reddy

Founder Chairman & CEO

(DIN: 00003382)

Place: Hyderabad

Date: June 28, 2025

Annexure -9

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members of

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

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

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 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	DIN	Date of appointment in Company
1	Mr. Uday Kumar Reddy Dasari	00003382	27/11/1999
2	Mr. Sanjay Kapoor	01973450	30/08/2019
3	Mr. Deepak Satyaprakash Goyal	01755263	17/07/2020
4	Mr. Rahul Khanna	07997083	17/07/2020
5	Dr. Ram Sewak Sharma	02166194	08/01/2024
6	Mr. Francois Ortalo Magne	10801111	10/10/2024
7	Ms. Naiyya Saggi	06755099	06/12/2024

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

Place : Hyderabad

Date : June 28, 2025

UDIN : F006681G000674183

Mahadev Tirunagari

Company Secretary in Practice

FCS : 6681

CP No.: 7350

PR No : 1386/2021

Certificate on Corporate Governance

To

The Members,

Tanla Platforms Limited

I have examined the compliance of conditions of Corporate Governance by Tanla Platforms Limited ('the Company'), for the year ended March 31, 2025, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of Listing Regulations, as applicable.

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

Mahadev Tirunagari

Company Secretary in Practice

FCS : 6681

CP No : 7350

PR No : 1386/2021

Place : Hyderabad

Date : June 28, 2025

UDIN : F006681G000674194

Annexure -11

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

We hereby certify that:

1. We have reviewed the audited standalone and consolidated financial statements and the cash flow statement for the quarter & financial year ended March 31, 2025.
2. These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading.
3. These statements together represent a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
4. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and evaluated the effectiveness of internal control systems pertaining to financial reporting and which have been designed to ensure that all material information is periodically made to all those concerned.
6. We shall disclose to the Auditors as well as the Audit Committee deficiencies in the design or operation of internal controls, if any, and what they have done or propose to do to rectify these deficiencies.
7. We have indicated to the Auditors, the Audit Committee whether or not there were significant changes in internal control over financial reporting and/or of accounting policies during the quarter and year under review.
8. We also have disclosed to the Auditors as well as the Audit Committee, instances of significant fraud, if any, that involves management or employees having a significant role in the company's internal control systems over financial reporting.

For **Tanla Platforms Limited**

D. Uday Kumar Reddy

Chairman & CEO

DIN: 00003382

Date: April 24, 2025

Abhishek Kumar Jain

Chief Financial Officer

Business Responsibility & Sustainability Reporting (BRSR)

At Tanla, responsible business conduct is foundational to our operations. As a company, we are conscious of the trust placed in us by enterprises and institutions that rely on our platforms to engage with their end-users. Our products and solutions are purpose-built to uphold the highest standards of security, privacy, and compliance—ensuring the protection of not just our customers, but their customers as well.

Through this BRSR, we reaffirm our commitment to ethical, inclusive, and sustainable growth. This disclosure highlights our efforts to integrate environmental, social, and governance (ESG) principles across every layer of our value chain, while fostering transparency and accountability in everything we do.

The BRSR is structured in accordance with the National Guidelines on Responsible Business Conduct (NGRBC) and is presented in three comprehensive sections.

SECTION A	Provides a broad overview of the business, its offerings, business and operations footprint, employees and CSR activities.
SECTION B	Covers management and process disclosures related to the businesses, aimed at demonstrating the structures, policies and processes in place.
SECTION C	Provides indicator-wise disclosures mapped to the nine principles of the NGRBC, as listed at the beginning of Section B.

SECTION A: GENERAL DISCLOSURES



I. Details of the listed entity ^[GRI 2-1, 2-5]

Particulars	Details
1 Corporate Identity Number (CIN) of the listed entity	L72200TG1995PLC021262
2 Name of the Listed Entity ^[GRI 2-1]	Tanla Platforms Limited
3 Year of Incorporation	1995
4 Registered Office Address	Tanla Platforms Limited, Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, India - 500081
5 Corporate address ^[GRI 2-1]	Tanla Platforms Limited, Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad, India - 500081
6 E-mail ^[GRI 2-3]	investorhelp@tanla.com
7 Telephone	91-40-40099999
8 Website	https://www.tanla.com
9 Financial year for which reporting is being done. ^[GRI 2-3]	FY25
10 Name of the Stock Exchange(s) where shares are listed	Listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11 Paid-up Capital	₹13,46,17,359
12 Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report. ^[GRI 2-3]	Ms. Seshanuradha Chava General Counsel and Company Secretary Phone: 040 40099999 Email: investorhelp@tanla.com

13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). ^[GRI 2-2]	The disclosures under this report are made on a consolidated basis, unless otherwise specified.
14	Name of assessment or assurance provider	SGS India Private Limited ("SGS India")
15	Type of assessment or assurance obtained ^[GRI 2-5]	Limited assurance obtained from SGS India

GRI 2-4: There are certain restatements as per the guidance provided under Industry Standards Note on BRSR Core. The effects and reasons have been included under the respective Principles of this report. These restatements would enable consistency and comparability of information for the current year and previous year.

II. Products/services ^[GRI 2-6]

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

S. No.	Description of main activity	Description of business activity	% of turnover of the entity (FY 25)
1	Communications Platform as a Service (CPaaS)	Tanla offers a platform with comprehensive and advanced messaging capabilities. It supports both outbound and inbound messaging with various delivery formats, including plain text, regional languages, and flash messages. The platform ensures secure, end-to-end encrypted communication via a single API, leveraging guaranteed delivery with intelligent fallback and patented data security technologies.	100%

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

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

III. Operations ^[GRI 2-1]

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

Location	Number of plants	Number of offices	Total
National	NA	12	12
International	NA	6	6

19. Markets served by the entity:

a. Number of locations ^[GRI 2-6]

Locations	Number
National (No. of States/UTs)	5 (Telangana, Haryana, Karnataka, Tamil Nadu, and Maharashtra)
International (No. of Countries)	4 (Singapore, UAE, KSA and Indonesia)

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

Out of total turnover ₹4027.7 Cr on consolidated basis for FY25, the percentage of revenue from exports contribute to ₹1060 Cr (26.3%).

c. A brief on types of customers

Tanla serves a broad and diverse customer ecosystem that spans telecom operators, government agencies, regulators, and enterprises across multiple sectors. Our enterprise clientele includes leaders in banking, financial services, insurance, e-commerce, retail, healthcare, education, technology, media, and more. We power mission-critical communications and

trusted digital interactions for over 2,500 active customers, including top banks, digital-first companies, and public sector organizations.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and Workers (including differently abled): ^[GRI 2-7, GRI 2-8]

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	992	791	79.74%	201	20.26%
2.	Other than Permanent (E)	40	29	72.50%	11	27.50%
3.	Total employees (D + E)	1,032	820	79.46%	212	20.54%
WORKERS						
4.	Permanent (F)					
5.	Other than Permanent (G)				NA	
6.	Total workers (F + G)					

Note: Tanla's workforce comprises of only 'Employees' and no 'Workers'.

b. Differently abled Employees and Workers

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently abled employees (D + E)	0	0	0	0	0
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	0	0	0	0	0
5.	Other than permanent (G)	0	0	0	0	0
6.	Total differently abled workers (F + G)	0	0	0	0	0

21. Participation/Inclusion/Representation of women ^[GRI 405-1]

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14.29%
Key Management Personnel	4	1	25.00%

22. Turnover rate for permanent employees and workers ^[GRI 401-1]

Category	FY25			FY24			FY23		
	Men	Women	Total	Men	Women	Total	Men	Women	Total
Permanent Employees	30.7%	44.9%	33.64%	29.1%	41.1%	31.7%	28.7%	42.3%	31.7%

Note: Employee turnover includes both voluntary and involuntary attrition.

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

23. Names of holding/subsidiary/associate companies/joint ventures ^[GRI 2-2]

Sr. No.	Name of the holding / subsidiary/associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Karix Mobile Private Limited	Subsidiary	100%	Yes
2	ValueFirst Digital Media Private Limited	Subsidiary	100%	Yes
3	Tanla Digital Labs Private Limited	Subsidiary	100%	Yes
4	Tanla Mobile Asia Pacific Pte Ltd, Singapore	Subsidiary	100%	Yes
5	Tanla Foundation (Section 8 Company)	Subsidiary	100%	Yes

*Refer Form AOC-1 provided in this Integrated Report for the list of subsidiaries.
All subsidiaries participate in the Business Responsibility initiatives of the Company.

VI. CSR Details ^[GRI 201-1]

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

(ii) Turnover (in INR Crore): ₹1,012.12 Cr

(iii) Net worth (in INR Crore): ₹595.59 Cr

*As per the standalone financial statements of FY24 under Ind AS.

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the nine principles under the National Guidelines on Responsible Business Conduct: ^[2-25]

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy) [GRI 2-16, GRI 2-25, GRI 2-26]	FY25			FY24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes https://www.tanla.com/investor-relations/corporate-governance-policy	0	0	-	0	0	-
Investors (other than shareholders)		0	0	-	0	0	-
Shareholders		8	0	-	60	0	-
Employees and workers		0	0	-	0	0	-
Customers		0	0	-	0	0	-
Value Chain Partners		0	0	-	0	0	-
Other (please specify)		0	0	-	0	0	-

26. Overview of the entity's material responsible business conduct issues ^[GRI 3-1, GRI 3-2]

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Climate Change (Emissions, Water Consumption, Energy Efficiency)	R	Climate-related factors such as emissions, water usage, and energy efficiency can disrupt business operations and regulatory compliance, especially during natural calamities or power crises.	Tanla uses renewable energy sources at critical sites and ensures continuity through alternate power solutions like UPS and diesel generators. Proactive environmental planning and infrastructure are in place to avoid reactive measures post-calamity.	Investment in resilient infrastructure helps maintain operations, ensure compliance, and minimize long-term business disruption. ^[GRI 201-2]
2	Employee Engagement and Talent Retention	R & O	Attracting, engaging, and retaining talent is critical for sustaining innovation, growth, and operational continuity, especially in a competitive technology environment.	Strengthening L&D programs, implement employee engagement surveys, promote internal mobility, conduct regular skip-level meetings, and offer competitive compensation to retain talent and reduce attrition	Investment in learning, development, and benefits enhances retention and reduces rehiring and productivity loss costs.
3	Labour Practices and Diversity & Inclusion (D&I)	O	Non-compliance with labor norms and lack of focus on D&I may lead to reputational damage and legal exposure. On the other hand, promoting diversity and ethical practices strengthens innovation, employer branding, and stakeholder confidence.	Ensure compliance with labor laws, uphold ethical labor practices, and promote diversity and inclusion across the organization.	Enhanced innovation, brand reputation, and access to wider talent pools.
4	Customer Privacy	R	Any breach of customer data can severely impact Tanla's brand trust, result in regulatory penalties, and affect customer retention.	Strengthen data security protocols, ensure compliance with privacy laws, maintain transparency in data handling practices. Conduct Privacy Impact Assessments (PIA), implement DLP solutions, and enforce privacy-by-design principles.	Potential customer churn and loss of revenue due to reputational damage. Investment in data privacy solutions is essential to avoid regulatory fines and maintain long-term business sustainability.

5	Data Privacy and IT Security	R	Cybersecurity threats pose significant operational, reputational, and compliance risks. Any breach could compromise sensitive data, disrupt services, and affect Tanla’s market credibility. Data compromise can lead to risks that can impact beyond a company.	A robust IT security infrastructure including SOC implementation, Zero Trust Architecture, regular VAPT, encryption at rest and in transit, security awareness training for employees, and tabletop exercises for senior management has been prioritized. These are aligned with ISO 27001, SOC2, and DPDP frameworks to strengthen resilience and ensure proactive mitigation.	Significant investment required for infrastructure, tools, and training. These initiatives prevent costly breaches, improve regulatory compliance, reduce business disruption, and reinforce long-term customer and investor confidence
6	Customer Relationship Management	R & O	Strong customer relationships drive retention, loyalty, and revenue growth, while weak engagement can result in customer churn and lost opportunities.	Establish a dedicated Customer Success function, ensure timely grievance redressal, and conduct regular customer reviews and feedback sessions.	Investment in Customer Success teams enhances customer retention, enables proactive issue resolution, and drives revenue growth through improved trust and relationship management.
7	Corporate Social Responsibility (CSR)	R & O	CSR reflects Tanla’s commitment to ethical practices and social good. A lack of visible CSR initiatives can impact reputation and stakeholder trust, while active programs enhance community relations and brand value.	Align CSR initiatives with community needs and sustainability goals, ensure transparency in CSR reporting, and engage employees in volunteering and social impact programs.	Allocation of resources & investment for CSR strengthen the brand image, improve stakeholder engagement, and support long-term sustainability objectives, contributing to social license to operate.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES



Principle 1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable
Principle 2	Businesses should provide goods and service in a manner that is sustainable and safe
Principle 3	Businesses should respect and promote the well-being of all employees, including those in their value chains
Principle 4	Businesses should respect the interests of and be responsive to all its stakeholders
Principle 5	Businesses should respect and promote human rights
Principle 6	Businesses should respect and make efforts to protect and restore the environment
Principle 7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
Principle 8	Businesses should promote inclusive growth and equitable development
Principle 9	Businesses should engage with and provide value to their consumers in a responsible manner

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

Policy and management processes

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) ^[GRI 2-23]	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available ^[GRI 2-19, GRI 2-20, GRI 2-24]	https://www.tanla.com/investor-relations								
2. Whether the entity has translated the policy into procedures. (Yes / No) ^[GRI 2-24, GRI 2-10]	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No) ^[GRI 2-23]	Yes								
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trus-tea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Principle 1			<p>ISO 27001: Certification for information security management systems</p> <p>SOC 2 Type 2: Compliance with Security, Availability, and Confidentiality Trust Service Criteria</p> <p>ISO 20000: IT Service Management standard ensuring the organization follows best practices for IT service delivery</p> <p>ISO 31000: Risk management standard ensuring a structured approach to managing risk</p> <p>Policy: Internal HR and Wellness Policies, POSH Act Compliance</p>					
	Principle 2			ISO 9001: Quality management system, Secure Software Development Lifecycle (SSDLC)					
	Principle 3			<p>ISO 27001, ISO 9001 includes:</p> <ul style="list-style-type: none"> - Internal HR and Employee Wellness Policies - Employee Training & Awareness Programs - Diversity and Inclusion Initiatives <p>Policy: Internal HR and Wellness Policies, POSH Act Compliance</p>					
	Principle 4			ISO 22301:2019 Business Continuity Management System Standard, ISO 27001, ISO 31000					
	Principle 5			<p>GDPR: Compliance with the General Data Protection Regulation for data protection and privacy in the European Union</p> <p>DPDP: Adherence to the Data Protection Bill, ensuring comprehensive data privacy protocols across the organization</p> <p>LGPD: Compliance with Brazil's General Data Protection Law, ensuring data protection for Brazilian customers</p>					
	Principle 6			<p>Governed by Tanla Physical & Environment Controls Policy & Procedures which Includes:</p> <ul style="list-style-type: none"> - Carbon footprint audit with CII - Custom GHG emission tracking tool - Ban on single-use plastics (since 2021) - LEED certified - Transition planning for renewable energy use 					
	Principle 7								

Principle 8

ISO 9001: Quality management system
CMMI Level 3: Maturity model for process improvement in Mobile Engagement & Communication and Support Services

Policy: CSR Policy

Principle 9

ISO 27001: Certification for information security management systems.

SOC 2 Type 2: Compliance with Security, Availability and Confidentiality Trust Service Criteria.

GDPR: Compliance with the General Data Protection Regulation for data protection and privacy in the European Union

Policy: CSAT

5. Specific commitments, goals and targets set by the entity with defined timelines, if any.

At Tanla, we have set well-defined Environmental, Social, and Governance (ESG) goals that form the foundation of our long-term strategy to drive sustainable growth and create enduring value for all stakeholders.

Our ESG vision is forward-looking and aligned with emerging global priorities, we are committed to ensuring safe, healthy, and inclusive workplaces while fostering a culture rooted in equity, transparency, ethics, and accountability. In parallel, we continue to advance responsible sourcing and sustainability within our supply chain by embedding ESG principles across our value chain. Through this integrated approach, Tanla aims to embed sustainability at the core of its operations and make a meaningful contribution to environmental resilience and social progress.

The following goals are actively being pursued and are integrated into Tanla's broader business strategy, reinforcing its commitment to responsible growth:

- Achieving carbon neutrality— ongoing initiatives in energy efficiency and offsetting strategies are being implemented.
- The certification process for ISO 14001 is underway for all offices and data centers, with key locations already in advanced stages of compliance.
- Reduce environmental impact through the RRR (Reduce, Reuse, Recycle) approach – resource optimization efforts continue, focusing on energy consumption, digital waste reduction.
- Enhance employee experience and engagement – annual employee satisfaction surveys are conducted, with action plans implemented based on feedback. The company remains on track to achieve improvement in employee satisfaction score by 2025.

Through this comprehensive ESG strategy, we are embedding sustainability into the core of Tanla's business, enabling us to make a meaningful contribution to the broader environmental, social, and governance ecosystem.

6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. ^[GRI 3-3]

Tanla has continued to set a benchmark among its peers through dedicated efforts towards fulfilling its ESG goals and commitments. With initiatives rooted in the UN Sustainable Development Goals (SDGs), the Company has identified key material issues and aligned its operations to foster long-term sustainability. ESG disclosures have been reported in accordance with the GRI Standards, ensuring transparency and accountability.

Advancing Environmental Stewardship: In FY25, Tanla strengthened its environmental responsibility by upgrading to energy-efficient chassis servers, transitioning to green data centers, and implementing LED lighting and motion sensors across key facilities. Waste segregation at source was enforced, with e-waste and batteries disposed through certified recyclers. These efforts were complemented by employee sensitization programs to promote sustainable practices across the organization.

Strategic Climate Commitments: Tanla's decarbonisation roadmap is built on three key pillars: improving energy efficiency, accelerating the shift towards renewable energy, and leveraging carbon credit programmes. We are actively working towards achieving carbon neutrality and long-term net zero emissions.

Social Commitment- Inclusive impact: Tanla showcased notable progress on the social front of ESG through impactful social initiatives focused on education, employment, and community well-being. The Company expanded its CSR outreach by supporting digital literacy and vocational training programs aimed at empowering underserved youth, thereby enhancing employability and social inclusion. A key highlight was the recognition received at

the Global CSR & ESG Awards 2025 for the “Most Impactful Road Safety Project of the Year,” reflecting Tanla’s commitment to public safety and community development. Additionally, Tanla was named among the “Best Organizations for Women” by ET Edge, reinforcing its inclusive culture and focus on gender equity. These initiatives highlight Tanla’s dedication to social stewardship.

Governance Excellence: During the reporting year, Tanla reinforced its commitment to governance excellence through robust oversight, ethical leadership, and strategic foresight. Our governance framework, characterized by a strong presence of independent directors and active board committees, ensured balanced decision-making and accountability.

Awards and Recognitions: Our efforts and stakeholder engagement have garnered prestigious recognitions during the reporting year:

- **Global CSR & ESG Award 2025:** Honored for the “Most Impactful Road Safety Project of the Year,” for the Cyberabad Traffic Pulse initiative done in collaboration with SCSC and Cyberabad Traffic Police.
- **Commendation Award for Corporate Governance:** Received from the Indian Chamber of Commerce, highlighting Tanla’s robust governance practices and ethical business conduct.
- **Best Organization for Women by ET Edge:** Recognized for fostering an inclusive workplace culture and promoting gender equity.
- **15th Aegis Graham Bell Award for Innovation in Telecom:** Awarded for Tanla’s innovative anti-spam and anti-scams solutions, showcasing its leadership in telecom technology.
- **Google Growth Partner of the Year:** Acknowledged for strong performance in the RCS segment.
- **Featured on the Roll of Honor Disclosures at CFO 100 Winning Edge:** Recognized for excellence in financial leadership and disclosure practices.

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:

[GRI 2-22]

At Tanla, our core values continue to guide us in driving profitable growth while upholding our responsibility to all stakeholders. This commitment to inclusive and sustainable value creation is embedded in our business philosophy.

We maintain the highest standards of corporate governance—grounded in independence, transparency, and ethical leadership—which forms an integral part of our ESG strategy. Our diverse and experienced Board ensures compliance, integrity, and strategic oversight, with the ESG Council playing a key role in advancing sustainability-linked goals in FY25.

We view CSR as a catalyst for long-term societal impact. Our initiatives focus on Education, Health and Livelihood, emphasizing digital inclusion, vocational training, and livelihood generation. In FY25, we expanded these efforts through strategic partnerships and scalable programs to reach underserved communities. Together, our governance, ESG, and CSR commitments reinforce our mission to deliver responsible, inclusive, and sustainable growth.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).

[GRI 2-10, GRI 2-12, GRI 2-13, GRI 2-14]

At Tanla, the Board holds the highest authority for overseeing and ensuring the implementation of Business Responsibility policies.

Oversight is specifically exercised through the ESG Council, which is entrusted with driving the environmental, social, and governance initiatives—including the formulation, execution, and periodic review of BRSR policies.

The composition of the ESG Council is provided below:

Name	Category	Designation
Mr. Rahul Khanna	Independent Director	Chairperson
Mr. Uday Reddy	Executive Director	Member
Dr. Sanjay Kapoor	Non-Executive Non-Independent Director	Member

This governance structure ensures that all sustainability-linked actions are aligned with Tanla’s strategic objectives, regulatory expectations, and stakeholder interests, with regular updates provided to the Board for informed decision-making and accountability.

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

[GRI 2-9]

Yes, Tanla has an ESG Council in place to strengthen the focus of its ESG agenda.

The Council is tasked to:

- Oversee the development of the ESG strategy.
- Identify the relevant ESG matters that do or are likely to affect the operation of the company and/or its strategy.
- Work in conjunction with the Risk Committee to oversee the identification and mitigation of risks related to ESG, as well as the identification of opportunities associated to ESG matters.
- Oversee the establishment of ESG policies and codes of practice, ensure their effective, implementation, and monitor and review their ongoing relevance, effectiveness, and further developmen.
- Oversee the company's engagement with its broader stakeholder community.
- Review any statutory requirements for sustainability reporting.
- The ESG Council periodically reports its progress and key updates to the Board of Directors, ensuring alignment with the Tanla's overall sustainability objectives.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	The business responsibility policies are reviewed on a periodic basis by the Board. These reviews evaluate the adequacy and effectiveness of the policies, and are based on the assessments, necessary updates to policies, procedures, and internal controls are implemented to ensure continued relevance and compliance.																	

Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Tanla complies with the existing regulations as applicable. There have been no instances of non-compliance.																	
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11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	The majority of our policies are enforced through appropriate certifications such as ISO 23001, ISO 27001, and GDPR. Annual audits of processes for all surveillance and re-certifications of ISO 23001, ISO 27001, and GDPR, are conducted by independent external agencies.								

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

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA								
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

Through this section Tanla highlights the integration of the Principles and Core Elements into its key processes and decision-making frameworks. It underscores our approach to aligning business objectives with socially, environmentally, and ethically responsible practices. The disclosures are structured into two categories: "Essential" indicators, which demonstrate our adherence to regulatory requirements, and "Leadership" indicators, which reflect our voluntary efforts to lead in sustainability and governance.

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.



Essential Indicators

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

[GRI 2-17]

Essential Indicators			
Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	Percentages of persons in respective category covered by the awareness programmes
Board of Directors (BoD)	5	<p>During the year, the training for Board of Directors of the Company were on the following topics:</p> <ul style="list-style-type: none"> • Insider Trading Code • Code of Conduct • Overview of business • Legal & Statutory compliances • Governance amendments • Cyber security • Risk Management • Company policies 	100%
Key Managerial Personnel (KMPs)	5	<p>During the year, the training for KMPs of the Company were on the following topics:</p> <ul style="list-style-type: none"> • Artificial Intelligence • DPDPA • Insider Trading Code • UPSI • Overview of business • Legal & Statutory compliances • Governance amendments • POSH • Cyber security • Risk Management • Company policies 	100%
Employees other than BoD and KMPs	807	<p>During the year, the training for Employees of the Company were on the following topics:</p> <ul style="list-style-type: none"> • Health and Safety • Mental Wellbeing • Behavioral • Functional • Induction • Leadership • Policy • Process • Technical 	100%
Workers	NA	NA	NA

2. Details of fines / penalties / punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:^[GRI 2-27]

Monetary					
	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement			Nil		
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ Judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment					
Punishment			Nil		

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

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

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.^[GRI 2-23, GRI 205-2]

Tanla has established comprehensive Anti-Fraud and Anti-Money Laundering Policies, reflecting Tanla's unwavering commitment to conducting business in a fair, transparent, and ethical manner. The policies reinforce Tanla's zero-tolerance approach towards any form of fraudulent activity, corruption, bribery, or unethical practices, whether by employees, partners, or any external parties dealing with the Company.

These policies are part of Tanla's broader governance and compliance framework and are applicable across all levels of the organization.

These policies are available at: <https://www.tanla.com/corporate-governance>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:^[GRI 205-3]

	FY25	FY24
Directors		
KMPs		Nil
Employees		
Workers		

Note: No fines, penalties, or actions have been imposed on the company by any regulatory authorities or judicial institutions during the financial year in relation to anti-competitive conduct or anti-trust issues.

6. Details of complaints with regard to conflict of interest: [GRI 2-15]

	FY24		FY23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	During the financial year 2024 - 25, the Company did not receive any cases pertaining to conflict of interest involving its directors.	Nil	During the financial year 2023 - 24, the Company did not receive any cases pertaining to conflict of interest involving its directors.
Number of complaints received in relation to issues of Conflict of Interest of the KMPs		During the financial year 2024 - 25, the Company did not receive any cases pertaining to conflict of interest involving its KMPs.		During the financial year 2023 - 24, the Company did not receive any cases pertaining to conflict of interest involving its KMPs.

Note: No complaints or cases related to conflicts of interest have been filed against any Director/ KMP with any competent authority or court during the financial year.

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

Not Applicable

8. Number of days of accounts payables [(Accounts payable *365) / Cost of goods/services procured]

	FY24	FY23
Number of days of accounts payables	67	83

Note: SGS India Private Limited, an external agency has carried out independent assessment on the BRSR Core indicators.

9. Openness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY25	FY24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	Nil	Nil
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil
Concentration of Sales	a. Sales to dealers/ distributors as a % of total sales	Nil	Nil
	b. Number of dealers / distributors to whom sales are made	Nil	Nil
	c. Sales of top 10 dealers/ distributors as % of total sales to dealers/ distributors	Nil	Nil
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	Nil	Nil
	b. Sales (Sales to related parties / Total Sales)	Nil	Nil
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties / Total investments made)	Nil	Nil

Note :

- We are into CPaaS business, and our major purchases/sales are from Mobile Network Operators. We don't deal with trading houses or dealers or distributors.
- SGS India Private Limited, an external agency has carried out independent assessment on the BRSR Core indicators.

Leadership Indicators

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

Leadership Indicators		
Total number of awareness programmes held	Topics/principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	DPDPA	100%

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

Tanla has institutionalized a structured framework to proactively prevent, identify, and manage conflicts of interest the Board level. Our approach is anchored in ensuring that all decisions are made objectively, in the best interest of Tanla and its stakeholders.

All members of the Board are required to annually declare any financial, personal, or other interests that may give rise to conflicts, in line with the Code of Conduct for Directors and Senior Management, which sets clear expectations for ethical conduct and transparency. Directors are also expected to promptly disclose any emerging situations that may present a conflict during the course of the year. These declarations are reviewed by the Company Secretary and placed before the Board, ensuring complete transparency and regulatory compliance.

Additionally, our Whistleblower Policy provides an independent channel for reporting any concerns relating to potential conflicts, ensuring such matters are escalated directly to the Audit Committee or the Board, as applicable, and dealt with in a fair and unbiased manner.

These mechanisms collectively reinforce Tanla's commitment to fostering the highest standards of governance, integrity, and accountability at the leadership level.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe



Essential Indicators

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

Essential Indicators			
	Current Financial Year FY25	Previous Financial Year FY24	Details of improvements in environmental and social impacts
R&D	Nil	Nil	The nature of our business does not involve material carbon emission or any other pollutants into the environment.
Capex	57%	33%	

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

Tanla is committed to embedding responsible and sustainable practices across its supply chain. Our Supplier Code of Conduct and procurement practices emphasize ethical sourcing, environmental stewardship, human rights, and regulatory compliance.

Vendors are onboarded after due diligence to ensure alignment with our sustainability expectations, including labor standards, data security, and environmental compliance. Regular assessments and engagement initiatives are conducted to promote awareness and strengthen sustainable practices across the supplier ecosystem.

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

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

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste. ^[GRI 3-3, GRI 306-2]

Given the nature of Tanla's operations, which are predominantly digital and service-oriented, the generation of end-of-life waste is limited to internal IT hardware, office consumables, and incidental materials. Nevertheless, We instituted structured processes to ensure responsible disposal, recycling, and management of all such waste in compliance with applicable regulations.

a. Plastics (including packaging):

Tanla does not produce or distribute products involving plastic packaging. Additionally, as part of our commitment to environmental stewardship, we adopted a strict 'No Single-Use Plastic' policy within the office premises. Any plastic waste generated from external packaging (e.g., office supplies) is responsibly segregated and disposed through authorized recycling partners.

b. E-waste:

All obsolete or end-of-life IT and electronic equipment, including laptops, servers, networking devices, and peripherals, are disposed through certified e-waste recyclers in compliance with the E-Waste Management Rules, 2022, ensuring safe recycling and recovery of materials.

c. Hazardous Waste:

Tanla's operations do not generate hazardous waste as defined under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.

d. Other Waste:

Office-generated waste, including paper, packaging, and organic waste, is segregated at source and handed over to authorized municipal agencies or recyclers. Tanla actively promotes paperless and digital-first processes to minimize overall waste generation.

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

No, Extended Producer Responsibility (EPR) is not applicable to Tanla's activities.

Given the nature of Tanla's business as a digital communications and technology services provider, we do not manufacture or sell any products that fall under the purview of EPR regulations, such as plastic packaging, electrical and electronic equipment, or batteries.

However, Tanla remains committed to responsible waste management and ensures that any e-waste or incidental waste generated from office operations is disposed through authorized recyclers in compliance with applicable environmental regulations.

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

No. Tanla mainly operates in digital communication and platform services and does not deal with manufacturing or physical products. Therefore, using a full life cycle approach for its core operations has limited relevance. However, Tanla applies the life cycle approach to the products and services it buys for its own use. Most of these are ready-made, standard items. Tanla includes green practices while making purchase decisions—such as checking for environmental impact—and ensures proper disposal or recycling at the end of their use to reduce waste.

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

Tanla provides digital communication solutions and cloud-based platform services. The nature of its offerings does not give rise to any direct social or environmental concerns. Information on the environmental impact of Tanla's operations, along with the measures taken to reduce it, is disclosed under Principle 6.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry). ^[GRI 301-2]

Indicate input material	Recycled or re-used input material to total material	
	FY25	FY24
<p>It is currently difficult to quantify the amount of reused or recycled input materials due to the following reasons:</p> <ul style="list-style-type: none"> Water usage: Water consumption in office premises is minimized through water-efficient fixtures and reuse of treated water for landscaping. E-waste management: Obsolete IT hardware is responsibly recycled through authorized e-waste recyclers. Packaging material: Limited packaging waste generated from office supplies is recycled through certified vendors. 	Not Applicable	Not Applicable

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format: ^[GRI 301-3]

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not applicable, as Tanla primarily offers digital communication and platform-based technology solutions.	

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains



Essential Indicators

1. a. Details of measures for the well-being of employees

Category	Total (A)	% of employees covered by								Day Care Facilities	
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		No.(F)	%(F/A)
		No. (B)	%(B/A)	No. (C)	%(C/A)	No.(D)	%(D/A)	No.(E)	%(E/A)		
Permanent employees											
Male	791	791	100%	791	100%	791	100%	791	100%	-	-
Female	201	201	100%	201	100%	201	100%	201	100%	-	-
Other	0	0	0	0	0	0	0	0	0	-	-
Total	992	992	100%	992	100%	992	100%	992	100%	-	-
Other than Permanent employees											
Male	29	29	100%	29	100%	29	100%	29	100%	-	-
Female	11	11	100%	11	100%	11	100%	11	100%	-	-
Other	0	0	0	0	0	0	0	0	0	-	-
Total	40	40	100%	40	100%	40	100%	40	100%	-	-

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	%(B/A)	No. (C)	%(C/A)	No. (D)	%(D/A)	No. (E)	%(E/A)	No. (F)	%(F/A)
Permanent workers											
Male											
Female											
Others											
Total											
Other than Permanent workers											
Male											
Female											
Others											
Total											

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	NA FY25	FY24
Cost incurred on well-being measures as a % of total revenue of the company	0.26%	0.13%

2. Details of retirement benefits, for current financial year and previous financial year. ^[GRI 201-3]

Benefits	FY25			FY24		
	No. of employees covered as a % of total Employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers Covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Y	100%	NA	Y
Gratuity	100%	NA	NA	100%	NA	NA
ESI	0%	N	Y	100%	NA	Y
Other (Leave Encashment)	100% as per eligibility	NA	Y	100% as per eligibility		Y

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, Tanla is committed to fostering an inclusive workplace. Our premises are being made accessible to differently-abled employees and visitors, and we continue to assess and upgrade our facilities in alignment with the Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Tanla is committed to fostering an inclusive workplace that ensures equal opportunities for all individuals, regardless of

their background, gender, or identity. Our commitment to diversity, equity, and non-discrimination is firmly embedded in our Diversity and Inclusion Policy, Code of Conduct and Employee Development Policy.

We ensure fair and equitable treatment across our workforce, with remuneration aligned to the nature of work, skills, and experience. Our people practices promote non-discriminatory recruitment, gender-neutral policies, and provide for accessibility needs wherever required. We also undertake regular awareness and sensitization programs to promote inclusivity and continue to strengthen our workplace practices to foster a supportive, inclusive, and equitable work environment for all.

5. Return to work and Retention rates of permanent employees and workers that took parental leave. ^[GRI 401-3]

Gender	Permanent employees	
	Return to work rate	Retention rate
Male	100%	100%
Female	100%	80%
Total	100%	90%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. ^[GRI 2-25]

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	<p>Tanla has a Vigil Mechanism (Whistle Blower Policy) applicable to all directors, employees, and stakeholders, providing a secure and confidential channel to report concerns relating to unethical behavior, violations of the Code of Conduct, or misconduct. The mechanism is overseen by the Chairman of the Audit Committee to ensure independence, confidentiality, and protection against retaliation.</p> <p>Additionally, Tanla has an Employee Grievance Redressal Forum that enables employees to voice workplace-related grievances, ensuring fair resolution through open dialogue while maintaining confidentiality.</p> <p>These mechanisms reflect Tanla's commitment to fostering a transparent, ethical, and inclusive work environment. Policy link: https://www.tanla.com/investor-relations/corporate-governance-policy</p>
Other than Permanent Employees	
Permanent Employees	
Other than Permanent Workers	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY25			FY24		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	992	-	-	993	-	-
Male	791	-	-	780	-	-
Female	201	-	-	213	-	-
Total Permanent Workers						
Male			NA			
Female						

8. Details of training given to employees and workers: [GRI 403-4, 403-5, 403-6, 403-8, 404-2]

Category	FY25					FY24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	791	224	28.3%	730	92.3%	780	371	47.56%	341	43.72%
Female	201	73	36.3%	201	100%	213	126	59.75%	128	60.09%
Total	992	297	30%	931	93.85%	993	497	50.05%	469	47.23%
Workers										
Male										
Female	NA									
Total										

9. Details of performance and career development reviews of employees and worker: [GRI 404-3]

Category	FY25			FY24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Men	791	791	100%	709	709	100%
Women	201	201	100%	200	200	100%
Total	992	992	100%	909	909	100%
Workers						
Men	-	-	-	-	-	-
Women	-	-	-	-	-	-
Total	-	-	-	-	-	-

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, what is the coverage of such a system? [GRI 403-1, 403-2, 403-3]

Yes, Tanla has implemented an OHS management system across its operations, designed to ensure a safe, healthy, and compliant working environment for all employees. It covers all corporate offices and key operational locations, including subsidiaries. The framework includes safety audits, health risk assessments, and preventive measures to mitigate potential hazards. Employee awareness programs and training sessions are conducted periodically to reinforce a culture of safety and well-being. The OHS practices are aligned with organizational needs and applicable regulatory standards.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

At Tanla, ensuring a safe and risk-free workplace is a core priority. We have established comprehensive processes for identifying work-related hazards and assessing risks, covering both routine operations and non-routine activities. These are implemented across all office locations and functions to promote a proactive safety culture:

Routine Hazard Identification and Risk Assessment:

- Workplace inspections are conducted to proactively identify potential hazards.
- Internal safety audits ensure ongoing compliance with Tanla's OHS standards and applicable legal requirements.
- Tanla follows a standardized risk assessment protocol, implemented across all sites.
- Risk matrices are used to evaluate the likelihood and impact of identified hazards, enabling prioritization of mitigation actions.

Incident Analysis and Data-Driven Reviews:

- Employees are encouraged to report unsafe conditions, near-misses, or suggestions for safety improvements through formal reporting channels and HR touchpoints.
- All incident and near-miss reports undergo root cause analysis to identify patterns and recurring risks.
- Learnings from past incidents inform updates to risk management strategies and mitigation plans.

Training and Safety Communications:

- Regular toolbox talks, onboarding safety briefings, and targeted training sessions equip employees with the knowledge to recognize hazards and follow prescribed safety measures.
- Cross-functional walkthroughs are conducted quarterly to review workplace safety practices and ensure continuous risk monitoring.

Task-Specific Risk Assessments:

- Before executing non-routine tasks, detailed risk assessments are carried out involving relevant stakeholders to ensure comprehensive hazard coverage.
- Tasks are monitored in progress to capture emerging risks, with post-task debriefs conducted to evaluate control effectiveness and capture learnings.

Documentation and Continuous Improvement:

- All risk assessments, incident reports, corrective actions, and safety audits are documented and reviewed.
- Safety protocols and risk controls are periodically updated to reflect operational changes, feedback from employees, and evolving regulatory requirements.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/No)

Yes, Tanla has instituted robust mechanisms that enable employees to report work-related hazards confidentially and without fear of retaliation, reinforcing our commitment to a safe and compliant work environment in line with applicable occupational health and safety standards.

Employees are encouraged to report unsafe acts, unsafe conditions, near-miss incidents, and actual incidents through formal channels. Each report is evaluated with a focus on root cause analysis, followed by the implementation of corrective and preventive action plans.

d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, employees and workers have access to non-occupational medical and healthcare services. Tanla any provides medical support beyond work-related health issues, which may include regular health check-ups, access to medical consultations, wellness programs, and health awareness initiatives as part of our employee well-being efforts.

- We provide healthcare benefits that cover medical services (e.g., general health insurance, wellness programs, mental health support, etc.).
- We provide occupational and non-occupational healthcare (i.e., injuries or illnesses)

11. Details of safety related incidents.^[GRI 403-9]

Safety Incident/Number	Category	FY25	FY24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	NA	NA
Total recordable work-related injuries	Employees	0	0
	Workers	NA	NA
No. of fatalities	Employees	0	0
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	NA	NA

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.^[GRI 416-1, 416-2]

At Tanla, we are committed to fostering a safe, healthy, and inclusive work environment that supports the well-being of all our employees. Our approach is holistic, embedding safety and health into the core of our workplace culture through the following key measures:

1. Well-Defined Safety Policies: We have implemented robust health and safety policies covering emergency protocols, incident reporting, and hazard mitigation. These are communicated effectively and are accessible to all employees.

2. Employee Wellness Initiatives: Tanla promotes holistic wellness through mental health support, stress management sessions, and healthy lifestyle programs aimed at improving the overall physical and emotional well-being of the teams.

3. Periodic Risk Assessments: We undertake structured risk assessments to identify potential safety hazards and implement controls to mitigate them, ensuring a proactive safety posture.

4. Clean and Hygienic Work Environment: A clean and organized workspace is maintained through defined housekeeping protocols, waste disposal systems, and sanitation measures across all locations.

5. Workplace Audits & Safety Inspections: We conduct inspections to monitor compliance with statutory safety norms and continuously improve our safety standards.

6. Employee Feedback & Reporting Channels: Employees are encouraged to voice safety-related concerns through dedicated communication channels, including suggestion mechanisms and safety committees, ensuring transparency without fear of retaliation.

Through these integrated efforts, Tanla ensures compliance with regulatory requirements while cultivating a safe, empowered, and resilient workforce.

13. Number of complaints on the following made by employees and workers ^[GRI 2-25].

	FY25			FY24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	0%
Working conditions	0%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There were no safety-related incidents recorded during the reporting period. As a proactive measure, we continue to strengthen our OHS framework through regular risk assessments, awareness programs, and preventive protocols. Periodic safety audits are conducted to identify potential hazards and enhance readiness. While no significant risks or concerns were observed, we remain committed to continuous improvement in workplace safety and well-being through training, infrastructure enhancements, and stakeholder engagement.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

(A) Employees – Yes

(B) Workers – Not Applicable

Tanla provides employee benefits as part of its comprehensive welfare programs for all eligible employees. This ensures financial protection for their families in the event of an untimely death and reflects our commitment to employee welfare. Coverage may vary based on role and policy guidelines and has been managed through insurance providers to ensure smooth administration.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

At Tanla compliance with statutory obligations by our value chain partners is a key component of our responsible business practices. To ensure that all statutory dues are properly deducted and deposited by vendors and service providers, we have adopted the following measures:

- 1. Vendor Onboarding Due Diligence:** All value chain partners undergo a rigorous onboarding process, which includes verification of statutory registrations such as GST, PAN, PF, and ESI (where applicable). Only partners with valid and active compliance credentials are engaged.
- 2. Contractual Safeguards:** Our standard agreements with vendors include explicit clauses mandating compliance with all applicable statutory laws, including timely deduction and remittance of taxes and social security contributions.
- 3. Documentation & Verification:** Vendors are required to submit relevant challans, returns, and proof of deposit of statutory dues (e.g., TDS, GST) as part of their invoicing and payment process. These documents are verified by our finance and compliance teams before processing payments.
- 4. Periodic Reviews:** Regular compliance reviews and audits are undertaken for critical vendors, especially those providing manpower or outsourced services, to ensure adherence to legal requirements.

Through these structured checks, contractual controls, and review mechanisms, Tanla ensures that its value chain operates in alignment with legal and ethical standards.

3. Provide the number of employees / workers having suffered high consequence work- related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment: ^[GRI 403-9, 403-10]

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY25	FY24	FY25	FY24
Employees	-	-	-	-
Workers	-	-	-	-

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

At present, Tanla does not have formal transition assistance programs in place for retirement or separation. However, we ensure that all statutory dues and final settlements are processed in accordance with applicable laws. Employees exiting are supported through a structured handover and exit process, and reference letters are provided upon request.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	It is a part of Supplier Code of Conduct document which is deemed to be complied & agreed by all vendors. 80% of the value chain partners have given the undertaking
Working conditions	

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Corrective actions were not undertaken, since there were no significant risks/concerns observed.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all their stakeholders



Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

During the year, identified key stakeholder groups critical to its business, including employees, customers, shareholders, vendors, regulatory authorities, and partners. Engagement with these stakeholders was undertaken through structured mechanisms such as employee connect sessions, customer feedback forums, investor interactions, and vendor assessments.

The insights from these engagements informed strategic decisions and operational focus areas, ensuring alignment with stakeholder expectations. This approach reflects Tanla's commitment to stakeholder-centric and sustainable value creation.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group [GRI 2-29, GRI 407-1].

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government & Regulatory Authorities	No	Newspaper, website and other	Periodical as and when required	<ul style="list-style-type: none"> Taxes and charges Timely disclosures Compliance with laws and regulations Policy advocacy Submit regular statutory reports and returns
NGOs & Local Community	No	<ul style="list-style-type: none"> Community outreach programs Engagement through local NGOs In-person meetings. Monitoring personnel visits. Email, SMS, telephonic calls 	Annually/ On-going/need based	<ul style="list-style-type: none"> For CSR related activities business activity related engagement. Engagement and involvement in decision making Investment in local communities Education and Health Infrastructure development in surrounding areas.
Academia	No	<ul style="list-style-type: none"> Email, in-person meetings SMS, telephinc calls 	Periodical as and when required	Engagement for discussions on regulations, etc

Employees	No	<ul style="list-style-type: none"> • Awareness training • Performance appraisals • Grievance redressal mechanism • Email communication/newsletters • Employee portals • Surveys and Feedback Forms • One-to-one counselling 	Annually/ On-going/need based	<ul style="list-style-type: none"> • Occupational health and safety • Rewards and recognition • Personal development and growth • Empowering work environment • Diversity at the workplace (gender, ethnicity and differently abled) • Training and capacity building • Code of Conduct and corporate policies • Career planning and development • Market-based compensation, benefits and amenities • Employee welfare programs
Investors	No	<ul style="list-style-type: none"> • Email advisories, newspaper, website, • Intimation to stock exchanges • In-person meetings 	<ul style="list-style-type: none"> • Quarterly: Financial statements in IndAS; Earnings call; Exchange notifications; Press conferences • Continuous: Investors page on the website • Annual: AGM; Annual Report 	<ul style="list-style-type: none"> • Financial results, • Event driven and • Business updates of the company
Shareholders	No	<ul style="list-style-type: none"> • Company website • One-on-one meeting • Annual General Meeting • Investor/Analyst meet • Quarterly results • Disclosures and updates through Stock Exchange • Press Releases and Public Announcements 	Annually/ Quarterly and Event driven	<ul style="list-style-type: none"> • Financial & Operational performance • Future approach and projects • Disclosures in the public domain • Uphold Corporate Governance standards • Ethics and compliance • Economic Performance • Address shareholder queries and grievances
Customers	No	<ul style="list-style-type: none"> • Project-related calls and meetings; • Project management reviews; • Relationship meetings and reviews; • Executive meetings and briefings; • Customer visits; • Responses to Request for Information (RFIs) and Request for Proposal (RFPs); • Sponsored events; mailers; • Newsletters; brochures 	<ul style="list-style-type: none"> • Continuous: website; social media • Half-yearly: Customer satisfaction surveys • Annual: Customer summits; Executive customer surveys; 	<ul style="list-style-type: none"> • Understanding client, industry and business challenges • Identifying opportunities to improve our service and products • Deciding on investments and capabilities required to fulfil demand • Understanding client's data privacy and security requirements • Complaint resolution
Suppliers	Yes	<ul style="list-style-type: none"> • Email, SMS, Telephonic calls, • ERP tools 	Periodical as and when required	<ul style="list-style-type: none"> • Obtaining quotes for services and supply, • Entering into contract, • Helping in onboarding, etc.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board ^[GRI 2-12].

Consultation with stakeholders on economic, environmental, and social topics is an integral part of Tanla's governance and sustainability approach. While direct consultations are led by senior functional leaders, the feedback and insights gathered are formally communicated to the Board through periodic ESG updates, CSR Committee meetings, and

strategic review sessions. Material concerns, stakeholder expectations, and emerging risks identified through these engagements are escalated to the Board for consideration in policy formulation and strategic decision-making.

2. Whether stakeholder consultation is used to support the identification and management of environmental and social topics (Yes/No). If so, provide details of instances as to how the input received from stakeholders on these topics were incorporated into policies and activities of the entity.

Tanla uses stakeholder consultations to inform its environmental and social agenda. For example, employee feedback on well-being led to the enhancement of ergonomic infrastructure and the rollout of mental health support initiatives. Customer inputs around data protection and digital trust influenced platform security measures and data privacy practices. Such inputs have been incorporated into both internal operational protocols and external-facing commitments under Tanla's ESG roadmap.

3. Provide details of instances of engagement with, and actions taken to address the concerns of vulnerable/marginalized stakeholder groups.

Through its CSR arm, Tanla Foundation, the Company engages with marginalized communities to address their specific needs. Programs include digital education and skill development for underserved and access to technology infrastructure for disadvantaged. These initiatives are designed in collaboration with implementation partners based on ground-level feedback and are reviewed regularly to ensure they are impactful, inclusive, and aligned with Schedule VII of the Companies Act.

Principle 5: Businesses should respect and promote human rights



Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity: ^[GRI 410-1]

Category	FY25			FY24		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	992	863	87%	993	839	84.5%
Other than permanent	40	0	0%	21	0	0%
Total employees	1032	863	84%	1014	839	82.7%
Workers						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
Total workers	-	-	-	-	-	-

2. Details of minimum wages paid to employees and workers, in the following format ^[GRI 405-2, GRI 202-1]

Category	FY25					FY24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	791	-	-	791	100%	780	-	-	780	100%
Female	201	-	-	201	100%	213	-	-	213	100%
Total	992	-	-	992	100%	993	-	-	993	100%

Other than Permanent										
Male	29	-	-	29	100%	16	-	-	16	100%
Female	11	-	-	11	100%	5	-	-	5	100%
Total	40	-	-	40	100%	21	-	-	21	100%
Workers										
Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-

3. Details of remuneration/salary/wages, in the following format:

a. Median Remuneration/wages: ^[GRI 2-19, GRI 2-21, GRI 405-2]

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	6	20,50,000	1	6,00,000
Key Managerial Personnel	3	2,65,58,220	1	1,41,06,938
Employees other than BoD and KMP	788	14,62,500	200	11,06,479
Workers	0	-	0	-

Note: BoD and KMP has been considered for Tanla Platforms Limited only.

b. Gross wages paid to females as % of total wages paid by the entity

	FY25	FY24
Gross wages paid to womens as % of total wages	14%	15.62%

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) ^[GRI 2-13]

At Tanla the Chief Human Resources Officer (CHRO) is the designated focal point for addressing human rights-related issues. The CHRO is responsible for ensuring adherence to ethical workplace practices, promoting diversity and inclusion, and addressing any concerns related to discrimination, harassment, or unfair treatment. This responsibility is supported by clearly defined internal policies and reporting mechanisms that enable timely resolution of human rights concerns across the organization.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues. ^[GRI 2-25]

We are committed to maintaining a safe, respectful, and transparent work environment. To support this, we have implemented a confidential grievance mechanism overseen directly by the General Counsel, enabling employees to raise concerns or report potential human rights violations without fear of retaliation. The identity of individuals raising concerns is protected at all times.

6. Number of Complaints on the following made by employees and workers: ^[GRI 406-1]

	FY25			FY24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour ^[GRI 408-1]	0	0	-	0	0	-
Forced Labour/ Involuntary Labour ^[GRI 409-1]	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

	FY25	FY24
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases. ^[GRI 2-25]

Tanla is committed to creating a workplace environment where individuals can report discrimination or harassment without fear of retaliation. To ensure this:

- All complaints are handled with strict confidentiality and impartiality.
- The identity of the complainant is protected throughout the grievance redressal process.
- The Whistleblower Policy and POSH Policy explicitly prohibit any form of retaliation against complainants or witnesses.
- Any retaliatory behavior is treated as a separate violation and is subject to disciplinary action.
- Employees have the right to escalate unresolved or sensitive concerns directly to the General Council via speakup@tanla.com, ensuring independent oversight and fair treatment.

These safeguards are built into Tanla's grievance mechanisms to protect the dignity, safety, and rights of all individuals.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, Tanla includes clauses related to ethical conduct, non-discrimination, labour law compliance, and adherence to human rights in its vendor and partner agreements. These contractual provisions require all business partners to comply with applicable laws and uphold fundamental human rights standards in their operations, reinforcing Tanla's commitment to responsible and sustainable business practices.

10. Assessments of the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	
Forced/involuntary labour	
Sexual harassment	Tanla internally monitors compliance with all relevant laws and policies pertaining to these issues at 100% of its offices. No incidents identified on self-assessment.
Discrimination at workplace	
Wages	
Others – please specify	

11. Details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above. ^[GRI 2-27]

No significant risks or concerns were identified in the assessments conducted. Therefore, no corrective actions are currently required or underway.

We continue to monitor its operations and value chain to proactively address any emerging risk.

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

No human rights-related grievances or complaints were reported during the reporting period. Consequently, there were no changes or modifications made to existing business processes in this context. However, The Company continues to remain firmly committed to upholding human rights and robust mechanisms in place to address any such concerns, should they arise in the future.

2. Details of the scope and coverage of any human rights due diligence conducted.

During the reporting period, Tanla continued to uphold its commitment to human rights by embedding relevant principles within its existing policies and operational practices. We maintain committed to respecting human rights by aligning its approach with the UN guiding Principles on Business and Human Rights (UNGP) and relevant regulations. Human rights considerations continue to be integrated into employee welfare practices, ethical sourcing, and stakeholder engagement processes, prepared to undertake a formal due diligence process as part of evolving ESG roadmap.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, all our office locations are accessible to differently abled individuals, in compliance with the Rights of Persons with Disabilities Act, 2016. We are committed to fostering an inclusive workplace that ensures equal opportunity and access to essential infrastructure and resources. Our facilities are thoughtfully designed to support accessibility and ease of mobility for all.

4. Details on assessment of value chain partners: ^[GRI 414-1]

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	
Discrimination at workplace	
Child Labour	100% (Human rights requirements are part of our business agreements and contracts as well as our vendor code of conduct. All our value chain partners are required to abide by that.)
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above. ^[GRI 414-2]

No significant risks or concerns were identified from the assessment of value chain partners. Accordingly, no corrective actions are currently required or underway.

To monitor its operations and stakeholder interactions to proactively address any potential issue.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment



Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity ^[GRI 302-1, GRI 302-2, GRI 302-3, GRI 302-4].

Parameter	FY25	FY24
From renewable sources		
Total electricity consumption (A)- (Giga Joules)	3.46	2.59
Total fuel consumption (B)	0	0
Energy	0	0
Total energy consumed from renewable sources (A+B+C)	3.46	2.59
From non-renewable sources		
Total electricity consumption (D)	5,095.45	4,775.05
Total fuel consumption (E)	1,475.78	2,704.04
Energy consumption through other sources (F)	-	-
Total energy consumed from non- renewable sources (D+E+F)	6,571.23	7,479.09
Total energy consumed (A+B+C+D+E+F)	6,574.69	7,481.68
Energy intensity per rupee of turnover (Total energy consumed in GJ/ Revenue from operations in ₹ in Cr)	1.63	1.90
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed in GJ/Revenue from operations adjusted for PPP in US\$ in Cr)	33.72	42.67
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note:

- SGS India Private Limited, an external agency has carried out independent assessment/evaluation.
- The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF – for India. For the years ended March 31, 2025, and March 31, 2024, it is 20.66 and 22.40, respectively

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Tanla does not have any sites or facilities identified as DCs under the PAT Scheme. This is because our operations are primarily digital and service-oriented, with minimal energy consumption, and do not fall under the energy-intensive sectors targeted by the PAT Scheme. Consequently, no targets have been set or achieved under this scheme.

3. Details of the following disclosures related to water: ^[GRI 303-3, GRI 303-5]

Parameter	FY25	FY24
Water withdrawal by source (in kilolitres)		
(i) Surface water	0.00	0.00
(ii) Groundwater	0.00	0.00
(iii) Third party water (Municipal water supplies)	8,059.40	6,690.16

(iv) Seawater/desalinated water	0.00	0.00
(v) Others (Rainwater storage)	0.00	0.00
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	8,059.40	6,690.16
Total volume of water consumption (in kiloliters)	8,059.40	6,690.16
Water intensity per rupee of turnover (Total water consumption / Revenue from operations in ₹ in Cr)	2.00	1.70
Water intensity per rupee of turnover adjusted for PPP (Total water consumption / Revenue from operations adjusted for PPP in US\$ in Cr)	41.34	38.15
Water intensity in terms of physical output	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note:

- SGS India Private Limited, an external agency has carried out independent assessment/evaluation.
- The water data and figures for fiscal year 2024 have been restated based on evaluation.
- The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF – for India. For the years ended March 31, 2025, and March 31, 2024, it is 20.66 and 22.40, respectively.

4. Provide the following details related to water discharged. [GRI 303-4]

Parameter	FY25	FY24
Water discharge by destination and level of treatment (in kilo liters)		
(i) To Surface water		
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment		
Total water discharged (in kiloliters)		

Most of our offices (above 70%) are located in IT parks, where the discharged water is recycled through Sewage Treatment Plant (STP) and reused.

Details of water discharged by each office in the IT park is not calculated as the discharged water is collected and treated from a central location

Note: SGS India Private Limited, an external agency has carried out independent assessment/evaluation.

5. Has the entity implemented a mechanism for Zero Liquid Discharge (ZLD)? If yes, provide details of its coverage and implementation. [GRI 303-1, GRI 303-2]

Tanla Platforms has not implemented a Zero Liquid Discharge (ZLD) system, as our operations are primarily digital and office-based, involving minimal water usage and no generation of industrial liquid effluents. While ZLD systems are typically relevant to manufacturing or process-intensive industries, we continue to uphold responsible water management practices by regularly monitoring consumption, maximizing reuse through STPs, and promoting conservation across all our facilities.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format: ^[GRI 305-7]

Parameter	Unit	FY25	FY24
NOx			
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)		Not Applicable	
Volatile organic Compounds (VOC)			
Hazardous air pollutants (HAP)			
Others			

Note: SGS India Private Limited, an external agency has carried out independent assessment/evaluation.

7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity: ^[GRI 305-1, GRI 305-2, GRI 305-4]

Parameter	Unit	FY25	FY24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	102.52	193.94
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	1029.00	949.70
Total Scope 1 and Scope 2 emissions	tCO ₂ e	1131.52	1143.65
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations ₹ in Cr)	tCO ₂ e/₹ in Cr	0.28	0.29
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for PPP (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP US\$ in Cr)	tCO ₂ e/US\$ in Cr	5.80	6.52
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	NA	NA
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note:

- SGS India Private Limited, an external agency has carried out independent assessment/evaluation.
- The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF – for India. For the years ended March 31, 2025, and March 31, 2024, it is 20.66 and 22.40, respectively.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

^[GRI 305-5]

Tanla is committed to reducing its environmental footprints as part of its broader ESG roadmap. However, we remain committed to environmental sustainability and are actively exploring energy-efficient practices and opportunities to transition to green energy sources as part of our broader ESG roadmap. Our ongoing initiatives in responsible e-waste management, digital-first operations, and resource efficiency indirectly contribute to reducing our overall environmental footprint.

9. Details related to waste management by the entity: ^[GRI 306-1, GRI 306-3, GRI 306-4, GRI 306-5]

Parameter	FY25	FY24
Total waste generated (in metric tons)		
Plastic waste (A)	0.08	0.15
E-waste (B)	0.25	0.45

Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0.04	0.04
Other Non-hazardous waste generated (H). Please specify if any. (Break-up by composition i.e. by materials relevant to the sector)	14.06	13.55
Total (A+B+C+D+E+F+G+H)	14.42	14.18
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations ₹ in Cr)	0.004	0.004
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP US\$ in Cr)	0.074	0.081
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	-	-
For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)		
Category of waste	-	-
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	-	-

Note:

- SGS India Private Limited, an external agency has carried out independent assessment/evaluation.
- All the wastes have been disposed of to the local municipal authorities, e-waste with respect to last year have been disposed off by authorised dealers.
- The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF - for India. For the years ended March 31, 2025, and March 31, 2024, it is 20.66 and 22.40, respectively.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such waste.

In FY25, we reaffirmed our commitment to environmental sustainability by strengthening our e-waste management practices through a well-defined and comprehensive policy framework. Recognizing the environmental impact of electronic waste, we continued to ensure the safe disposal and recycling of e-waste exclusively through authorized and certified recyclers.

Our approach focuses on minimizing environmental harm, conserving natural resources, and reducing the volume of waste sent to landfills. By promoting energy conservation and pollution prevention, our e-waste policy supports broader climate goals and advances our journey toward a circular economy. Employees are actively encouraged to adhere to responsible disposal practices, reinforcing our culture of sustainability across the organization.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format: ^[GRI 304-1]

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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NA

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
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NA

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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NA

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): ^[GRI 303-1, GRI 303-3, GRI 303-4]

Not Applicable

For each facility/plant located in areas of water stress, provide the following information:

(i) Name of the area: NA

(ii) Nature of operations: NA

(iii) Water withdrawal, consumption and discharge in the following format: NA

2. Please provide details of total Scope 3 emissions & its intensity, in the following format ^[GRI 305-3, GRI 305-4].

Parameter	Unit	FY25	FY24
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	985.93	1,876.00
Total Scope 3 emissions per rupee of turnover	tCO ₂ e/ ₹ in Cr	0.24	0.48

Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity

Note: SGS India Private Limited, an external agency has carried out independent assessment/evaluation.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities. ^[GRI 304-2]

Tanla Company's core operations are primarily digital and service-based, with no manufacturing or extractive activities. As such, Tanla not have a direct physical presence in ecologically sensitive areas and hence no significant direct impact on biodiversity has been identified.

Indirect impacts, if any, are minimal and may relate to energy consumption, electronic waste generation, and supply chain practices. To mitigate these, Tanla has implemented a robust policies, encourages green procurement, and is progressively

moving towards carbon neutrality.

We remain committed to environmental stewardship and continually assess our operations and value chain for any potential ecological impact. Preventive measures are embedded in our ESG framework to ensure responsible operations across all geographies.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Not Applicable			

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, Tanla has a robust Business Continuity Plan (BCP) and Disaster Management Plan (DMP) in place, which were further enhanced in FY25 to strengthen operational resilience. The BCP is designed to ensure uninterrupted delivery of critical services, even in the face of major disruptions. It identifies essential processes, evaluates potential risks, and outlines steps for incident response, recovery, and restoration. Our infrastructure allows for seamless continuity by leveraging unaffected offices, data centers, and recovery sites.

The DMP includes detailed sub-plans such as IT disaster recovery, succession planning, data backup, and emergency media management. Response teams are activated through a defined escalation matrix, ensuring rapid containment and resolution of any incident. These plans are tested annually, updated as needed, and serve as the foundation of our risk mitigation framework.

6. Disclose any significant adverse impact on the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard. ^[GRI 308-2]

Tanla is committed to environmental sustainability and has implemented several initiatives to mitigate adverse environmental impacts.

Our sustainability approach is guided by the principles of responsible resource use, emissions reduction, and circular economy practices. In FY25, we continued to embed environmental considerations across our operations and value chain.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. ^[GRI 308-1]

In FY25, Tanla has not conducted a formal environmental impact assessment of its value chain partners based on business value. While we engage with partners who comply with applicable environmental and regulatory standards, a structured assessment framework aligned with GRI 308-1 is yet to be implemented. We recognize the importance of evaluating environmental risks across our supply chain and are working towards integrating environmental criteria into our vendor selection and review processes in the coming years.

8. How many Green Credits have been generated or procured:

By the listed entity	Nil
By the top ten (in terms of value of purchases and sales, respectively) value chain partners	

PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do in a manner that is responsible and transparent.



1.a. Number of affiliations with trade and industry chambers/associations. ^[GRI 2-28]

One

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/affiliated with.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	The Federation of Telangana Chambers of Commerce and Industry	State

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities ^[GRI 206-1]

Name of authority	Brief of the case	Corrective action taken
NA	No case to report	NA

Leadership Indicators**1. Details of public policy positions advocated by the entity:**

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/Half yearly/ Quarterly/ Others – please specify)	Web Link, if available
Not Applicable					

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development**Essential Indicators****1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year** ^[GRI 413-1].

Not Applicable, Tanla does not require to conduct social impact assessment.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not Applicable

3. Describe the mechanisms to receive and redress grievances of the community: ^[GRI 2-25]

Tanla has a structured grievance redressal framework in place to address concerns arising from its community engagement and CSR initiatives. For each project, implementation and effective execution is ensured by monitoring, and timely follow-up on any community-related issues.

Regular interactions are maintained with community representatives, beneficiaries, and local stakeholders to ensure transparency and open communication. Although no grievances were reported during the reporting period, this proactive framework enables continuous feedback collection and allows the Company to respond promptly to any concerns that may arise.

This approach reinforces Tanla's commitment to responsible social engagement, trust-building, and accountability.

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4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY25	FY24
Directly sourced from MSMEs/small producers	1.99%	2.06%
Directly from within India	71.47%	82.84%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

Location	FY25	FY24
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	-	-

(Place to be categorized as per RBI Classification System - rural/semi-urban/urban/metropolitan)

Leadership Indicators**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
1	NA	NA	NA

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)

No

(b) From which marginalized/vulnerable groups do you procure?

Not applicable

(c) What percentage of total procurement (by value) does it constitute?

Not applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge :

Not applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not applicable

6. Details of beneficiaries of CSR Projects:^[GRI 413-1]

S. No.	CSR Projects	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	PILLARS (Project for Improvement of Learning Levels through Academic & Other Support in Rural Schools)	408	46%
2	Scholarship of IIT-M Computer Science students	15	40%

3	Sankranthi Utsavam	842	29%
4	SHIELD 2025	1940	20%
5	Cyberabad Traffic Pulse	14480	42%
6	Sponsorship of education of students from low-income groups	2	100%

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner



Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback. [GRI 2-25, GRI 2-29]

We have a well-structured system to receive, monitor, and respond to consumer complaints regarding the delivery of our services. The various modes for communication of complaints include emails, telephone calls, WhatsApp messages, CSAT and NPS surveys.

In line with our dedication to open and responsible practices, we disclose our dealings with government and law enforcement agencies regarding inquiries for customer data. During the previous fiscal year, we were approached with 69 requests for such information. Our approach is to prioritize both our legal responsibilities and the confidentiality of our customers. Each inquiry is meticulously evaluated to confirm its adherence to legal standards and our internal guidelines. As a result, 50% of these requests led to the disclosure of information. We continue to work diligently to balance the privacy rights of our customers with legal and regulatory.

Additional Mechanisms and Processes

- Introduced priority support for selected top customers to deliver faster resolution and better customer engagement.
- The dedicated Technical Account Manager (TAM) and Customer Success (CS) team are responsible for handling grievances and concerns, ensuring swift resolution and continuous improvement in customer satisfaction. Top customers are assigned dedicated SPOCs from TAM and CS team
- Quarterly Business Review Sessions by TAM team are organized with our customers to gather valuable feedback, identify challenges, and address customer needs promptly.
- Proactive customer communications help in setting the right expectations and winning the confidence of the customer.
- Our effective ticketing mechanism helps in tracking all customer issues leading to timely and effective responses.
- Regular updates and transparent communication with consumers about the status and resolution of their complaints.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about: [GRI 417-1]

	As the percentage of total turnover
Environmental and Social parameters relevant to the product	<p>100%</p> <p>Tanla's core offerings are digital platforms and CPaaS services that inherently support dematerialization, reducing environmental impact by replacing traditional communication modes (e.g., paper invoices, physical mail).</p> <p>While revenue is not currently categorized under an ESG-specific label, 100% of Tanla's services support digital transformation for clients, which contributes positively to social and environmental outcomes such as accessibility, scalability, and energy efficiency.</p> <p>The ESG team reviews these attributes as part of product and platform evaluations; however, a monetary segmentation by ESG parameters is not yet applied.</p>

Safe and responsible usage	100% Tanla embeds data privacy, cybersecurity, and regulatory compliance as foundational elements in all products and services. Features such as secure message routing, consent-based communication, and ethical AI governance are standard across platforms. As these safeguards are built into every solution, 100% of Tanla's turnover is derived from offerings that promote safe and responsible usage. While not monetized separately, this remains a core attribute of our service delivery model.
Recycling and / or safe disposal	0% As a technology-first, platform-based company with minimal physical product output, Tanla has negligible involvement in material recycling or disposal processes. However, we adhere to prescribed e-waste management guidelines for its IT assets, ensuring responsible disposal through certified recyclers. Since this is not a revenue-generating activity, 0% of turnover is attributable to recycling and/or safe disposal.

3. Number of consumer complaints in respect of the following: ^[GRI 417-3]

	FY25			FY24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential services	0	0	NA	0	0	NA
Restrictive trade practices	0	0	NA	0	0	NA
Unfair trade practices	0	0	NA	0	0	NA
Other	0	0	NA	0	0	NA

4. Details of instances of product recalls on account of safety issues: ^[GRI 416-2]

Not applicable

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. ^[GRI 2-23]

Yes, we prioritize information security. Our internal policies and practices reflect a strong commitment to protecting information assets, ensuring confidentiality, and maintaining the integrity of our business operations, applications, data, and processes.

We follow multiple security and compliance frameworks based on the sector, geography and industry such as Information Security Management System (ISMS) framework, Privacy framework, Enterprise Risk Management (ERM) approach to identify, assess, and mitigate cybersecurity and data privacy risks. Our ISMS ensures continuous improvement through established security practices and procedures, while our ERM framework helps us proactively address risk exposures.

We are compliant with ISO 27001, ISO 20000, ISO 31000, CMMi L3, ISO 9001, ISO 22301, GDPR, DPDPA.

This policy applies to all employees and users of our information processing facilities. The CEO and senior management are responsible for overseeing the policy and ensuring its effective communication and implementation across the organization. Find the detailed privacy policy here: <https://www.tanla.com/privacy-policy>

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products/services.

Not applicable

7. Provide the following information relating to data breaches: ^[GRI 418-1]

- a. Number of instances of data breaches – 0
- b. Percentage of data breaches involving personally identifiable information of customers – 0
- c. Impact, if any, of the data breaches – NA

Leadership Indicators**1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).** ^[GRI 2-6]

Refer to <http://www.tanla.com/>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

^[GRI 417, GRI 3-3]

Enterprise customers are informed and educated about the safe and responsible usage of services through structured onboarding processes. This includes clear communication of regulatory compliance requirements, consent management protocols, and platform-specific safeguards. These measures ensure that clients are equipped with the necessary understanding to operate within defined ethical, legal, and security standards, enabling responsible and compliant usage from the outset.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Customers are proactively informed of any potential risk of disruption or discontinuation of essential services at the earliest stage. Communications are made through predefined processes as part of client engagement protocols, ensuring that customers are aware and prepared to manage any potential service impact.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No) ^[GRI 417-1]

All product and service-related information is comprehensively captured through formal legal agreements executed with each customer, in line with applicable regulatory requirements.

In addition, the entity conducts bi-annual NPS survey to assess customer satisfaction across major services and key operational touchpoints. These surveys help gather structured feedback and inform ongoing improvements in service delivery and customer experience.

INDEPENDENT ASSURANCE STATEMENT

Independent Assurance Statement to Tanla Platforms Limited on its BRSR Report for the FY25

The Board of Directors,
Tanla Platforms Limited,
Madhapur, 16, Hitech City Rd,
Hyderabad, Telangana 500081

Nature of the Assurance

SGS India Private Limited (hereinafter referred to as 'SGS India') was engaged by Tanla Platforms Limited (the 'Company' or 'Tanla') to conduct an independent assurance of the Company's Business Responsibility and Sustainability Reporting (BRSR) (the 'Report') pertaining to the reporting period of April 1, 2024, to March 31, 2025. SGS India has conducted a Limited level of Assurance for BRSR core parameters. This assurance engagement was conducted in accordance with "International Standard on Assurance Engagements (ISAE) 3000 (Revised) and ISAE 3410.

Reporting Framework

The Report has been prepared following the

1. BRSR Core-Framework for assurance and ESG disclosures for value chain (SEBI vide Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122) dated July 12, 2023
2. BRSR reporting guidelines (Annexure II) as per SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021, and incorporated Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and as amended time to time.
3. Greenhouse Gas Protocol standard
4. Industry Standards on Reporting of BRSR Core (SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177) dated December 20, 2024

Intended Users of this Assurance Statement

This Assurance Statement is provided with the intention of informing all Tanla Platforms Limited's Stakeholders.

Responsibilities

The information in the report and its presentation are the responsibility of the management of the Company. SGS India has not been involved in the preparation of any of the material included in the report.

Our responsibility is to express an opinion on the text, data, and statements within the defined scope of assurance, aiming to inform the management of the Company, and in alignment with the agreed terms of reference. We do not accept or assume any responsibility beyond this specific scope. The Statement shall not be used for interpreting the overall performance of the Company, except for the aspects explicitly mentioned within the scope.

Assurance Standard

SGS has conducted a Limited level of Assurance for the BRSR core parameters under 9 ESG Attributes. This engagement was performed in accordance with the International Standard on Assurance Engagement (ISAE) 3000(revised) and ISAE 3410 (Assurance Engagements other than Audits or Reviews of Historical Financial Information). The procedures performed in a limited assurance engagement are designed to support expectations regarding the direction of trends, relationships and ratios rather than to identify misstatements with the level of precision expected in a reasonable assurance engagement.

Statement of Independence and Competence

The SGS Group of companies is the world leader in inspection, testing and assurance, operating in more than 140 countries and providing services including management systems and service certification; quality, environmental, social and ethical auditing and training; environmental, social and sustainability report assurance. SGS India affirms independence from the Tanla Platforms Limited, being free from bias and conflicts of interest with the organization and stakeholders.

The assurance team was assembled based on their knowledge, experience and qualifications for this assignment, and

comprised auditors registered with ISO 26000, ISO 20121, ISO 50001, SA8000, RBA, QMS, EMS, SMS, GPMS, CFP, WFP, GHG Verification and GHG Validation Lead Auditors and experience on the SRA Assurance.

Scope of Assurance

The assurance process involved assessing the quality, accuracy, and reliability of BRSR Indicators (KPIs) within the report for the period April 1, 2024, to March 31, 2025. The reporting scope and boundaries include Tanla Platforms Limited's 7 offices spread across the different states of India.

Assurance Methodology

The assurance comprised a combination of desktop review, interaction with the key personnel engaged in the process of developing the report, on-site visits, and remote verification of data. Specifically, SGS India undertook the following activities:

- Assessment of the suitability of the applicable criteria in terms of its comprehensiveness, reliability, and accuracy.
- Interaction with key personnel responsible for collecting, consolidating, and calculating the BRSR core KPIs, BRSR non-core indicators and assessing the internal control mechanisms in place to ensure data quality.
- Application of analytical procedures and verification of documents on a sample basis for the compilation and reporting of the KPIs.
- Assessing the aggregation process of data at the Head Office level.
- Critical review of the report regarding the plausibility and consistency of qualitative and quantitative information related to the KPIs.

Limitations

The assurance scope excludes:

- Disclosures other than those mentioned in the assurance scope.
- Data review outside the operational sites as mentioned in the reporting boundary.
- Validation of any data and information other than those presented in "Findings and Conclusion."
- The assurance engagement considers an uncertainty of $\pm 5\%$ based on the materiality threshold for Assumption/estimation/measurement errors and omissions.
- The Company's statements that describe the expression of opinion, belief, aspiration, expectation, aim to future intention provided by the Company, and assertions related to Intellectual Property Rights and other competitive issues.
- Strategy and other related linkages expressed in the Report.
- Mapping of the Report with reporting frameworks other than those mentioned in the Reporting Criteria above.

SGS India verified data on a sample basis; the responsibility for the authenticity of the data entirely lies with the Company. The assurance scope excluded forward-looking statements, product- or service-related information, external information sources and expert opinions. SGS India has not been involved in the evaluation or assessment of any financial data/performance of the company. Our opinion on financial indicators is based on the third-party audited financial reports of the Company. SGS India does not take any responsibility for the financial data reported in the audited financial reports of the Company.

Findings and Conclusions

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the data reported (as per Annexure A) in the BRSR report are not prepared, in all material respects, in accordance with the reporting criteria.

For and on behalf of SGS India Private Limited

Ashwini K. Mavinkurve,
Technical reviewer
Head – ESG & Sustainability Services, SGS India
Pune, India
June 24, 2025

Abhijit M. Joshi
Lead Verifier – ESG & Sustainability Services, SGS India
Pune, India
Team Members: Blessy Sen

Annexure A

The list of BRSR Core Indicators that were verified within this assurance engagement is given below:

BRSR Core Attributes	BRSR Core Indicators
Greenhouse gas (GHG) footprint	<ul style="list-style-type: none"> Total Scope 1 emissions Total Scope 2 emissions GHG Emission Intensity (Scope 1 +2)
Water footprint	<ul style="list-style-type: none"> Total water Extraction Total water consumption Water consumption intensity Water Discharge by destination and levels of Treatment
Energy footprint	<ul style="list-style-type: none"> Total energy consumed % of energy consumed from renewable sources Energy intensity
Embracing circularity	<ul style="list-style-type: none"> Plastic waste E-waste Bio-Medical Waste Construction and Demolition waste Battery waste Radioactive Waste Other hazardous waste Other non-hazardous waste Total waste generated Waste intensity Total waste recovered through recycling, re-using or other recovery operations Total waste disposed by nature of disposal method
Employee well-being and safety	<ul style="list-style-type: none"> Spending on measures towards well-being of employees as a % of total revenue from operations of the Company Details of safety related incidents for employee
Enabling gender diversity in business	<ul style="list-style-type: none"> Gross wages paid to females as % of total wages paid Complaints on POSH
Enabling inclusive development	<ul style="list-style-type: none"> Input material sourced from MSMEs/ small producers as % of total purchases directly sourced from MSMEs/ small producers and directly from within India Job creation in smaller towns - Wages paid to persons employed in smaller towns as % of total wage cost
Fairness in engaging with customers and suppliers	<ul style="list-style-type: none"> Instances involving loss/breach of data of customers as a percentage of total data breaches or cyber security events Number of days of accounts payable
Openness of business	<ul style="list-style-type: none"> Concentration of purchases & sales done with trading houses, dealers, and related parties Loans and advances & investments with related parties



Ashwini K. Mavinkurve,
Head – ESG & Sustainability Services,
SGS India Pune, India

30th June,2025

A.M. Joshi

Abhijit Joshi
Lead Verifier – ESG &
Sustainability Services, SGS India
Pune, India



FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Tanla Platforms Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tanla Platforms Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of branch auditor and other auditor on separate audited financial statements of a branch in Dubai, UAE and ESOP Trust, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other 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 standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statement's section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and with the consideration of report of the branch auditor and other auditor referred to in the "Other Matters" section below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	Revenue Recognition: Refer to the disclosures related to Revenue Recognition in Note 2B(h) to the Financial Statements. The Company provides mobile messaging and payment solutions for Application to Peer (A2P) messaging services. The messaging platform has advanced security, reliability, analytics, and service levels along with the proven ability to process the largest volume of messages per second. Considering the nature of business in which Company operates, there is complexity of the IT systems, significance of volumes of data processed by the IT systems, the impact of changing pricing models and inherent risk in relation to accuracy and completeness of revenue recognition. Hence, due to the above complexities, significant volume of data processed through operations in a highly competitive marketplace coupled with the impact of changing pricing models, we have considered this as a key audit matter.	Our audit procedures in respect of this area included: 1. Assessed the Company's revenue recognition accounting policies are in compliance with Ind AS115 - Revenue from Contracts with Customers (IndAS 115). 2. Understood and evaluated the integrity of the general information and technology control environment and performed test on mitigating manual controls as applicable. 3. Tested the design, implementation and operating effectiveness of relevant controls in respect of revenue recognition and measurement. 4. Performed substantive testing on test check basis and verified supporting documentation for revenue transactions recorded during the year which included sales invoices, customer contracts and bank statements; apart from that performed analytical procedures. 5. Tested inter se reconciliations between relevant IT systems reports with general ledger, and performed verification of revenue recognised, deferred and unbilled revenue. 6. Assessed disclosures in the Financial Statements in respect of revenue, as specified in Ind AS 115.

2 Assessment for impairment of investments:

Our audit procedures in respect of this area included:

Refer Note 2B(f) to the accompanying Standalone Financial Statements for accounting policies and Note 5 for financial disclosures with respect to carrying value of investments in subsidiaries.

The Company has non-current investments in unlisted subsidiaries aggregating to ₹66,171.49 lakhs as at March 31, 2025 which is 4994% of the total assets of the Company.

We considered the valuation of such investments to be significant to the audit, because of the materiality of the investments to the Standalone Financial Statements of the Company and the sensitivity thereof to the various unobservable valuation inputs, uncertain future cash flows and assumptions that require considerable judgement.

The management assesses at least annually the existence of impairment indicators of each unlisted investment. The determination of recoverable amounts of the unlisted investments relies on management's estimates of future cash flows and their judgement with respect to the investees' performance.

Hence, due to the materiality of the impairment amount in the context of the Standalone Financial Statements and significant degree of judgement and subjectivity involved in the estimates and key assumptions used as above, this is considered to be the area which requires significant audit focus and accordingly, the matter is determined as a key audit matter.

1. Assessed the Company's impairment accounting policies are in compliance line with Ind AS 36 - Impairment of Assets (Ind AS 36).
2. Obtained an understanding from the management with respect to process and controls followed by the Company to perform impairment test related to investments.
3. Assessed the Company's internal controls over preparation of annual budgets and future forecasts for the subsidiaries and the approach followed for impairment test and key assumptions applied.
4. Assessed the appropriateness of the valuation methodology applied and reasonableness of the assumptions used i.e., the discount rate and long-term growth rates used in the forecast including comparison to economic and industry forecasts where appropriate.
5. Assessed the reasonableness of the revenue and margin projections, the historical accuracy of the Company's estimates and its ability to produce accurate long-term forecasts.
6. Verified the arithmetical / mathematical accuracy of the management computations.
7. Assessed and validated the adequacy and appropriateness of the disclosures made by the management in the Standalone Financial Statements.
8. Ensured the compliance of Ind AS 36 with respect to disclosures.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., but does not include the standalone financial statements and our auditor's report thereon. The Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

Other Matters

a. We did not audit the financial statements of a branch located outside India included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹916.50 Lakhs as at March 31, 2025, and the total revenue of ₹100.08 Lakhs for the year ended on that date, as considered in the financial statements of the branch. The financial statements of the branch have been prepared in accordance with the accounting principles generally accepted in their respective country and which has been audited by their auditor under generally accepted auditing standards applicable in their respective country. The Company's Management has converted the financial statements of such branch located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India.

We have audited the conversion adjustments made by the Company's Management, if any. Our opinion on the standalone financial statements, in so far as it relates to the financial statements of such branch located outside India is based on the report of the branch auditor and conversion adjustments prepared by the Management of the Company and audited by us.

b. We did not audit the financial statements of a Trust included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹3,021.08 Lakhs as at March 31, 2025 and the total revenue of ₹Nil for the year ended on that date, as considered in the financial statements of the Trust. The financial statements of the Trust have been audited by their auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the Trust, is based solely on the report of such auditor.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit & Auditors) Rules, 2014 as amended.
 - (c) The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
 - (d) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (f) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (g) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies(Audit & Auditors) Rules, 2014 as amended
 - (h) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
 - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 44 to the Financial Statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv.

1. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

2. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

3. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

v.

1. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

2. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend. The Board of Directors of the Company have proposed interim dividend for the year. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 39 to the Standalone financial statements).

- vi. With respect to reporting on audit trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 as amended, on the use of accounting software used by the Company for maintaining its books of accounts, we report as follows.

Based on examination which included test checks, The Company has used an accounting software for maintaining its books of account (managed and maintained by a third-party software service provider) which has a feature of recording audit trail (edit log) facility. However, in the absence of coverage of audit trail in the system and organisation controls (SOC) report, the fact on whether the same is enabled at application or database level cannot be established.

Accordingly, we are unable to comment whether the audit trail feature has been operated throughout the year for all relevant transaction recorded in the software or whether there is any instance of audit trail feature being tampered with or whether the audit trail of prior year(s) has been preserved by the Company as per the statutory requirements for record retention. Refer Note 48 to the financial statements.

3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner

Membership No. 221387

UDIN: 25221387BMIARN4933

Place: Gurugram

Date: April 24, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TANLA PLATFORMS LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of the branch and the Trust which are included in the Company to express an opinion on the standalone financial statements. For the branch and Trust included in the standalone financial statements, which have been audited by other auditor, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2025 and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner

Membership No. 221387

UDIN: 25221387BMIARN4933

Place: Gurugram

Date: April 24, 2025

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TANLA PLATFORMS LIMITED FOR THE YEAR ENDED MARCH 31, 2025

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. a. A. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
B. The Company has maintained proper records showing full particulars of intangible assets.
- b. Property, Plant and Equipment were physically verified by the management according to a phased programme designed to cover all items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the standalone financial statements, are held in the name of the Company.
- d. According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.
- e. According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- ii. a. The Company is involved in the business of rendering services and does not hold any inventory. Accordingly, the provisions stated under clause 3(ii)(a) of the Order are not applicable to the Company.
- b. During any point of time of the year, the Company has been sanctioned working capital limits in excess of ₹5 crores rupees in aggregate from Banks on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the standalone financial statements, quarterly returns / statements filed with such Banks are in agreement with the books of accounts of the Company.
- iii. a. According to the information and explanations provided to us, the Company has provided loans, advances in the nature of loans, stood guarantee, and provided securities to other entities.

The details of such loan, advances, guarantee or security(ies) to subsidiaries are as follows:

	Guarantees (₹ in Lakhs)	Loans (₹ in Lakhs)	Advances in the nature of loans
Aggregate amount granted/ provided during the year -Subsidiaries	15,900.00	2,914.93	-
Balance Outstanding as at balance sheet date in respect of above cases -Subsidiaries	15,900.00	13,455.12	1,578.05

- b. According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions in relation to grant of all loans and advances in the nature of loans and advances in nature of loans, investment made and guarantees provided are not prejudicial to the interest of the Company.
- c. In case of the loans and advances in the nature of loan are repayable on demand. As the Company has not demanded such loans and advances, we are unable to comment on the regularity of repayment of the principal and payment of interest. (Refer reporting under clause 3(iii)(f) below)
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount remaining outstanding as at the balance sheet date as the loans and advances in the nature of loans are repayable on demand and the Company has not demanded such loans and advances in nature of loan (including receivable in nature of loan)
- e. According to the information and explanations provided to us, the loans or advances in the nature of loan granted has not been demanded by the Company during the year. Accordingly, the provisions stated under clause 3(iii)(e) of the Order are not applicable to the Company.

- f. According to the information and explanations provided to us, the Company has granted loans/advances in the nature of loans repayable on demand or without specifying any terms or period of repayment. The details of the same are as follows:

	All Parties (₹ in Lakhs)	Promoters (₹ in Lakhs)	Related Parties (₹ in Lakhs)
Aggregate amount of advances in nature of loans - Repayable on demand	1,578.05	-	1,578.05
Total	1,578.05	-	1,578.05
Percentage of advances in nature of loans to the total loans	100%		100%

- iv. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of the provisions of Sections 73 to 76 of the Act and the rules framed there under. Accordingly, the requirement to report under clause 3(iv) of the Order is not applicable to the Company.
- vi. The provisions of sub-Section (1) of Section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax and other statutory dues have generally been regularly deposited with the appropriate authorities during the year, though there has been a slight delay in a few cases.
- (b) According to the information and explanation given to us and records examined by us, dues related to Goods and Services tax, provident fund, employees' state insurance, income tax and other statutory due which have not been deposited as on March 31, 2025, on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded (₹ in Lakhs)	Amount Paid	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Finance Act, 1992	Service tax due	193.00	-	2007-2010	CESTAT, Hyderabad	-
Finance Act, 1992	Service tax due	136.71	-	2008-2011	CESTAT, Hyderabad	-

- viii. According to the information and explanations given to us, there are no transaction which are not recorded in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as stated under clause 3(viii) of the Order is not applicable to the Company.
- ix.
- a. In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- b. According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c. In our opinion and according to the information and explanations provided to us, no money was raised by way of term loans. Accordingly, the requirement to report under clause 3(ix)(c) of the Order is not applicable to the Company.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.
- e. According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries.
- f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, the requirement to report under Clause 3(ix)(f) of the order is not applicable to the Company.

- x.
- a. In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting requirement under clause 3(x)(a) of the Order is not applicable to the Company.
 - b. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly, or optionally convertible) during the year. Accordingly, the requirements to report under clause 3(x)(b) of the Order is not applicable to the Company.
- xi.
- a. Based on our examination of the books and records of the Company and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year in the course of our audit.
 - b. During the year no report under Section 143(12) of the Act, has been filed by secretarial auditors or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c. As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv.
- a. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
 - b. We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, 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 accordingly, the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi.
- a. The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the requirements to report under clause 3(xvi)(a) of the Order is not applicable to the Company.
 - b. The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi)(b) of the Order are not applicable to the Company.
 - c. The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under clause 3 (xvi)(c) of the Order is not applicable to the Company.
 - d. The Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (as part of its group. Accordingly, the requirement to report under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the requirement to report under clause 3(xvii) of the Order is not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 49 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. The Company has not transferred the amount remaining unspent in respect of ongoing projects, to a Special Account till the date of our report. However, the time period for such transfer i.e., thirty days from the end of the financial year as permitted under Section 135(6) of the Act, has not elapsed till the date of our report. Also, refer Note 40 to the standalone financial statements.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner

Membership No. 221387

UDIN: 25221387BMIARN4933

Place: Gurugram

Date: April 24, 2025

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TANLA PLATFORMS LIMITED

[Referred to in paragraph 2(h) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Tanla Platforms Limited on the Standalone Financial Statements for the year ended March 31, 2025]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Tanla Platforms Limited ("the Company") which includes its branch as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

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

Managements and Board of Director's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

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

Inherent Limitations of Internal Financial Controls With reference to Standalone financial statements

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

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to a branch of the Company, is based on the corresponding report of the auditor of such branch of the Company. Our opinion is not modified in respect of this matter.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner

Membership No. 221387

UDIN: 25221387BMIARN4933

Place: Gurugram

Date: April 24, 2025

Standalone Balance Sheet as at March 31, 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3(a)	2,493.82	2,586.55
(b) Capital work-in-progress	4(a)	-	92.29
(c) Other intangible assets	3(b)	275.66	485.83
(d) Intangible assets under development	4(b)	13.37	-
(e) Financial assets			
(i) Investments	5	66,171.49	70,115.23
(ii) Other financial assets	6	510.15	161.43
(f) Deferred tax assets (net)	7	1,505.33	1,720.25
(g) Other non-current assets	8	1,921.52	2,090.27
Total non-current assets		72,891.34	77,251.85
(2) Current assets			
(a) Financial assets			
(i) Investments	9	2,084.86	-
(ii) Trade receivables	10	25,717.80	26,341.17
(iii) Cash and cash equivalents	11	7,035.93	2,156.44
(iv) Bank balances other than cash and cash equivalents	12	1,897.44	4,175.32
(v) Loans	13	13,455.12	10,540.19
(vi) Other financial assets	14	8,746.93	11,192.76
(b) Other current assets	15	678.94	1,290.71
Total current assets		59,617.02	55,696.59
TOTAL ASSETS		1,32,508.36	1,32,948.44
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	16	1,346.17	1,344.60
(b) Other equity	17	71,258.44	58,214.05
Total equity		72,604.61	59,558.65
Liabilities			
(1) Non current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	13,219.14	25,500.00
(b) Provisions	19	53.00	43.27
(c) Other non-current liabilities	20	128.02	69.85
Total non-current liabilities		13,400.16	25,613.12
(2) Current liabilities			
(a) Financial liabilities			
(i) Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises; and	21	3.30	29.67
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		31,949.73	32,706.33
(ii) Other financial liabilities	22	14,222.57	14,557.03
(b) Other current liabilities	23	300.62	464.16
(c) Provisions	19	22.41	19.48
(d) Current tax liabilities (net)	24	4.96	-
Total current liabilities		46,503.59	47,776.67
TOTAL EQUITY AND LIABILITIES		1,32,508.36	1,32,948.44

The accompanying notes form an integral part of the Standalone financial statements 1 - 51

As per our report of even date attached

For M S K A & Associates
Chartered Accountants
Firm Registration No. 105047W

**For and on behalf of the Board of Directors of
Tanla Platforms Limited**
CIN: L72200TG1995PLC021262

Mukesh Kumar Pugalia
Partner
Membership No. 221387

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

Abhishek Kumar Jain
Chief Financial Officer

Seshanuradha Chava
General Counsel and
Company Secretary
Membership No. A15519

Place: Gurugram

Date: April 24, 2025

Standalone statement of Profit and Loss for the year ended March 31, 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
I. Revenue from operations	25	85,402.21	1,01,212.11
II. Other income	26	30,512.94	13,766.67
III. Total Income (I+II)		1,15,915.15	1,14,978.78
IV. Expenses			
Cost of services	27	71,032.75	87,053.65
Employee benefits expenses	28	4,694.33	4,061.42
Finance cost	29	2,259.90	1,873.20
Depreciation and amortisation expense	30	825.28	765.32
Connectivity and related expenses	31	615.94	677.96
Other expenses	32	3,756.84	3,783.90
Total Expenses (IV)		83,185.04	98,215.45
V. Profit before tax (III - IV)		32,730.11	16,763.33
VI. Income tax expense/(credit):			
Current tax	33	1,009.61	1,004.81
Adjustment of tax related to prior periods	33	0.03	9.27
Deferred tax	33	280.68	490.51
Total Income Tax expense		1,290.32	1,504.59
VII. Profit for the year (V-VI)		31,439.79	15,258.74
VIII. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of the net defined benefit liability/asset	17	(261.29)	226.85
Income tax relating to items that will not be reclassified to profit or loss		65.76	(44.35)
(ii) Items that will be reclassified to profit or loss			
Exchange difference in translating financial statements of foreign operations	17	(1.46)	(0.47)
Total other comprehensive income net of taxes (i) + (ii)		(196.99)	182.03
IX. Total comprehensive income for the year (VII + VIII)		31,242.80	15,440.77
X. Earnings per equity share of of ₹ 1/- each			
		47	
1. Basic (₹)		23.40	11.35
2. Diluted (₹)		23.36	11.33

The accompanying notes form an integral part of the Standalone financial statements 1 - 51

As per our report of even date attached

For M S K A & Associates

Chartered Accountants
Firm Registration No. 105047W

Mukesh Kumar Pugalia
Partner
Membership No. 221387

For and on behalf of the Board of Directors of

Tanla Platforms Limited
CIN: L72200TG1995PLC021262

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

Abhishek Kumar Jain
Chief Financial Officer

Seshanuradha Chava
General Counsel and
Company Secretary
Membership No. A15519

Place: Gurugram

Date: April 24, 2025

Standalone Statement of Cash Flows for the year ended March 31, 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax	32,730.11	16,763.33
Adjustments for :		
Depreciation and amortisation expense	825.28	765.32
Interest income	(1,225.18)	(1,230.81)
Employee stock compensation expense (refer note 41)	178.71	459.71
Unrealised foreign exchange (gain) / loss	1.22	5.98
Income from investment in liquid funds	(73.90)	-
Gain on sale of investment in subsidiary	(8,337.12)	-
Rental income from subsidiaries (refer note 46)	(33.89)	(27.42)
Interest on Income tax refund	(77.48)	(76.57)
Dividend from subsidiaries	(19,358.49)	(11,015.32)
Finance costs	2,259.90	1,873.20
Operating profits before changes in operating assets/liabilities	6,889.16	7,517.42
Changes in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(1,401.96)	(8,715.97)
(Increase)/Decrease in other financial and non-financial assets	3,803.65	(1,906.01)
Increase/(Decrease) in other financial and non-financial liabilities	(1,546.56)	4,360.57
Increase/(Decrease) in trade payables	(1,044.26)	9,871.05
Cash generated from operations	6,700.03	11,127.06
Income taxes (paid)/refund received (net)	1,246.94	(187.45)
Net cash flows from operating activities	7,946.97	10,939.61
B CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment for acquisition of property, plant and equipment and other intangibles assets	(432.50)	(995.58)
Payment for acquisition of other intangibles assets	(13.37)	-
Loan given to subsidiary	(2,914.93)	(2,002.05)
Payments for acquisition of subsidiary, net of cash acquired	-	(37,372.79)
Payments for purchase of investments	(17,424.14)	-
Proceeds from sale of investments	15,413.18	-
Dividend received from subsidiary	19,358.49	11,015.32
Interest and other income received	89.67	1,334.80
Movement in other bank balances	(296.01)	(102.41)
Net cash (used in) / from investing activities	13,780.39	(28,122.71)
C CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of equity shares	1.57	0.60
Purchase of treasury Shares	(2,982.69)	-
Dividend paid	(16,144.63)	(13,440.27)
Proceeds from borrowings	-	25,500.00
Net cash flows from/(used in) financing activities	(19,125.75)	12,060.33
D Net (decrease) in cash and cash equivalents	2,601.61	(5,122.77)
E Cash and cash equivalents at the beginning of the year	6,331.76	11,454.53
F Cash and cash equivalents at the end of the year	8,933.37	6,331.76

The accompanying notes form an integral part of the Standalone financial statements 1 - 51

As per our report of even date attached

For M S K A & Associates

Chartered Accountants

Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner

Membership No. 221387

For and on behalf of the Board of Directors of

Tanla Platforms Limited

CIN: L72200TG1995PLC021262

D. Uday Kumar Reddy

Founder Chairman & CEO

DIN : 00003382

Abhishek Kumar Jain

Chief Financial Officer

Seshanuradha Chava

General Counsel and

Company Secretary

Membership No. A15519

Place: Gurugram

Date: April 24, 2025

Statement of changes in equity for the period ended March 31, 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

A. Equity Share Capital

Particulars	Note no	For the year ended March 31, 2025		For the year ended March 31, 2024	
		No of shares	Amount	No of shares	Amount
Equity shares of ₹1 each issued, subscribed and fully paid:					
Opening	16	13,44,59,860	1,344.60	13,44,00,357	1,344.00
Add: Issued during the year		1,57,499	1.57	59,503	0.60
Less: Buyback during the year		-	-	-	-
Closing		13,46,17,359	1,346.17	13,44,59,860	1,344.60

B. Other Equity

Particulars	Note no	Reserves & Surplus				Other comprehensive income			Total
		Capital Reserve	General Reserve	Securities Premium	Capital Redemption Reserve	Employee stock option outstanding account	Retained Earnings	Foreign operations currency translation reserve	
Balance as at April 01, 2024		699.20	2,548.17	22,187.44	188.15	30,583.08	(677.99)	(80.61)	58,214.05
Profit for the year	17	-	-	-	-	31,439.79	-	-	31,439.79
Total other comprehensive income (net of tax)	17	-	-	-	-	-	(1,46)	(195.53)	(196.99)
Adjustment of tax relating to earlier periods	17	-	-	-	-	-	-	-	-
Transaction with owners in their capacity as owners									
Issue of equity shares	16	-	-	2,237.08	-	-	-	-	-
Premium on purchase of treasury shares	17	-	-	(2,982.69)	-	-	-	-	(2,982.69)
Dividend paid during the year	17	-	-	-	-	(16,144.63)	-	-	(16,144.63)
Amortisation of employee stock compensation expense	17	-	-	-	-	928.91	-	-	928.91
Exercise of share options	17	-	-	-	-	-	-	-	-
Balance as at March 31, 2025		699.20	2,548.17	21,441.83	188.15	45,878.24	(679.45)	(276.14)	71,258.44
Balance as at April 01, 2023		699.20	2,548.17	21,532.28	188.15	28,769.27	(683.00)	(263.11)	55,389.08
Profit for the year	17	-	-	-	-	15,258.74	-	-	15,258.74
Total other comprehensive income (net of tax)	17	-	-	-	-	-	(7.72)	182.50	174.78
Adjustment of tax relating to earlier periods	17	-	-	-	-	-	-	-	-
Transaction with owners in their capacity as owners									
Issue of equity shares	16	-	-	655.16	-	-	-	-	-
Premium on purchase of treasury shares	17	-	-	-	-	-	-	-	-
Dividend paid during the year	17	-	-	-	-	(13,444.93)	-	-	(13,444.93)
Amortisation of employee stock compensation expense	17	-	-	-	-	823.64	-	-	823.64
Exercise of share options	17	-	-	-	-	-	-	-	-
Balance as at March 31, 2024		699.20	2,548.17	22,187.44	188.15	2,766.61	(677.99)	(80.61)	58,214.05

The accompanying notes form an integral part of the Standalone financial statements 1 - 51
As per our report of even date attached

For M S K A & Associates

Chartered Accountants
Firm Registration No. 105047W

For and on behalf of the Board of Directors of

Tanla Platforms Limited
CIN: L72200TG1995PLC021262

Mukesh Kumar Pugalia
Partner
Membership No. 221387

Place: Gurugram
Date: April 24, 2025

Abhishek Kumar Jain
Chief Financial Officer

Seshanuradha Chava
General Counsel and
Company Secretary
Membership No. AI5519

Notes forming part of the standalone financial statements for the year ended March 31, 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

1. Corporate Information

Tanla Platforms Limited (hereinafter referred to as "Tanla") ('the Company') is an A2P messaging platform provider globally. The Company was incorporated on July 28, 1995 in Hyderabad, India under the provisions of Companies Act, 1956 and is currently listed on BSE and NSE. Tanla has its headquarters and development facilities in Hyderabad, India and serves a global customer base through its subsidiaries and a branch in Dubai. Tanla develops and delivers cutting-edge technology and products which meet the discerning needs of a diverse clientele, from enterprises to carriers across geographies.

2. Material accounting policies

Material accounting policies adopted by the company are as under:

2A. Basis of Preparation of Financial Statements

(a) Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Accounting policies have been consistently applied to all the years presented except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use. These financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date March 31, 2025.

The Ind AS financial statements were approved by the Board of Directors of the Company on April 24, 2025.

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-

- i) Certain financial assets and liabilities measured at fair value (refer note 2B(i) accounting policy on financial instruments)
- ii) Net defined employee benefit assets / (liabilities) are measured at fair value of plan assets, less present value of defined benefit obligations.
- iii) Share based payment transaction are measured at fair value.

(c) Going concern

The company has prepared the financial statements on the basis that it will continue to operate as a going concern.

(d) Presentation currency and rounding off

The financial statements are presented in Indian National Rupee and all values are rounded to nearest lakhs (₹ 00,000), except when otherwise indicated.

(e) Use of estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected. Refer Note 2C for detailed discussion on estimates and judgements.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

- Useful lives of property, plant and equipment;
- Impairment;
- Financial instruments;
- Employee benefits;
- Provisions;
- Income taxes

2B. Summary of material Accounting Policies

(a) Current and non-current classification

"The company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1 Presentation of Financial Statements. For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified period up to twelve months as its operating cycle."

An asset is classified as current when it is:

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

All other assets are classified as non-current.

A liability is classified as current when:

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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle."

(b) Property, plant and equipment

Items of property, plant and equipment are measured at historical cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, taxes (other than those subsequently recoverable from tax authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

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

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, estimated useful lives

The Company depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Schedule II (Years)	Useful Life (Years)
Buildings & Interiors	60	6
Computers	3-6	3-6
(i) Servers and networks	6	6
(ii) End user devices, such as, desktops, laptops, etc.	3	3
Furniture & Fixtures	10	1.67
Office Equipment	5	1.67
Vehicle	8	3

Based on the technical assessment of useful life, certain items of property plant and equipment are being depreciated over useful lives different from the prescribed useful lives under Schedule II to the Act. Management believes that such

estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

(c) Other Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation.

The Company amortised intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets is as follows:

Intangible Assets	Useful Life
Platforms & Software	6 years

(d) Investment in Subsidiaries

Investment in Subsidiaries are valued at cost. Dividend income from subsidiaries is recognised when its right to receive the dividend is established.

(e) Foreign Currency Transactions

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in ₹, which is the Company's functional and presentation currency.

Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/losses arising out of fluctuation in foreign exchange rates between the transaction date and settlement date are recognised in the profit and loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date and the exchange differences are recognised in the profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

The assets and liabilities of the branch are translated into ₹ at the rate of exchange prevailing at the reporting date and its statements of profit and loss are translated at average exchange rates. Equity items, other than retained earnings, are translated at the spot rate in effect on each related transaction date (specific identification). Retained earnings are translated at the weighted average exchange rate for the relevant year. The exchange differences arising on translation for consolidation are recognised in Other Comprehensive Income.

(f) Impairment of non-financial assets/unlisted equity investments

The carrying amounts of the Company's tangible and intangible assets, including unlisted equity investments are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets.

An impairment loss is recognised in the Statement of profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and reversed only to the

extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been previously recognised.

(g) Fair value measurement

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

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

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

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

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

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ▶ Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- ▶ Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(h) Revenue from contract with customer

The Company derives revenues primarily from rendering messaging services including national long distance (NLD), international long distance (ILD), rich communication service (RCS) and other services like Voice or of similar nature, for which the Company enters into agreement with customers.

The Company basis the terms of agreement entered into with customers determines whether each performance obligation will be satisfied over time or at a point in time. Revenue from contract with customers is recognised as and when the Company satisfies the performance obligation.

Revenue is measured based on the transaction price, as specified in the contract with the customer, which is the consideration, adjusted for volume discounts, if any. Revenue also excludes taxes collected from customers which are subsequently remitted to the government.

Revenue from customers is recognised at the occurrence of the event satisfying performance obligation mentioned in the agreement and the Company is entitled to the consideration in exchange of the delivery of the agreed event.

1. Revenue from messaging services is recognised at a rate per message based on the number of messages processed where there is no uncertainty as to measurement,
2. Revenue in the form of platform fee is recognised at an applicable revenue share percentage on the consideration derived from platform usage.
3. Revenue from other services is recognised based on the rate per transaction for the number of transactions processed on our platform.

Contract assets are recognised when there are excess of revenues earned over billings. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. The final billing is subject to mutual agreement on the volume of transactions processed or messages delivered, in accordance with the terms of the contract.

Other Income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

(i) Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. The company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities

simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(j) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits.

Cash dividend to equity holders

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

(k) Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

(l) 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.

(i) Financial assets

1. Initial Recognition

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss

2. Subsequent measurement

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

- a. at amortised cost; or
- b. at fair value through other comprehensive income; or
- c. at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Statement of Profit and Loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments

which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit and loss.

3. Impairment of financial assets

In accordance with Ind AS 109, 'Financial Instruments', the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortised cost and FVTOCI.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognised during the year is recognised as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortised cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

4. Derecognition of financial assets

A financial asset is derecognised only when

- a. the rights to receive cash flows from the financial asset is transferred or
- b. retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

(ii) Financial liabilities

1. Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortised cost, as appropriate.

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

2. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities at amortised cost

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value

due to the short maturity of these instruments.

3. Derecognition

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

(iii) Offsetting financial instrument

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(m) Employee Benefits

Defined contribution schemes

Contributions to defined contribution schemes are charged to the profit and loss in the year to which they relate.

Defined benefit schemes

Defined benefit scheme surpluses and deficits are measured at:

- i. The fair value of plan assets at the reporting date; less
- ii. Plan liabilities calculated using the projected unit credit method discounted to its present value using yields available on government bonds that have maturity dates approximating to the terms of the liabilities and are denominated in the same currency as the postemployment benefit obligations; less
- iii. The effect of minimum funding requirements agreed with scheme trustees."

Remeasurements of the net defined obligation are recognised directly within equity. The remeasurements include:

- i. Actuarial gains and losses
- ii. Return on plan assets (interest exclusive)
- iii. Any asset ceiling effects (interest exclusive).

Service costs are recognised in profit or loss, and include current and past service costs as well as gains and losses on curtailments.

Net interest expense (income) is recognised in profit or loss, and is calculated by applying the discount rate used to measure the defined benefit obligation (asset) at the beginning of the annual period to the balance of the net defined benefit obligation (asset), considering the effects of contributions and benefit payments during the period.

Gains or losses arising from changes to scheme benefits or scheme curtailment are recognised immediately in profit or loss.

Settlements of defined benefit schemes are recognised in the period in which the settlement occurs.

(iii) Share-based payments

Certain employees (including senior executives) of the Company receive remuneration in the form of share-based payments (SBP), whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in SBP reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The Statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(n) Provisions, contingent liabilities and contingent assets

The company has recognised provisions for liabilities of uncertain timing or amount including those for warranty claims, leasehold dilapidations and legal disputes. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date, discounted at a pre-tax rate reflecting current market assessments of the time value of money and risks specific to the liability. In the case of leasehold dilapidations, the provision takes into

account the potential that the properties in question may be sublet for some or all of the remaining lease term. Contingent liability is-

- a. a possible obligation arising 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 company, or
- b. a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
 - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
 - the amount of the obligation cannot be measured with sufficient reliability.The company does not recognise a contingent liability but discloses its existence and other required disclosures in notes to the consolidated financial statements, unless the possibility of any outflow in settlement is remote.

(o) Leases

Short-term leases and leases of low-value assets

The Company has all the leases which are short term having tenure of less than 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(p) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

(q) New standards and amendments issued but not effective

There are no such standards which are notified but not yet effective.

2C. Significant accounting judgements, estimates and assumptions

The company makes certain estimates and assumptions regarding the future. Estimates are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Defined benefit plans gratuity benefits

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

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

(b) Useful lives of property, plant and equipment

Refer Note 2B(b)

(c) Financial Instruments

Refer Note 2B(1)

(d) Provisions

Refer Note 2B(n)

(e) Income Taxes

Refer Note 2B(i)

Note3(a)

Property, plant and equipment

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Gross carrying amount			Depreciation			Net carrying Amount	
	As at April 01, 2024	Additions	Disposal	As at March 31, 2025	For the year	Disposal	As at March 31, 2025	As at March 31, 2024
Owned assets								
Land (refer note (i))	765.70	-	-	765.70	-	-	765.70	765.70
Buildings	1,037.96	70.92	-	1,108.88	62.57	-	208.92	200.57
Furniture	345.23	47.90	-	393.13	47.11	-	36.34	35.55
Computers	3,905.61	352.39	-	4,258.00	472.81	-	1,415.77	1,536.19
Platforms & deployments	-	-	-	-	-	-	-	-
Office equipment	322.26	51.17	-	373.43	32.62	-	64.94	46.39
Vehicles	42.92	-	-	42.92	-	-	2.15	2.15
Total	6,419.68	522.38	-	6,942.06	615.11	-	2,493.82	2,586.55

Particulars	Gross carrying amount			Depreciation			Net carrying Amount	
	As at April 01, 2023	Additions	Disposals	As at March 31, 2024	For the year	Disposals	As at March 31, 2024	As at March 31, 2023
Owned Assets								
Land (refer note (i))	765.70	-	-	765.70	-	-	765.70	765.70
Buildings	970.48	67.48	-	1,037.96	55.60	-	200.57	188.69
Furniture	285.72	59.51	-	345.23	24.46	-	35.55	0.50
Computers	3,205.05	726.07	25.51	3,905.61	454.55	24.29	1,536.19	1,265.89
Platforms & deployments	41,644.48	-	41,644.48	-	-	41,644.48	-	-
Office equipment	288.72	33.54	-	322.26	23.19	-	46.39	36.04
Vehicles	42.92	-	-	42.92	-	-	2.15	2.15
Total	47,203.07	886.60	41,669.99	6,419.68	557.80	41,668.77	2,586.55	2,258.97

Notes:

(i) Freehold land represents land at Tanla Technology Centre, Madhapur, Hyderabad - 500 081

(ii) See accounting policy in Note 2B(b)

(iii) Refer to Note 37 for information on property, plant and equipment pledged as security by the Company.

(iv) The amount of contractual commitments for the acquisition of property plant and equipment and intangible assets is Nil

(v) The company has not carried out revaluation of property, plant and equipment and Other intangibles during the year.

Note 3(b)

Other Intangible Assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Gross carrying amount			Amortisation			Net carrying Amount	
	As at April 01, 2024	Additions	Disposal	As at March 31, 2025	For the year	Disposal	As at March 31, 2025	As at March 31, 2024
Internally developed - Platforms	1,146.36	-	-	1,146.36	190.65	-	957.73	379.28
Software	122.01	-	-	122.01	19.52	-	34.98	106.55
Total	1,268.37	-	-	1,268.37	210.17	-	992.71	485.83

Particulars	Gross carrying amount			Amortisation			Net carrying Amount	
	As at April 01, 2023	Additions	Disposals	As at March 31, 2024	For the year	Disposals	As at March 31, 2024	As at March 31, 2023
Internally developed - Platforms	1,146.36	-	-	1,146.36	192.05	-	767.08	571.33
Software	-	122.01	-	122.01	15.46	-	15.46	-
Total	1,146.36	122.01	-	1,268.37	207.51	-	782.54	571.33

Note 4(a)

Capital Work-in-Progress

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Work in Progress	-	92.29
Total	-	92.29

Particulars	As at April 01, 2024	Expenditure during the year	Capitalized during the year	Closing as at March 31, 2025
Building	63.79	1.95	65.74	-
Computers	1.33	(1.33)	-	-
Furniture and Fixtures	8.00	38.19	46.19	-
Office equipment	19.17	25.35	44.52	-
Total	92.29	64.16	156.45	-

Particulars	As at April 01, 2023	Expenditure during the year	Capitalized during the year	Closing as at March 31, 2024
Building	97.80	40.31	74.32	63.79
Computers	-	1.33	-	1.33
Furniture and Fixtures	-	38.82	30.82	8.00
Office equipment	-	26.28	7.11	19.17
Total	97.80	106.74	112.25	92.29

(a) Ageing schedule

March 31, 2025

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

March 31, 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	68.81	23.48	-	-	92.29
Projects temporarily suspended	-	-	-	-	-
Total	68.81	23.48	-	-	92.29

There are no intangible projects as Capital Work in Progress as at March 31, 2025 and March 31, 2024 whose completion is overdue or cost of which has exceeded in comparison to its original plan.

Note 4(b)

Intangible assets under development

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-
Add: Additions during the year	13.37	-
Less: Capitalisations during the year	-	-
Balance at the end of the year	13.37	-

Note: Intangible assets under development represents platforms and software under development being internally developed, whose cost includes salaries and wages and professional consultancy charges attributable to development.

Intangible assets under development ageing schedule

Balance as at March 31, 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	13.37	-	-	-	13.37
Projects temporarily suspended	-	-	-	-	-

Balance as at March 31, 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

There are no intangible projects as Capital Work in Progress as at March 31, 2025 and March 31, 2024 whose completion is overdue or cost of which has exceeded in comparison to its original plan.

Note 5

Non Current Investments

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current Investments		
Investments in unquoted equity shares (fully paid up, carried at cost (net of impairment) unless stated otherwise)		
"In subsidiaries (carried at cost, net of impairment)"		
(i) Valuefirst Digital Media Private Limited, India (Refer note below)		
122,424 (March 31, 2024: 122,424) Equity shares of ₹10 each, fully paid-up	37,372.79	37,372.79
55,100 (March 31, 2024: 55,100) Preference shares of ₹10 each fully paid-up		
(ii) Karix Mobile Private Limited (formerly Tanla Corporation Private Limited), India		
6,806,460 (March 31, 2024: 6,806,460) equity shares of ₹10 each, fully paid-up	28,483.41	28,483.41
(iii) Tanla Mobile Asia Pacific Pte Ltd, Singapore		
750,001 (March 31, 2024: 750,001) Equity shares of SGD.1 each, fully paid-up	309.29	309.29
(iv) Gamooga Softtech Private Limited, India (refer note 2 below)		
Nil (March 31, 2024: 1,00,000) equity shares of ₹10 each, fully paid-up	-	4,845.00
Less: Provision for impairment of investment	-	(901.26)
	-	3,943.74
(v) Tanla Digital Labs Private Limited, India		
50,000 (March 31, 2024: 50,000) equity shares of ₹10 each, fully paid-up	5.00	5.00
(vi) Tanla Foundation, India		
9,990 (March 31, 2024: 9,990) equity shares of ₹10 each, fully paid-up	1.00	1.00
Total	66,171.49	70,115.23
Aggregate value of unquoted investments	66,171.49	70,115.23
Aggregate value of impairment in value of investments	-	901.26

Note:

Notes:

1) The Company, has on July 03, 2023 completed the acquisition of ValueFirst Digital Media Private Limited, India (including its subsidiaries and LLPs) for cash consideration of ₹ 37,372.79 lakhs, resulting as the wholly owned subsidiary of the company.

2) The Company pursuant to the Share Purchase Agreement (SPA) dated January 21, 2025 entered with Karix Mobile Private Limited (subsidiary Company), sold entire shareholding in Gamooga Softtech Private Limited ("subsidiary") for a non-cash purchase consideration of ₹12,280.86 lakhs, resulting in Gamooga Softtech Private Limited becoming a step down subsidiary w.e.f January 21, 2025. The purchase consideration has been adjusted against loan payable to Karix Mobile Private Limited.

Note 6

Other non current financial assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Other financial assets#		
(a) Security deposits		
Earnest money deposits	60.00	10.00
Security deposits	48.13	47.52
Rental deposits	3.60	1.50
(b) Bank deposits with more than twelve months maturity*	398.42	102.41
Total	510.15	161.43

* The Company has pledged their book debts, fixed deposit with the bank and commercial property as on March 31, 2025 and March 31, 2024 to fulfil collateral requirements. Refer to Note 37 for further details.

Refer to Note 34 for fair value measurement of and Refer to Note 35 for information about company exposure to financial risk.

Note 7

Deferred tax assets (net)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax asset	1,505.33	1,720.25
Total	1,505.33	1,720.25

Deferred tax relates to following (Also refer Note 33):

Particulars	As at April 01, 2024	Recognised in statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2025
Deferred tax assets				
On property, plant and equipment	1,643.63	(288.71)	-	1,354.92
On others	76.62	8.03	65.76	150.41
Subtotal (A)	1,720.25	(280.68)	65.76	1,505.33
Deferred tax liabilities				
On others	-	-	-	-
Subtotal (B)	-	-	-	-
Deferred tax asset-net (A-B)	1,720.25	(280.68)	65.76	1,505.33

Particulars	As at April 01, 2023	Recognised in statement of profit and loss	Recognised in other comprehensive income	As at March 31, 2024
Deferred tax assets				
On property, plant and equipment	2,045.73	(402.10)	-	1,643.63
On others	209.38	(88.41)	(44.35)	76.62
Subtotal (A)	2,255.11	(490.51)	(44.35)	1,720.25
Deferred tax liabilities				
On others	-	-	-	-
Subtotal (B)	-	-	-	-
Deferred tax asset-net (A-B)	2,255.11	(490.51)	(44.35)	1,720.25

In assessing the reliability of deferred income tax assets, the Management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income

and projections for future taxable income over the periods in which the deferred income tax assets are deductible, the Management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Note 8

Other non-current assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Income tax asset (net)	1,921.52	2,072.56
(ii) Advances recoverable in cash or kind	-	17.71
Total	1,921.52	2,090.27

Note 9

Current investment

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Investment in mutual funds	2,084.86	-
Total	2,084.86	-

Particulars	As at March 31, 2025	As at March 31, 2024
Aggregate amount of quoted investments and market value thereof	2,084.86	-
Aggregate amount of impairment in value of investments	-	-

Note 10

Trade Receivables

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured		
Trade receivables-considered good *	25,717.80	26,341.17
Trade receivables - credit impaired	137.83	136.40
	25,855.63	26,477.57
Less: Provision for impairment of trade receivables		
Trade receivables-considered good*	-	-
Trade receivables - credit impaired	(137.83)	(136.40)
Total	25,717.80	26,341.17

* Includes dues from subsidiaries (refer note 46)

Note:

- The Company has pledged its book debts, fixed deposit with the bank and Commercial property as on March 31, 2025 and March 31, 2024 to fulfil collateral requirements. Refer to Note 37 for further details.
- No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person nor from firms or private companies respectively in which any director is a partner, or director or a member (other than wholly owned subsidiaries, referred to in Note 46).
- Trade receivables are non-interest bearing and are generally on credit terms of 30 to 75 days. The Company does not hold any collateral security Refer Note 35 for information about the Company exposure to financial risks, and details of allowance for expected credit loss for trade receivables and fair values.
- Refer note 14 for accrued income.

Trade receivables ageing schedule

As at March 31, 2025

Particulars	Outstanding for following periods from due date						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables:							
Considered good	3,216.97	20,780.27	886.96	249.60	548.98	172.85	25,855.63
Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables:							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	3,216.97	20,780.27	886.96	249.60	548.98	172.85	25,855.63
Less: Allowance for expected credit loss	-	-	-	-	-	-	(137.83)
Balance at the end of the year	3,216.97	20,780.27	886.96	249.60	548.98	172.85	25,717.80

As at March 31, 2024

Particulars	Outstanding for following periods from due date						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables:							
Considered good	11,117.62	14,242.45	383.44	560.31	31.58	142.17	26,477.57
Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables:							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	11,117.62	14,242.45	383.44	560.31	31.58	142.17	26,477.57
Less: Allowance for expected credit loss	-	-	-	-	-	-	(136.40)
Balance at the end of the year	11,117.62	14,242.45	383.44	560.31	31.58	142.17	26,341.17

Movement in the allowance for expected credit loss is mentioned below:

Particulars	March 31, 2025	March 31, 2024
Opening balance	136.40	135.55
Additional provision/(reversal) (net) (refer note 32)	-	-
Exchange difference	1.43	0.85
Closing balance	137.83	136.40

Note 11

Cash and cash equivalents

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Balances with banks		
-In Current accounts	175.42	677.90
- Deposits with original maturity of less than 3 months (Refer notes below)	6,860.51	1,478.54
Total	7,035.93	2,156.44

Notes:

- The deposits maintained by the Company with banks comprise of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.
- The Company has pledged their book debts, fixed deposit with the bank and Commercial property as on March 31, 2025 and March 31, 2024 to fulfil collateral requirements. Refer to Note 37 for further details.
- Refer to Note 35 for information about companies exposure to financials risk.

Note 12

Bank balances other than cash and cash equivalents

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Earmarked balances with bank for unpaid dividend	123.86	92.10
(ii) Deposits with maturity more than three months and less than 12 months (Refer note below)	1,773.58	4,083.22
Total	1,897.44	4,175.32

Notes:

- Deposits held as margin money represents bank guarantees given to various telcos/PSU banks and government agencies.
- The Company has pledged their book debts, fixed deposit with the bank and Commercial property as on March 31, 2025 and March 31, 2024 to fulfil collateral requirements. Refer to Note 37 for further details.
- Refer to Note 35 for information about companies exposure to financials risk.

Note 13

Loans

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Loan to subsidiary (refer note 46)	13,455.12	10,540.19
Total	13,455.12	10,540.19

Notes:

- Unsecured loan is given to one of the Company's subsidiary Tanla Digital Labs Private Limited, repayable on demand and carries an interest rate of 9.75% p.a (March 31, 2024: 9.75%).
- Refer to Note 34 for information about fair value measurements.

Note 14

Other current financial assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
(i) Loan to employees	2.95	12.74
(ii) Receivable from Group Companies(refer note 46)	1,578.05	1,809.67
(iii) Accrued income	7,083.65	9,288.92
(iv) Interest accrued on fixed deposits	82.28	33.27
(v) Other receivables	-	48.16
Total	8,746.93	11,192.76

Accrued income ageing schedule

As at March 31, 2025

Particulars	Outstanding for following periods from usage month*						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables:							
Considered good	7,053.12	6.71	23.82	-	-	-	7,083.65
Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	7,053.12	6.71	23.82	-	-	-	7,083.65

As at March 31, 2024

Particulars	Outstanding for following periods from usage month*						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables:							
Considered good	9,009.48	279.44	-	-	-	-	9,288.92
Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	9,009.48	279.44	-	-	-	-	9,288.92

*Usage month refers to the month in which services were rendered.

Note 15

Other current assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Advances recoverable in cash or kind	277.26	570.20
(ii) Other receivables	401.68	720.51
Total	678.94	1,290.71

Note 16

Equity Share Capital

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Authorised 20,00,00,000 (March 31, 2024: 20,00,00,000) equity shares of ₹1 each	2,000.00	2,000.00
(ii) Issued, Subscribed and fully paid-up: 13,46,17,359 (March 31, 2024: 13,44,59,860) equity Shares of ₹1 each	1,346.17	1,344.60
Total	1,346.17	1,344.60

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

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Equity Shares:				
Shares outstanding at the beginning of the year	13,44,59,860	1,344.60	13,44,00,357	1,344.00
Add: Issued and allotted during the year (Refer note 41)	1,57,499	1.57	59,503	0.60
Shares outstanding at the end of the year	13,46,17,359	1,346.17	13,44,59,860	1,344.60

ii) Terms/Rights and restrictions attached to the equity shares:

The Company has only one class of equity shares having a face value of ₹1. Each shareholder is eligible for one vote per share held. The Company declares and pays dividends in ₹. The final dividend (if any) proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

iii) Details of shareholders holding more than 5% shares in the Company:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% of holding	No. of Shares	% of holding
D Uday Kumar Reddy	2,92,39,225	21.72%	2,92,39,225	21.75%
D Tanuja Reddy	2,10,88,127	15.67%	2,10,88,127	15.68%
Smallcap World Fund, Inc	36,78,003	2.73%	91,90,777	6.84%

iv) Employee stock based compensation

The Company instituted the Tanla Platforms Limited-Restricted Stock Unit Plan 2021 during fiscal year 2021; and TPL Stock Options Scheme 2024 during fiscal year 2025 have been approved by the Board of Directors. Refer note 41 for further details.

v) No class of shares have been issued as bonus shares or for consideration other than cash by the Company in the last five preceding financial years.

vi) Details of shares held by promoters in the Company:

Particulars	Number of shares				% Change during the year
	As at March 31, 2024	Change	As at March 31, 2025	% of holding of equity shares	
D Uday Kumar Reddy	2,92,39,225	-	2,92,39,225	21.72%	0.00%
D Tanuja Reddy	2,10,88,127	-	2,10,88,127	15.67%	0.00%
Blue Green Technologies Private Limited	3,20,000	-	3,20,000	0.24%	0.00%
Veda Matha Technologies Private Limited	3,05,000	-	3,05,000	0.23%	0.00%
Mobile Techsol Private Limited	20,85,000	-	20,85,000	1.55%	0.00%
TNA Corporation LLP	34,79,000	-	34,79,000	2.58%	0.00%
Ram Avenues LLP	2,40,710	-	2,40,710	0.18%	0.00%
Anmitha Ventures LLP	10,76,684	-	10,76,684	0.80%	0.00%
S R Holdings	3,87,500	-	3,87,500	0.29%	0.00%
Msquare Vision Infra	1,59,000	-	1,59,000	0.12%	0.00%
M V Corporation	2,20,000	-	2,20,000	0.16%	0.00%
M & M Holdings	7,70,036	-	7,70,036	0.57%	0.00%

Particulars	Number of shares				% Change during the year
	As at March 31, 2023	Change	As at March 31, 2024	% of holding of equity shares	
D Uday Kumar Reddy	2,92,39,225	-	2,92,39,225	21.75%	0.00%
D Tanuja Reddy	2,10,88,127	-	2,10,88,127	15.68%	0.00%
Blue Green Technologies Private Limited	3,20,000	-	3,20,000	0.24%	0.00%
Veda Matha Technologies Private Limited	3,05,000	-	3,05,000	0.23%	0.00%
Mobile Techsol Private Limited	20,85,000	-	20,85,000	1.55%	0.00%
TNA Corporation LLP	34,79,000	-	34,79,000	2.59%	0.00%
Ram Avenues LLP	2,40,710	-	2,40,710	0.18%	0.00%
Anmitha Ventures LLP	10,76,684	-	10,76,684	0.80%	0.00%
S R Holdings	3,87,500	-	3,87,500	0.29%	0.00%
Msquare Vision Infra	1,59,000	-	1,59,000	0.12%	0.00%
M V Corporation	2,20,000	-	2,20,000	0.16%	0.00%
M & M Holdings	7,70,036	-	7,70,036	0.57%	0.00%

Note 17

Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Capital reserve	699.20	699.20
(ii) Capital redemption reserve	188.15	188.15
(iii) General reserve	2,548.17	2,548.17
(iv) Securities premium	21,441.83	22,187.44
(v) Employee stock options outstanding account	1,458.44	2,766.61
(vi) Retained Earnings	45,878.24	30,583.08
(vii) Foreign exchange translation reserve	(679.45)	(677.99)
(viii) Items of other comprehensive income	(276.14)	(80.61)
Total	71,258.44	58,214.05

(i) Capital reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	699.20	699.20
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	-	-
Closing balance	699.20	699.20

(ii) Capital redemption reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	188.15	188.15
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	-	-
Closing balance	188.15	188.15

(iii) General reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	2,548.17	2,548.17
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	-	-
Closing balance	2,548.17	2,548.17

(iv) Securities premium

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	22,187.44	21,532.28
Add: Premium on exercise of stock option	2,237.08	655.16
Less: Premium on purchase of treasury shares (Refer note below)	(2,982.69)	-
Closing balance	21,441.83	22,187.44

1. Tanla Platforms Limited has created 'TPL ESOP Trust' pursuant to the applicable provisions of the Indian Trust Act, 1882, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SBEB Regulations"), applicable provisions of the Companies Act, 2013 and the Rules made thereunder. This trust was created as on April 25, 2024 and registered in Sub Registrar on May 30, 2024, with the objective to implement 'TPL Stock Options Scheme 2024' ("ESOP 2024" or "Scheme") through a trust route.
2. TPL ESOP Trust scheme through ESOP trust acquired an aggregate of 3,19,600 equity shares of the company (Treasury Shares) from the open market during year ended March 31, 2025 for a net consideration of ₹2,982.69 Lakhs.

(v) Employee stock options outstanding account

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	2,766.61	2,598.13
Add: Amortisation of employee stock compensation expense	928.91	823.64
Less: Transfer on account of exercise of stock options to securities premium	(2,237.08)	(655.16)
Closing balance	1,458.44	2,766.61

(vi) Retained earnings

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	30,583.08	28,769.27
Profit for the year	31,439.79	15,258.74
Less: Dividend paid during the year	(16,144.63)	(13,444.93)
Closing balance	45,878.24	30,583.08

(vii) Foreign exchange translation reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	(677.99)	(683.00)
Add: Additions during the year	-	12.73
Less: Deletions/transfer during the year	(1.46)	(7.72)
Closing balance	(679.45)	(677.99)

(viii) Items of other comprehensive income

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	(80.61)	(263.11)
Add: Additions during the year	(195.53)	182.50
Less: Remeasurement of net defined benefit asset / obligation	-	-
Closing balance	(276.14)	(80.61)

Nature and purpose of reserves:

- 1. Capital Reserve:** Represents capital reserve balances of acquired entities which are transferred to the Company upon mergers in the earlier years.
- 2. Capital Redemption Reserve:** In accordance with Section 69 of the Act, capital redemption reserve is created equal to the nominal value of the shares bought back as an appropriation from securities premium reserve.
- 3. General Reserve:** The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Act.
- 4. Securities premium:** The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of options. This reserve will be utilised in accordance with provisions of Section 52 of the Act.
- 5. Employee stock options outstanding account:** The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to Employee Stock Options Outstanding Account. This will be utilised for allotment of equity shares against outstanding employee stock options.
- 6. Retained earnings:** Retained earnings are the profits that the Company has earned till date less any transfers to general reserve, dividends or other distribution to shareholders.
- 7. Foreign exchange translation reserve:** Gains/losses arising on retranslating the net assets of foreign operations into ₹. The cumulative amount is reclassified to profit or loss when the foreign operation is disposed-off.
- 8. Items of other comprehensive income:** Represents re-measurement of defined employee benefit plan, i.e. Difference between the interest income on plan assets and the return actually achieved, any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and subsequently not reclassified into Statement of profit and loss.

Note 18

Non current borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured loan from related party*	13,219.14	25,500.00
Total	13,219.14	25,500.00

*During the FY 2023-24 the Company has availed a loan from Karix Mobile Private Limited (Wholly owned subsidiary company). This loan carries an interest rate of 9.75% p.a. It is repayable on demand / within 6 years from the date of disbursement. Also refer note 5.

Note 19

Provisions

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Provisions-non current		
Provision for compensated absences	53.00	43.27
Provisions-non current (A)	53.00	43.27
Provisions-current		
Provision for compensated absences	22.41	19.48
Provisions-current (B)	22.41	19.48
Total (A)+(B)	75.41	62.75

Movement in provision for compensated absences

Particulars	As at March 31, 2025	As at 'March 31, 2024
Opening balance	62.75	67.97
Provision charged to profit and loss	21.03	12.50
Provision charged to OCI	8.13	(12.83)
Payment made during the year	(16.50)	(4.89)
Closing balance	75.41	62.75

Note 20

Other non current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Other security deposits	128.02	69.85
Total	128.02	69.85

Note 21

Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade payables		
Total outstanding dues of micro enterprise and small enterprises (MSME)	3.30	29.67
Total outstanding dues of creditors other than micro enterprises and small enterprises	31,949.73	32,706.33
Total	31,953.03	32,736.00

Notes:

1. Refer note 42 for the details of amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).
2. Refer note 46(B) for the details of trade payables due to related parties.
3. Creditors other than micro and small enterprises are non-interest bearing and are settled as per the normal trade cycle.
4. The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in note 35.

Trade payables ageing schedule

As at March 31, 2025

Particulars	Outstanding for following periods from due date					Total
	Not due	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
i) MSME	1.31	1.99	-	-	-	3.30
ii) Others	4,635.30	26,326.57	246.99	236.88	503.99	31,949.73
iii) Disputed Dues-MSME	-	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-	-
Total	4,636.61	26,328.56	246.99	236.88	503.99	31,953.03

As at March 31, 2024

Particulars	Outstanding for following periods from due date					Total
	Not due	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
i) MSME	14.18	15.49	-	-	-	29.67
ii) Others	8,976.11	22,575.81	258.43	893.75	2.23	32,706.33
iii) Disputed Dues-MSME	-	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-	-
Total	8,990.29	22,591.30	258.43	893.75	2.23	32,736.00

Note 22

Other current financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Payables for capital goods	3.80	23.92
Other payables- cost of services	6,449.75	7,139.35
Payable to group companies (refer note 46)	6,050.00	6,049.85
Unclaimed dividend	117.17	85.41
Payable towards corporate social responsibility expenditure	570.51	270.87
Other liabilities	1,031.34	987.63
Total	14,222.57	14,557.03

Note 23

Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory dues payable	222.06	415.93
Advance received from customers	78.56	48.23
Total	300.62	464.16

Note 24

Current tax liability (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for tax (Net of advances tax)	4.96	-
Total	4.96	-

Note 25

Revenue from Operations*

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Overseas	100.88	144.17
Domestic: India	85,301.33	1,01,067.94
Total	85,402.21	1,01,212.11

*Refer note 43 for disaggregation of revenue

Note 26

Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on		
Loan given to subsidiary (at amortised cost)	1,086.50	1,056.29
Fixed deposits (at amortised cost)	138.68	174.53
Interest on income tax refund	77.48	76.57
Rental income from subsidiary (refer note 46)	33.89	27.42
Dividend from subsidiaries	19,358.49	11,015.32
Gain on sale of investment in subsidiary	8,337.12	-
Miscellaneous income	1,406.88	1,416.54
Income from liquid funds		
- Realised	45.24	-
- Un-realised (at fair value through profit and loss)	28.66	-
Total	30,512.94	13,766.67

Note 27

Cost of Services

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cost of services	71,032.75	87,053.65
Total	71,032.75	87,053.65

Note 28

Employee benefit expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and bonus (Refer note below)	3,944.76	3,188.64
Employee stock compensation expense (Refer note 41)*	178.71	459.71
Contribution to provident and other funds	262.33	211.57
Staff welfare expenses	308.53	201.50
Total	4,694.33	4,061.42

Note: Amount recognised in statement of profit and loss in respect of gratuity is ₹ 23.41 (FY 2023-24: ₹ 19.61) and in respect of leave encashment is ₹ 21.03 (FY 2023-24: ₹ 12.50)

*The company provides RSU to the employees of the group as per the scheme.

Note 29

Finance cost

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest		
Interest on borrowings (refer note 46)	2,259.90	1,873.20
Total	2,259.90	1,873.20

Note 30

Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on property, plant and equipment (Refer note 3(a))	615.11	557.80
Amortisation on intangible assets (Refer note 3(b))	210.17	207.52
Total	825.28	765.32

Note 31

Connectivity and related expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Data centre and hosting charges	223.40	244.82
Internet and cloud computing charges	392.54	433.14
Total	615.94	677.96

Note 32

Other Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Communication expenses	10.94	7.26
Travelling expenses	757.25	613.94
Repairs & maintenance expenses	509.00	412.77
Advertisement and Marketing expenses	297.70	465.49
Rent, rates & taxes	102.13	150.94
Printing & stationery	10.44	2.20
Office maintenance expenses	111.90	99.82
Power & fuel	29.61	38.09
General expenses	157.83	86.63
Insurance	350.94	282.02
Listing fees to stock exchanges	36.71	33.55
Professional charges	819.62	1,110.30
Postage and courier	6.63	4.60
Foreign exchange fluctuation	1.22	5.98
Auditors remuneration (refer note 1 below)	114.30	92.50
Bank charges	5.75	28.14
Corporate social responsibility expenses (refer note 40)	348.32	337.06
Members and Subscriptions	86.55	12.61
Total	3,756.84	3,783.90

Note 1- Following is the break-up of Auditors remuneration (exclusive of GST)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Statutory audit	99.00	77.50
Attestation services (in capacity as statutory auditor)	4.75	7.34
Other matters	10.55	7.66
Total	114.30	92.50

Note 33**Taxes**

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Income tax expense		
Current tax	1,009.61	1,004.81
Adjustment of tax relating to prior periods	0.03	9.27
Deferred tax	280.68	490.51
Total income tax expense recognised in Statement of Profit & Loss	1,290.32	1,504.59
Income tax expense charged to OCI		
Net loss/(gain) on remeasurements of defined benefit plans	65.76	(44.35)
Income tax charged to OCI	65.76	(44.35)

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (31 March 2024: 25.17%) and the reported tax expense in the statement of profit and loss is as follows:

(a) Reconciliation of effective tax rate:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax	32,730.11	16,763.33
Company's domestic tax rate	25.17%	25.17%
Tax at statutory income tax rate	8,238.17	4,219.33
Tax effect on:		
- Dividend from subsidiary exempt for tax purposes	(4,872.53)	(2,772.56)
- Taxes pertaining to earlier years	0.03	9.27
- Gain on sale of investment in subsidiary	(2,098.45)	-
- Un-realised gain on mutual funds	(7.21)	-
- Corporate social responsibility expenses	87.67	-
- Others	(57.36)	48.55
Income tax expense	1,290.32	1,504.59

Note 34

Fair values of financial assets and financial liabilities

The fair value of other current financial assets, cash and cash equivalents, trade receivables, trade payables, and other financial liabilities approximate the carrying amounts because of the short term nature of these financial instruments.

Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits, term deposits, and other financial assets.

Similarly, carrying values of non-current security deposits and non-current term deposits are not significant and therefore the impact of fair value is not considered for disclosure.

Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

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

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

No financial assets/liabilities have been valued using level 1 fair value measurements.

Financial instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value.

Particulars	Carrying value as at March 31, 2025	Fair value as at March 31, 2025	Carrying value as at March 31, 2024	Fair value as at March 31, 2024
(i) Financial Assets:				
At amortised cost				
Trade receivables	25,717.80	25,717.80	26,341.17	26,341.17
Cash and cash equivalents	7,035.93	7,035.93	2,156.44	2,156.44
Bank balances other than cash and cash equivalents	1,897.44	1,897.44	4,175.32	4,175.32
Loan	13,455.12	13,455.12	10,540.19	10,540.19
Earnest money deposits	60.00	60.00	10.00	10.00
Security deposits	48.13	48.13	47.52	47.52
Rental deposits	3.60	3.60	1.50	1.50
Bank deposits with more than twelve months maturity	398.42	398.42	102.41	102.41
Loan to employees	2.95	2.95	12.74	12.74
Receivable from Group Companies	1,578.05	1,578.05	1,809.67	1,809.67
Accrued income	7,083.65	7,083.65	9,288.92	9,288.92
Interest accrued on fixed deposits	82.28	82.28	33.27	33.27
Other receivables	-	-	48.16	48.16
At fair value through profit and loss				
Investment in liquid funds	2,084.86	2,084.86	-	-
At cost				
Investment in subsidiaries	66,171.49	66,171.49	70,115.23	70,115.23
Total financial assets	1,25,619.71	1,25,619.71	1,24,682.54	1,24,682.54
(ii) Financial Liabilities:				
At amortised cost				
Borrowings	13,219.14	13,219.14	25,500.00	25,500.00
Trade payables	31,953.03	31,953.03	32,736.00	32,736.00
Payables for capital goods	3.80	3.80	23.92	23.92
Other payables- cost of services	6,449.75	6,449.75	7,139.35	7,139.35
Payable to group companies	6,050.00	6,050.00	6,049.85	6,049.85
Other liabilities	1,031.34	1,031.34	987.63	987.63
Unclaimed dividend	117.17	117.17	85.41	85.41
Payable towards corporate social responsibility expenditure	570.51	570.51	270.87	270.87
Total financial liabilities	59,394.74	59,394.74	72,793.03	72,793.03

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. The difference between carrying amounts and fair values of bank deposits, other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented. For all other amortised cost instruments, carrying value represents the best estimate of fair value. For financial assets measured at fair values, the carrying amounts are equal to the fair values. Investment in subsidiaries are measured at cost less impairment, if any.

Note 35

Financial risk management

(All amounts are in ₹ Lakhs, unless otherwise stated)

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency). The Company operates in Dubai through its branch and is exposed to foreign currency rate risk through operating activities.

The foreign currency risks from financial instruments is as follows:

Particulars	AUD	AED	USD	EURO	GBP
As at March 31, 2025					
Financial Assets					
Trade receivables	-	435.29	524.57	1.11	-
Cash and cash equivalents	-	16.36	49.29	-	-
Receivable from group companies	-	-	59.94	-	-
Total	-	451.65	633.80	1.11	-
Financial Liabilities					
Trade payables	1.14	-	776.08	-	16.56
Total	1.14	-	776.08	-	16.56
As at March 31, 2024					
Financial Assets					
Trade receivables	-	438.84	517.91	1.08	-
Cash and cash equivalents	-	2.36	373.16	-	-
Total	-	441.20	891.07	1.08	-
Financial Liabilities					
Trade payables	-	-	1,178.10	-	15.79
Payable to group companies	-	-	250.85	-	-
Total	-	-	1,428.95	-	15.79

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's investment in deposits with banks are for short durations and therefore do not expose the Company to significant interest rate risk.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities on undiscounted basis:

Particulars	Due in 1 year	1 - 2 years	3-5 years	More than 5 years
As at March 31, 2025				
Financial Liabilities				
Trade payables	31,953.03	-	-	-
Borrowings	-	-	-	13,219.14
Payables for capital goods	3.80	-	-	-
Other payables- cost of services	6,449.75	-	-	-
Payable to group companies	6,050.00	-	-	-
Other liabilities	1,031.34	-	-	-
Unclaimed dividend	117.17	-	-	-
Payable towards corporate social responsibility	570.51	-	-	-
Total	46,175.60	-	-	13,219.14
As at March 31, 2024				
Financial Liabilities				
Trade payables	32,736.00	-	-	-
Borrowings	-	-	-	25,500.00
Payables for capital goods	23.92	-	-	-
Other payables- cost of services	7,139.35	-	-	-
Payable to group companies	6,049.85	-	-	-
Other liabilities	987.63	-	-	-
Unclaimed dividend	85.41	-	-	-
Payable towards corporate social responsibility	270.87	-	-	-
Total	47,293.03	-	-	25,500.00

(c) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Company also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. The Company does not foresee any credit risks on deposits with regulatory authorities.

Trade receivables

The customer's credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management.

Credit quality of a customer is assessed based on the individual credit limits are defined in accordance with the assessment and outstanding customer receivables are regularly monitored.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to ₹25,717.80 (March 31, 2024: ₹26,341.17). The movement in allowance for impairment in respect of trade and other receivables during the year was as follows:

Allowance for doubtful debts	March 31, 2025	March 31, 2024
Opening balance	136.40	135.55
Additional provision/(Reversal) (net)	-	-
Exchange difference	1.43	0.85
Closing balance	137.83	136.40

As at March 31, 2025

Particulars	Trade receivables				Total
	Current	0-90 days past	91-180 days past	More than 180 days past due	
Expected credit loss (ECL) rate	0.10%	0.41%	0.23%	1.84%	
Gross carrying amount	7,186.03	8,531.44	5,667.23	4,470.93	25,855.63
Probability of default (PD)	7.50	34.88	13.21	82.24	137.83
Net carrying amount	7,178.53	8,496.56	5,654.02	4,388.69	25,717.80

As at March 31, 2024

Particulars	Trade receivables				Total
	Current	0-90 days past	91-180 days past	More than 180 days past due	
Expected credit loss (ECL) rate	0.05%	0.04%	0.81%	8.96%	
Gross carrying amount	8,273.11	16,397.54	438.57	1,368.35	26,477.57
Probability of default (PD)	4.13	6.08	3.53	122.66	136.40
Net carrying amount	8,268.98	16,391.46	435.04	1,245.69	26,613.97

Note 36

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Hence, the Company may adjust any dividend payments, return capital to shareholders or issue new shares or sell assets to reduce debt. Total capital is the equity as shown in the statement of financial position. Currently, the Company primarily monitors its capital structure on the basis of the following gearing ratio. Management is continuously evolving strategies to optimize the returns and reduce the risks. It includes plans to optimize the financial leverage of the Company.

The capital for the reporting year under review is summarised as follows:

Particulars	March 31, 2025	March 31, 2024
Total Borrowings	13,219.14	25,500.00
Less: cash and cash equivalents and investments in liquid funds	9,120.79	2,156.44
Net (debt) / surplus	(4,098.35)	(23,343.56)
Total Equity	72,604.61	59,558.65
Gearing ratio	5.64%	39.19%

The Company is predominantly equity financed which is evident from the capital structure table.

Note 37

Assets Pledged as Security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	Notes	March 31, 2025	March 31, 2024
Current assets			
Trade receivables	10	25,717.80	26,341.17
Fixed deposits	12	146.69	6,920.25
Total Current assets pledged as security		25,864.49	33,261.42
Non-Current assets			
Freehold land	3(a)	765.70	765.70
Buildings		208.92	200.57
Total Non-Current assets pledged as security		974.62	966.27
Total Assets pledged as security (Refer note 1)		26,839.11	34,227.69
Maximum sanctioned limit (Refer note 2)		4,095.00	7,095.00

Note:

1. Sanctioned limit has been secured by giving security as collateral being books debts, fixed deposits with the bank and commercial property.
2. The bank's rights over the pledged security at the maximum facility utilised and outstanding during the period.
3. Assets given as pledge in the above table, is towards security given for Bank Guarantees and other working capital limits sanctioned by Bank (to Tanla) to the tune of ₹ 4,095 from which the utilisation amount is ₹ 1,071 (₹ 1,059 in FY 2023-24) towards bank guarantees. The bank's right on recovery is restricted only to the extent of amount utilised and not paid beyond the due dates.

Note 38

Employee benefits

The Company has a defined benefit gratuity plan and governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to a gratuity on departure at 15 days salary for each completed year of service. The scheme is funded through a policy with Life Insurance Corporation of India. The following table summarise net benefit expense recognized in the statement of Profit and Loss, the status of funding and the amount recognised in the balance sheet for the gratuity plan.

Defined benefit plans

S.no	Particulars	March 31, 2025	March 31, 2024
A	Net Employee Benefit Expense		
	(Recognised in Employee Benefit Expense)		
	Current service cost	67.82	48.82
	Interest cost	13.69	31.26
	Expected return on plan assets	(58.10)	(60.47)
	Net employee benefit expense	23.41	19.61
B	Amount recognised in Balance Sheet		
	Defined benefit obligation	388.34	267.12
	Fair value of plan assets	673.67	865.67
	Asset recognised in Balance sheet	(285.33)	(598.55)
C	Changes in the present value of the defined benefit obligation		
	Opening defined benefit obligation	267.14	431.54
	Current service cost	67.82	48.82
	Interest cost	13.69	31.26
	Benefits paid	(31.28)	(30.46)
	Net actuarial (gains)/losses on obligation for the year recognised under OCI	70.97	(214.02)
	Closing defined benefit obligation	388.34	267.14
D	Changes in the fair of plan assets		
	Opening fair value of plan assets	865.67	805.20
	Interest income	(192.00)	60.47
	Employer contribution	31.28	30.46
	Benefits paid	(31.28)	(30.46)
	Fund charges	-	-
	Closing fair value of plan assets	673.67	865.67
E	Actuarial Assumptions		
	Discount Rate	6.99%	7.23%
	Rate of increase in Salary	6.00%	6.00%
	Expected average remaining working lives of employees (years)	24.42	25.05
	Attrition Rate	10 to 26%	10 to 26%

As at March 31, 2025, closing net defined asset of ₹388.34 (₹ 267.14 in FY 2023-24) is classified as part of Other receivables, Note 15.

A quantitative sensitivity analysis for significant assumption as at March 31, 2025 is as shown below:

Particulars	March 31, 2025	March 31, 2024
Discount rate		
1% increase	372.39	255.87
1% decrease	(405.99)	(279.56)
Rate of increase in salary		
1% increase	404.23	279.16
1% decrease	(372.37)	(255.76)
Mortality rate		
1% increase	388.38	267.16
1% decrease	(388.28)	(267.08)
Attrition Rate		
1% increase	388.13	266.80
1% decrease	(388.41)	(267.38)

Maturity profile of defined benefit obligation

Particulars	March 31, 2025	March 31, 2024
1 year	82.55	45.38
2 years	53.85	50.90
3 years	72.79	33.22
4 years	52.34	44.96
5 years onwards	309.26	226.25

The weighted-average duration of the defined benefit obligation as at March 31, 2025 was 5 years (March 31, 2024: 5 years) for gratuity plan.

Composition of plan assets

Plan assets comprise of 100% insurer managed funds. Fund is managed by Life Insurance Corporation as per Insurance Regulatory and Development Authority of India guidelines, category wise composition of plan assets is not available.

Note 39

Dividend

During previous year on April 25, 2024 the Board of Directors have proposed final dividend of ₹6 per equity share amounting to ₹8,067.59 Lakhs and the same is approved by shareholders at the Annual General Meeting ('AGM') held on July 25, 2024 and the same was not recognised as liability as at March 31, 2024.

Interim dividend:

The Board of Directors of the Company in their meeting held on January 21, 2025 paid an interim dividend of ₹6 and meeting held on April 24, 2025 have declared and ₹6 per equity share respectively amounting to ₹ 16,154.08 Lakhs.

Particulars	March 31, 2025	March 31, 2024
Interim dividend:		
Interim dividend for the year ended 31 March, 2025: ₹12 per share (₹6 per share for the year ended 31 March,2024)	16,154.08	8,067.59
Final dividend:		
Final dividend for the year ended 31 March, 2025 is nil (₹6 per share for the year ended 31 March,2024)	-	8,067.59
Total dividend	16,154.08	16,135.18

Note 40

Corporate Social Responsibility

As per Section 135 of the Act, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

Details of CSR expenditure :

Particulars	March 31, 2025	March 31, 2024
(i) Gross amount required to be spent by the Company during the year	348.32	337.06
(ii) Amount approved by the Board to be spent by the company during the year	348.32	337.06
(iii) Amount of expenditure incurred	57.41	91.31
(iv) Shortfall at the end of the year	290.91	245.75
(v) Total of previous years shortfall	536.66	-
(vi) Reason for shortfall	Refer note (a) below	Refer note (a) below
(vii) Nature of CSR activities	Refer note (b) below	Refer note (b) below
(viii) Details of related party transactions	NA	NA
(ix) Where a provision is made in respect to a liability incurred by entering into a contractual obligation, the movements in provision	NA	NA

Note:

(a) The shortfall is on account of ongoing projects.

(b) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Note 41

Employee Stock Based Compensation

A. Restricted Stock Unit Plan 2021 (RSUs)

The Company has instituted Tanla Platforms Limited-Restricted Stock Unit (RSU) Plan 2021, wherein shareholders of the Company have approved 30,00,000 (Thirty lakh) RSUs to the eligible employees of the Company. The RSUs will vest over a period of 1-4 years.

Particulars	March 31, 2025		March 31, 2024	
	No. of RSUs	Weighted average exercise price in ₹	No. of RSUs	Weighted average exercise price in ₹
RSUs outstanding at the beginning of the year	2,47,497	1.00	3,20,500	1.00
Granted during the year	3,213	1.00	-	1.00
Vested during the year	1,09,999	1.00	1,07,503	1.00
Exercised during the year	1,57,499	1.00	59,503	1.00
Lapsed during the year	40,000	1.00	13,500	1.00
Forfeited during the year	-	-	-	-
RSU outstanding at the end of the year	53,211	1.00	2,47,497	1.00
RSUs vested and exercisable at the end of the year	-	1.00	50,000	1.00

Break-up of employee stock compensation expense (refer note 28)

Particulars	Tanla Platforms Limited- Restricted Stock Unit Plan 2021	
	March 31, 2025	March 31, 2024
Key Managerial Personnel (KMP)	(187.17)	254.90
Employees other than KMP	126.40	204.81
Total	(60.77)	459.71

The following assumptions were used for calculation of fair value of RSUs:

Tanla Platforms Limited- Restricted Stock Unit Plan 2021	Assumptions
Exercise price (in ₹)	1
*Grant date share price (in ₹)	890-1,514.20
Dividend yield (%)	4%
Expected volatility (%)	49.45%
Risk-free-interest (%)	5.1%-6.3%
Expected term (in years)	2-4

*The fair value of each option is estimated on the date of grant using the Black Scholes model.

B. TPL Stock Options Scheme 2024

Tanla Platforms Limited has created 'TPL ESOP Trust' pursuant to the applicable provisions of the Indian Trust Act, 1882, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SBEER Regulations"), applicable provisions of the Companies Act, 2013 and the Rules made thereunder. This trust was created as on April 25, 2024 and registered in Sub Registrar on May 30, 2024, with the objective to implement 'TPL Stock Options Scheme 2024' ("ESOP 2024" or "Scheme") through a trust route.

The primary objectives of the Scheme are to reward the Employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this Scheme to attract and retain the key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company views performance linked stock option scheme as a long-term incentive tool that would assist in aligning Employees interest with that of the shareholders while limiting the dilution in the shareholding and enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future.

Particulars	March 31, 2025	
	No. of RSUs	Weighted average exercise price in ₹
RSUs outstanding at the beginning of the year	-	1.00
Granted during the year	2,15,390	1.00
Vested during the year	-	1.00
Exercised during the year	-	1.00
Lapsed during the year	-	1.00
Forfeited during the year	-	-
RSU outstanding at the end of the year	2,15,390	1.00
RSUs vested and exercisable at the end of the year	-	1.00

Break-up of employee stock compensation expense (refer note 28)

Particulars	TPL Stock Options Scheme 2024	
	March 31, 2025	March 31, 2024
Key Managerial Personnel (KMP)	191.73	-
Employees other than KMP	47.75	-
Total	239.48	-

The following assumptions were used for calculation of fair value of RSUs:

TPL Stock options scheme 2024	Assumptions
Exercise price (in ₹)	1
Grant date share price (in ₹)	783-973
Dividend yield (%)	1.29%
Expected volatility (%)	51.06%
Risk-free-interest (%)	6.72%
Expected term (in years)	1-4

Note 42

The details of amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at March 31, 2025 and March 31, 2024 by the Company. The disclosure pursuant to the said act is as under:

Particulars	March 31, 2025	March 31, 2024
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
- Principal	3.30	7.87
- Interest	-	-
(b) the amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of the each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act.	-	-

The information has been determined to the extent such parties have been identified on the basis of the information available with the Company.

Note 43

Revenue from operations

(a) Revenue recognised from customer contracts

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue recognised from customer contracts	85,402.21	1,01,212.11
Less:-Impairment losses recognised	-	-
Total Revenue	85,402.21	1,01,212.11

(b) Disaggregate revenue information

The Company disaggregates the revenue from customers by types of services rendered geographically which is A2P SMS Services. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of the revenues and cash flows are affected by industry, market and other economic factors.

(c) Geographic revenue

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Overseas	100.88	144.17
India	85,301.33	1,01,067.94
Total Revenue	85,402.21	1,01,212.11

(d) Timing of revenue recognition

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Point in time	85,402.21	1,01,212.11
Over time	-	-
Total Revenue	85,402.21	1,01,212.11

(e) Contract balances

Following table covers the movement in contract balances during the year:

Particulars	Contract Asset	
	March 31, 2025	March 31, 2024
Opening balance (A)	9,288.92	9,130.28
Add/(Less): Revenue recognised during the year	85,402.21	1,01,212.11
Add/(Less): Progress Bills raised during during the year (net of adjustments)	(87,607.48)	(1,01,053.47)
Closing Balance (B)	7,083.65	9,288.92

Particulars	Contract liability	
	March 31, 2025	March 31, 2024
Opening balance (A)	7,139.35	6,951.58
Add/(Less): Revenue recognised during the year	71,032.75	87,053.65
Add/(Less): Progress Bills raised during during the year (net of adjustments)	(71,722.35)	(86,865.88)
Closing Balance (B)	6,449.75	7,139.35

Note 44

Contingent Liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
Outstanding guarantees given by the Company	a	1,071.00	1,059.00
Secondary guarantee given by holding company on behalf of subsidiary		15,900.00	15,900.00
Claims against Company, not acknowledged as debts	b to d	483.31	330.41

Note:

(a) Guarantees outstanding

Total Guarantees outstanding as of March 31, 2025 amounting to ₹16,971 (March 31, 2024: ₹16,959) have been issued by banks on behalf of the Company, includes ₹15,900 (March 31, 2024: ₹15,900) towards bank guarantees on behalf of subsidiary. These guarantees have been given to telcos/banks/public sector undertakings towards performance guarantee of the Company & its subsidiary.

(b) Demand of service tax under ITSS and DSC service

The Company received service tax orders from the Department of Customs, Central Excise and Service tax for the financial years 2007-08 to 2009-10 demanding ₹900.30 on account of taxable service on import of information technology and software services including interest and penalty amounting to ₹745.92. Against this demand, the Commissioner of Central Tax vide order no. HYD-EXCUS-004-COM-010 2020-21 dated 25-03-2021 has dropped demand of ₹557.08 as the demand is eligible to take cenvat credit as per Cenvat Credit Rules, 2004. The order has confirmed a final demand of ₹193.69. Based on the strength of the case, management does not expect the same to have materially adverse effect on its financial position, as it believes the likelihood of any loss is not probable.

(c) Denial of cenvat credit on various input services

The department conducted audit during the year financial year 2011 and raised a demand for ₹121.78 and ₹14.94 along with interest and penalty under Section 78 of the Finance Act, 1994. The Company preferred an appeal to the Commissioner against the order of the department. The Commissioner allowed the CENVAT credit to the extent of ₹121.78. Aggrieved by the order, the department has filed an appeal with CESTAT seeking denial of cenvat credit of ₹121.78, while the Company filed further appeal before CESTAT for the allowance remaining of balance cenvat credit of ₹14.94. The legal consultants advised that the Company has a strong case to be allowed the Cenvat credit of ₹121.78 (Department appeal). Hence, no provision is considered necessary for interest and penalty of ₹14.94.

(c) Denial of input tax credit by GST authorities

The GST Authorities have issued a Show Cause Notice u/s 73 of the CGST Act, 2017 for FY 2018-19 alleging with respect to excess availment of input tax credit in GSTR 3B as compared with GSTR-2A. The Company has responded by relying on various judicial pronouncements which are applicable to the matter under consideration and mentioned the fact that the ITC is availed as per section 16 of the CGST Act, 2017.

While the Madras High Court in case of in case of D.Y. Beathel Enterprises Vs State Tax Officer (Data Cell) (Madras High Court) Appeal Number: W.P.(MD) Nos. 2127 of 2021 has provided a favourable judgement with respect of taxpayers, the GST department of State of Tamil Nadu has challenged this before the Supreme Court for which final order has not been passed. The Company is confident that it will not result in financial impact.

Demand was raised to the extent of ₹154 and ₹1.06 was paid and for the balance amount of ₹153, aggrieved by the order passed by the Jurisdiction officer the Company have filled the writ petition in the High court of Telangana and during FY 2024-25 and interim stay order was received.

Break up of Demand is as follows:

IGST:139 Penalty:13.9

Note 45

Segment Information

The Company publishes this standalone financial statements along with the consolidated financial statements. In accordance with Ind AS 108 Operating segments, the Company has disclosed the segment information in the consolidated financial statements.

Note 46

Related Party Disclosure

A) List of Related Parties:

(i) Name of the Related Party	Country	Relationship with the Entity
Tanla Mobile Asia Pacific Pte Limited	Singapore	Wholly-owned subsidiary
Tanla Digital Labs Private Limited	India	Wholly-owned subsidiary
Karix Mobile Private Limited	India	Wholly-owned subsidiary
Tanla Foundation	India	Wholly-owned subsidiary
ValueFirst Digital Media Private Limited	India	Wholly-owned subsidiary (w.e.f., July 03, 2023)
Gamooga Softtech Private Limited	India	Step Down subsidiary (w.e.f., January 21, 2025)
Tanla Digital (India) Private Limited	India	Step Down subsidiary
Tanla Digital Labs FZ-LLC	Dubai	Step Down subsidiary
Tanla Digital Labs Private Limited., London,(UK) (liquidated on February 11, 2025)	United Kingdom	Step Down subsidiary
Valuefirst Connect Private Limited	India	Step Down subsidiary (w.e.f., July 03, 2023)
Transcendent Communications Private Limited	India	Step Down subsidiary (w.e.f., July 03, 2023)
Communique Technology Private Limited	India	Step Down subsidiary (w.e.f., July 03, 2023)
Instacamp Marketing Private Limited	India	Step Down subsidiary (w.e.f., July 03, 2023)
Octane Marketing Private Limited	India	Step Down subsidiary (w.e.f., July 03, 2023)
Unimobile Messaging Solutions LLP	India	Step Down Limited liability partnership (w.e.f., July 03, 2023)
Navin Communications LLP (dissolved on September 28, 2024)	India	Step Down Limited liability partnership (w.e.f., July 03, 2023)
Supertech Communications LLP	India	Step Down Limited liability partnership (w.e.f July 03, 2023)
Srinand Communications LLP (dissolved on September 28, 2024)	India	Step Down Limited liability partnership (w.e.f., July 03, 2023)
Mobtel Services LLP (dissolved on September 28, 2024)	India	Step Down Limited liability partnership (w.e.f., July 03, 2023)
TPL ESOP Trust (w.e.f May 28, 2024)	India	Wholly-owned subsidiary
Tanla Mobile Middle East LLC (w.e.f January 30, 2025)	Kingdom of Saudi Arabia	Step Down subsidiary
PT Karix Communications Indonesia (w.e.f February 14, 2025)	Indonesia	Step Down subsidiary
Ontime Communications LLP	India	Step Down Limited liability partnership (w.e.f., July 03, 2023)
Valuefirst Digital Media Pte. Limited	Singapore	Step Down subsidiary (w.e.f., July 03, 2023)
Z-Axis Management Consultants and Strategic Advisors LLP	India	Entity in which KMP is a Designated Partner

(ii) Key Managerial Personnel

Mr. D Uday Kumar Reddy – Founder Chairman & Chief Executive Officer

Mr. Aravind Viswanathan – Chief Financial Officer (upto July 31, 2024)

Mr. Abhishek Kumar Jain – Chief Financial Officer (w.e.f., August 01, 2024)

Ms. Seshanuradha Chava – General Counsel and Chief Regulatory Officer

Dr. Sanjay Kapoor – Non-Executive Director

Ms. Amrita Gangotra – Independent Director (upto July 25, 2024)

Mr. Rohit Bhasin – Independent Director (upto July 25, 2024)

Mr. François Ortalo-Magné - Independent Director (w.e.f., October 17, 2024)

Ms. Naiyya Saggi - Independent Director (w.e.f., December 09, 2024)

Mr. Rahul Khanna - Independent Director

Dr. RS Sharma - Independent Director - (w.e.f., January 08, 2024)

Mr. Deepak Goyal - Executive Director

B) Related party Transactions for the year ended March 31, 2025:

Nature of Transactions/ Name of the Subsidiary	Transactions Dr/ (Cr)		Balance Outstanding Dr/(Cr)	
	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
i Tanla Mobile Asia Pacific Pte Ltd				
Services received	5.61	20.54	(772.11)	(1,155.45)
Services rendered	-	-	24.98	24.98
Other advances given/(taken)	-	-	-	-
Dividend received	8,059.77	11,001.35	-	-
ii Karix Mobile Private Limited				
Services rendered	39,874.42	42,559.56	15,631.97	8,783.94
Services received	17,385.20	22,422.87	(17,256.35)	(13,464.91)
Other advances given	3,072.84	2,996.57	-	-
Other advances taken	3,339.24	8,780.16	(6,050.00)	(5,783.59)
Interest expense	2,259.90	1,873.20	-	-
Rental income	6.00	6.00	-	-
Other income	1,601.17	1,400.00	-	-
Loans (Taken)/Repaid (Refer note 5)	12,280.86	(25,500.00)	(13,219.14)	(25,500.00)
Guarantees given	-	-	-	15,900.00
Dividend received	11,298.72	-	-	-
iii Tanla Digital Labs Private Limited				
Services received	622.57	-	-	-
Loans given	3,708.51	8,907.04	13,455.12	10,540.19
Loans repaid	1,836.55	(7,912.50)	-	-
Other advances given	138.97	1,835.37	1,839.25	1,700.29
Other advances taken	-	(136.12)	-	-
Other income	10.79	-	10.57	-
Interest income	1,086.50	1,056.29	-	-
Rental income	0.48	0.48	1.04	0.52
iv ValueFirst Digital Media Pvt Ltd				
Services rendered	27,352.01	23,548.14	6,174.63	5,967.04
Services received	591.59	74.90	(647.84)	-
Rental income	2.75	-	1.89	-
Dividend received	-	13.97	-	-
v Gamooga Softtech Private Limited				
Other advances given/(taken)	-	22.83	-	(266.26)
Other advances repaid	266.26	216.92	-	-
Rental income	24.18	20.46	2.01	16.07
Interest income	4.09	-	-	-
vi Tanla Digital (India) Private Limited				
Other advances (Repaid)/taken	(162.97)	16.80	-	162.96
Rental income	0.48	0.48	0.04	0.52
vii Tanla Digital Labs FZ LLC				
Services rendered	-	-	342.68	334.25
Other advances given/(taken)	(209.49)	(41.36)	(250.85)	(41.36)
viii Tanla Foundation				
Amount transferred for CSR activities	-	26.91	(11.68)	(13.12)

	Reimbursement of Expenses	1.44	13.79	-	-
ix	Z-Axis Management Consultants and Strategic Advisors LLP				
	Professional services received	21.00	21.00	-	-

C) Transactions with key management personnel

Particulars	Transactions Dr/(Cr)		Balance Outstanding Dr/(Cr)	
	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Salaries and other employee benefits to KMP	765.43	513.44	-	-
Other benefits to non-executive directors/ independent directors	96.00	87.00	-	-
Shared based payments	(139.42)	190.02	-	-
Total	722.01	790.46	-	-

The above does not include the amounts pertaining to post retirement benefits that are estimated through actuarial valuation

Note 47

Earnings Per Share (EPS)

Basic earnings per share is calculated by dividing the profit/(loss) for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit/(loss) attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Profit after tax	31,439.79	15,258.74
Basic:		
Number of equity shares at the beginning of the year	13,44,59,860	13,44,00,357
Add: Issue of equity shares	1,57,499	59,503
Less: Buyback of equity shares	-	-
Number of equity shares at the end of the year	13,46,17,359	13,44,59,860
(b) Weighted average number of equity shares	13,43,43,300	13,44,35,225
Basic earnings per share (a)/(b)	23.40	11.35
Diluted:		
(c) Effect of potential equity shares on RSUs outstanding	2,68,285	2,47,250
(d) Weighted average number of equity shares for computation of Diluted EPS (b)+(c)	13,46,11,585	13,46,82,475
Diluted earnings per share (a)/(d)	23.36	11.33

Note 48

The Company has used an accounting software for maintaining its books of account (managed and maintained by a third-party software service provider) which has a feature of recording audit trail (edit log) facility. However in the absence of coverage of audit trail in the system and organisation controls (SOC) report, the fact on whether the same is enable at application or database level, cannot be established. However, the SOC report does not cover the fact whether the audit trail is enabled.

Note 49

Ratios

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% of Variance	Reason for variance
(a) Current ratio	Current assets	Current liabilities	1.28	1.17	10%	Note 1
(b) Debt-equity ratio	Total debt	Shareholders equity	18%	43%	-57%	Decrease in debt equity ratio is because of repayment of loan during the year. (Refer to note 5)
(c) Debt Service Coverage ratio	Net profit after taxes+Non-cash operating expenses +finance cost	Interest and lease payments+Principal repayments	2.35	3.01	-22%	Note 1
(d) Return on equity ratio	Net profits after taxes	Average shareholders equity	19.07%	22.66%	-16%	Note 1
(e) Trade ___receivables ___turnover ratio	Net sales	Average trade and unbilled receivables	2.50	3.24	-23%	Note 1
(f) Trade payables turnover ratio	Cost of services+connectivity expenses+other expenses+Employee benefit expenses	Average Trade Payables and other payables towards cost of services	2.05	2.73	-25%	Note 1
(g) Net capital turnover ratio	Net sales	Working capital=Current assets-Current liabilities	6.51	12.78	-49%	Decrease in net capital turnover ratio is due to increase in current assets in current financial year.
(h) Net profit ratio	Net profit after taxes	Net sales	14.76%	13.02%	13%	Note 1
(i) Return on capital employed	Earnings before interest, taxes and other income	Capital employed=Total equity + Borrowings	5.22%	5.73%	-9%	Note 1
(j) Return on investment	Interest income	Average fixed deposits	2.53%	2.54%	0%	Note 1

Note 1: As the variation in the respective ratios does not exceed 25%, no explanation is provided for the variance.

Note 2: Inventory turnover ratio has not been disclosed as the Company does not hold any inventory and the same is not applicable.

Note 50

Other Statutory information

- i. The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibitions) Act, 1988 and the rules made thereunder."
- ii. The Company does not have any transactions with companies struck off under section 248 of the Act.
- iii. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v. The Company has not been declared as a willful defaulter by any bank or financial institution or government or any government authority.
- vi. The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii. The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income tax Act, 1961).
- ix. The Company has been sanctioned working capital limits from Banks on the basis of security of current assets. Quarterly returns / statements are filed with such Banks are in agreement with the books of accounts.

Note 51

Previous year figures have been regrouped/reclassified wherever necessary to correspond with current year's classification/disclosures.

As per our report of even date attached

For M S K A & Associates

Chartered Accountants
Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner
Membership No. 221387

For and on behalf of the Board of Directors of

Tanla Platforms Limited

CIN: L72200TG1995PLC021262

D. Uday Kumar Reddy

Founder Chairman & CEO
DIN : 00003382

Abhishek Kumar Jain

Chief Financial Officer

Seshanuradha Chava

General Counsel and
Company Secretary
Membership No. A15519

Place: Gurugram

Date: April 24, 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of Tanla Platforms Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Tanal platforms Limited (hereinafter referred to as the "Holding Company") and a branch, TPL ESOP Trust ("Trust") and its subsidiaries(including LLPs) together referred to as ("the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements of a branch, a ESOP trust and subsidiaries (including LLPs) , the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2025, and of consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	<p>Revenue Recognition:</p> <p>Refer to the disclosures related to Revenue Recognition in Note 2C(g) to the Consolidated Financial Statements.</p> <p>The Group provides mobile messaging and payment solutions for Application to Peer (A2P) messaging services. The messaging platform has advanced security, reliability, analytics, service levels along with the proven ability to process the largest volume of messages per second.</p> <p>Considering the nature of business in which Group operates, there is complexity of the IT systems, significance of volumes of data processed by the IT systems, the impact of changing pricing models and inherent risk in relation to accuracy and completeness of revenue recognition.</p> <p>As the complexities of the nature, significant volume of data processed, operation in a highly competitive marketplace and impact of different pricing models, we have considered this as a key audit matter.</p>	<p>Our audit procedures in respect of this area included:</p> <ol style="list-style-type: none"> 1. Assessed the Group's revenue recognition accounting policies are in compliance with Ind AS115 - Revenue from Contracts with Customers (Ind AS 115). 2. Understood and evaluated the integrity of the general information and technology control environment and performed test on mitigating manual controls as applicable. 3. Tested the design, implementation and operating effectiveness of relevant controls in respect of revenue recognition and measurement. 4. Tested the design, implementation and operating effectiveness of relevant controls in respect of revenue recognition and measurement. Tested inter se reconciliations between relevant IT systems reports with general ledger, and performed verification of revenue recognised, deferred and unbilled revenue. 5. Performed substantive testing on test check basis and verified supporting documentation for revenue transactions recorded during the year which included sales invoices, customer contracts and bank statements; apart from that performed analytical procedures. 6. Tested inter se reconciliations between relevant IT systems reports with general ledger, and performed verification of revenue recognised, deferred and unbilled revenue. 7. Assessed disclosures in financial statements in respect of revenue, as specified in Ind AS 115.
2	<p>Assessment for impairment of investments:</p> <p>Refer Note 2C(j) to the Consolidated Financial Statements. Goodwill is tested for impairment by the Management on an annual basis as required by Ind AS 36 - Impairment of Asset.</p> <p>In determining the fair value/ value in use of business reporting units, the Group has applied judgment in estimating future revenues, operating profit margins, long-term growth rate and discount rates. As at March 31, 2025, Goodwill represents 793 % of the Group's total assets and 11.66 % of the Group's total shareholder's equity. The Group has performed its annual impairment test of goodwill and determined that no impairment is required to be done.</p> <p>Hence, due to the materiality of the amount in the context of the Consolidated Financial Statements and significant management judgement required for estimation of fair value/ value in use of business reporting units, this is considered to be the area which requires significant audit focus and accordingly, the matter is determined as a key audit matter.</p>	<p>Our audit procedures in respect of this area included:</p> <ol style="list-style-type: none"> 1. Obtained an understanding from the management with respect to process and controls followed by the Company to perform impairment test related to investments. 2. Assessed the Company's internal controls over preparation of annual budgets and future forecasts for the subsidiaries and the approach followed for impairment test and key assumptions applied. 3. Assessed the appropriateness of the valuation methodology applied and reasonableness of the assumptions used i.e., the discount rate and long-term growth rates used in the forecast including comparison to economic and industry forecasts where appropriate. 4. Assessed the reasonableness of the revenue and margin projections, the historical accuracy of the Company's estimates and its ability to produce accurate long-term forecasts. 5. Verified the arithmetical / mathematical accuracy of the management computations. 6. Assessed and validated the adequacy and appropriateness of the disclosures made by the management in the consolidated financial statements. 7. Ensured the verification compliance with Ind AS 36- 'Impairment of Assets' with respect to disclosures.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc but does not include the consolidated financial statements and our auditor's report thereon. The Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information' and describe actions applicable in the applicable laws and regulations.

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified

under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.

Other Matters

a. We did not audit the financial statements of a branch located outside India included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹916.50 Lakhs as at March 31, 2025, and the total revenue of ₹100.08 Lakhs and net cash flows amounting to ₹(316.19) Lakhs and Group's share of net loss (including total other comprehensive income) of ₹100.33 Lakhs for the year ended on that date, as considered in the financial statements of the branch. The financial statements of the branch have been prepared in accordance with the accounting principles generally accepted in their respective country and which has been audited by their auditor under generally accepted auditing standards applicable in their respective country. The Company's Management has converted the financial statements of such branch located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India.

We have audited the conversion adjustments made by the Company's Management, if any. Our opinion on the consolidated financial statements, in so far as it relates to the financial statements of such branch located outside India is based on the report of the branch auditor and conversion adjustments prepared by the Management of the Company and audited by us.

b. We did not audit the financial statements of a Trust included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹3,021.08 Lakhs as at March 31, 2025 and the total revenue of Rs. Nil and net cash flows amounting to ₹19.21 Lakhs and Group's share of net profit (including total other comprehensive income) of ₹10.88 Lakhs for the year ended on that date, as considered in the financial statements of the Trust. The financial statements of the Trust has been audited by the their auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the Trust, is based solely on the report of such auditor.

c. We did not audit the financial statements of 15 subsidiaries whose financial statements reflect total assets of ₹53,506.14 Lakhs as at March 31, 2025, total revenues of ₹84,086.41 Lakhs and net cash flows amounting to ₹3,432.71 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (including total other comprehensive income) of ₹2,666.38 Lakhs for the year ended March 31, 2025, as considered in the consolidated financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the Separate Financial Statements of the subsidiaries (including LLPs) referred to in the Other Matters section above we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and basis consideration of reports of other auditors, except for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit & Auditors) Rules, 2014 as amended and the reports of the other auditors.
- c. The reports on the accounts of the branch offices of the Holding Company, audited under Section 143 (8) of the Act by branch auditors have been sent to us, as applicable, and have been properly dealt with in preparing this report.
- d. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- e. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act
- f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies (including LLPs) none of the directors of the Group companies are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit & Auditors) Rules, 2014 as amended.
- h. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 45 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
 - iv.
 1. The respective Managements of the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries (including LLPs), to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 2. The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries (including LLPs) from any person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 3. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
 - v. On the basis of our verification and on consideration of the reports of the statutory auditors of subsidiary that are Indian companies under the Act, we report that:

- i. The final dividend paid by the Holding Company and the interim dividend paid by its subsidiary during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
 - ii. The Board of Directors of the Holding Company has proposed interim dividend for the year. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 42 to the consolidated financial statements)
- vi. With respect to reporting on audit trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 as amended, on the use of accounting software used by the Company for maintaining its books of accounts, we report as follows.

Based on examination which included test checks, the Company has used an accounting software for maintaining its books of account (managed and maintained by a third-party software service provider) which has a feature of recording audit trail (edit log) facility. However in the absence of coverage of audit trail in the system and organisation controls (SOC) report, the fact on whether the same is enable at application or database level, cannot be established.

Accordingly, we are unable to comment whether the audit trail feature has been operated throughout the year for all relevant transaction recorded in the software or whether there is any instance of audit trail feature being tampered with or whether the audit trail of prior year(s) has been preserved by the Company as per the statutory requirements for record retention. Refer Note 50 to the financial statements.

2. In our opinion, according to information, explanations given to us, the remuneration paid by the Group to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.
3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports issued by the statutory auditors of subsidiaries included in the consolidated financial statements of the Group to which reporting under CARO is applicable, we report as follows;

Sr. No	Name of the Company	CIN	Type of Company (Holding /Subsidiary)	Clause number of the CARO Report which is qualified or Adverse
1	Tanla Platforms Limited	L72200TG1995PLC021262	Holding Company	None
2	Karix Mobile Private Limited	U70100TG1998PTC054527	Subsidiary Company	None
3	Valuefirst Digital Media Private Limited	U64202DL2003PTC122688	Subsidiary Company	Clause ii (b), However, we have been provided with the reconciliation to the differences.
4	Tanla Digital Labs Private Limited	U72900TG2019PTC137708	Subsidiary Company	None
5	Tanla Digital (India) Private Limited	U72900TG2021PTC152756	Step Subsidiary Company	None
6	Gamooga Softech Private Limited	U72200AP2011PTC072375	Subsidiary Company	None

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner

Membership No.221387

UDIN: 25221387BMIARM9518

Place: Gurugram

Date: April 24, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TANLA PLATFORMS LIMITED

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by respective companies' management and Board of Directors included in the Group.
- Conclude on the appropriateness of management and Board of Director's of the respective Companies included in the Group, use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of the branch and the Trust which are included in the Company to express an opinion on the consolidated financial statements. For the branch and Trust included in the consolidated financial statements, which have been audited by other auditor, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2025 and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner

Membership No.221387

UDIN: 25221387BMIARM9518

Place: Gurugram

Date: April 24, 2025

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TANLA PLATFORMS LIMITED

[Referred to in paragraph 1(h) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Tanla Platforms Limited on the consolidated Financial Statements for the year ended March 31, 2025]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls reference to consolidated financial statements of Tanla Platforms Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company's branch and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Group, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

Management and Board of Director's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the holding company and its subsidiaries and, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the holding company and its subsidiaries, which are companies incorporated in India.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

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

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

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

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to a branch, 13 subsidiary companies (including LLP's), which are companies incorporated in India, is based on the corresponding reports of the auditors of the branch and the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Mukesh Kumar Pugalia

Partner

Membership No.221387

UDIN: 25221387BMIARM9518

Place: Gurugram

Date: April 24, 2025

Consolidated Balance Sheet as at March 31, 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	22,891.10	20,579.96
(b) Investment Property	8	164.65	167.48
(c) Capital work-in-progress	5	499.46	2,337.46
(d) Right-of-use assets	7	5,232.83	6,563.68
(e) Goodwill	10	26,455.15	26,455.15
(f) Other intangible assets	4	19,170.46	16,265.81
(g) Intangible assets under development	6	8,454.62	8,062.71
(h) Financial assets			
(i) Other financial assets	11	2,705.95	3,327.28
(i) Deferred tax assets (net)	12	4,634.39	3,971.56
(j) Other non-current assets	13	8,263.31	9,384.36
Total non-current assets		98,471.92	97,115.45
Current assets			
(a) Financial assets			
(i) Investments	14	11,986.71	-
(ii) Trade receivables	15	83,778.05	84,239.28
(iii) Cash and cash equivalents	16	50,150.30	54,355.39
(iv) Bank balances other than cash and cash equivalents	17	37,915.79	12,353.70
(v) Other financial assets	18	48,504.90	50,261.86
(b) Other current assets	19	2,963.00	2,572.26
Total current assets		2,35,298.75	2,03,782.49
TOTAL ASSETS		3,33,770.67	3,00,897.94
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	20	1,346.17	1,344.60
(b) Other equity	21	2,25,483.25	1,92,833.63
Total equity		2,26,829.42	1,94,178.23
Liabilities			
(1) Non current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	22	4,810.41	5,902.21
(b) Provisions	23	315.16	159.63
(c) Other non-current liabilities	24	129.68	75.26
Total non-current liabilities		5,255.25	6,137.10
(2) Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	22	1,594.33	1,601.74
(ii) Trade payables	25		
- Total outstanding dues of micro enterprises and small enterprises; and		37.60	231.49
- Total outstanding dues of creditors other than micro enterprises and small enterprises.		57,418.55	69,085.07
(iii) Other financial liabilities	26	35,673.99	26,294.45
(b) Other current liabilities	27	2,559.95	1,689.77
(c) Provisions	23	1,432.20	811.72
(d) Current tax liabilities (net)	28	2,969.38	868.37
Total current liabilities		1,01,686.00	1,00,582.61
Total liabilities		1,06,941.25	1,06,719.71
TOTAL EQUITY AND LIABILITIES		3,33,770.67	3,00,897.94

The accompanying notes form an integral part of the consolidated financial statements 1-55
As per our report of even date attached

For M S K A & Associates
Chartered Accountants
Firm Registration No. 105047W

Mukesh Kumar Pugalia
Partner
Membership No. 221387
Place: Gurugram, Date: April 24, 2025
#TanlaIntegratedReport25

**For and on behalf of the Board of Directors of
Tanla Platforms Limited**
CIN: L72200TG1995PLC021262

D Uday Kumar Reddy
Founder Chairman & CEO
DIN : 00003382

Abhishek Kumar Jain
Chief Financial Officer

Seshanuradha Chava
General Counsel and
Company Secretary
Membership No. A15519

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

(All amounts are in ₹ lakhs, unless otherwise stated)

Particulars	Note No	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
I. Revenue from operations	29	4,02,772.15	3,92,779.12
II. Other income	30	4,022.41	4,263.94
III. Total Income (I+II)		4,06,794.56	3,97,043.06
IV. Expenses			
Cost of services	31	2,97,698.23	2,87,184.74
Employee benefits expenses	32	21,560.05	16,904.38
Finance costs	33	597.83	620.18
Depreciation and amortisation expense	34	9,777.43	8,526.85
Connectivity and related expenses	35	3,338.77	2,475.35
Other expenses	36	11,091.68	12,991.12
Total expenses (IV)		3,44,063.99	3,28,702.62
V. Profit before tax (III - IV)		62,730.57	68,340.44
VI. Income tax expense/(credit):			
Current tax	37	12,470.67	13,566.75
Provision for tax relating to earlier years	37	26.15	(128.08)
Deferred tax	37	(494.53)	70.22
Total Income tax expense		12,002.29	13,508.89
VII. Profit for the year (V - VI)		50,728.28	54,831.55
VIII. Other comprehensive income			
(i) Items that will not be reclassified to profit or (loss)			
Remeasurements of post employment defined benefit plan	21	(693.03)	81.99
Income tax relating to items that will not be reclassified to profit or loss	37	168.28	(70.59)
(ii) Items that will be reclassified to profit or (loss)			
Exchange differences in translating financial statements of foreign operations	21	562.78	204.90
Total Other comprehensive income net of taxes ((i) + (ii))		38.03	216.30
IX. Total Comprehensive income for the year (VII + VIII)		50,766.31	55,047.85
X. Total Comprehensive income for the year attributable to			
Equity holders of the Company		50,766.31	55,047.85
Non-controlling interest		-	-
XI. Earnings per equity share of of ₹1/- each			
1. Basic (₹)	49	37.76	40.79
2. Diluted (₹)	49	37.68	40.71

The accompanying notes form an integral part of the consolidated financial statements 1 - 55

As per our report of even date attached

For M S K A & Associates
Chartered Accountants
Firm Registration No. 105047W

**For and on behalf of the Board of Directors of
Tanla Platforms Limited**
CIN: L72200TG1995PLC021262

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General Counsel and
Company Secretary
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Place: Gurugram
Date: April 24, 2025

Consolidated Statement of Cash Flows for the year ended March 31, 2025

(All amounts are in ₹ lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
A CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax	62,730.57	68,340.44
Adjustments for :		
Depreciation and amortisation expenses	9,777.43	8,526.85
Interest income	(3,103.44)	(1,929.27)
Employee stock compensation expenses	1,010.63	823.64
Foreign exchange fluctuation	171.81	610.04
Income from investment	(789.18)	-
Deposits written off	-	18.00
Write back of liabilities	(758.77)	(2,095.50)
Interest on leases	598.21	585.43
Provision for other current financial assets	66.94	-
Allowance for expected credit loss	310.01	416.06
Operating profits before changes in operating assets and liabilities	70,014.21	75,295.69
Changes in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(20.58)	(14,644.73)
(Increase)/Decrease in financial and non-financial assets	3,266.05	(416.10)
Increase/(Decrease) in financial and non-financial liabilities	(11,101.64)	8,480.95
Increase/(Decrease) in trade payables	10,965.34	664.51
Cash generated from operations	73,123.37	69,380.32
Income taxes paid	(8,912.90)	(10,387.01)
Net cash flows from operating activities	64,210.47	58,993.32
B CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for acquisition of property plant and equipment	(4,893.60)	(15,884.31)
Payments for acquisition of other intangibles	(7,869.83)	-
Proceeds from disposal of property plant and equipment	-	307.03
Payment towards acquisition of business, net of cash acquired	-	(37,372.79)
Payments for purchase of investments in mutual funds	(76,310.80)	-
Proceeds from sale of investments in mutual funds	65,113.28	-
Interest & other income received	1,340.88	1,544.10
Movement in other bank balances	589.77	(1,394.62)
Net cash flows used in investing activities	(22,030.30)	(52,800.58)
C CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares	1.57	0.60
Purchase of treasury Shares	(2,982.69)	-
Repayment of borrowings	-	(476.50)
Principal paid on lease liabilities	(1,099.20)	(548.63)
Interest paid on lease liabilities	(598.22)	(620.18)
Dividends and dividend tax paid	(16,144.63)	(13,444.93)
Net cash flows used in financing activities	(20,823.17)	(15,089.64)
D Net increase / (decrease) in cash and cash equivalents	21,357.00	(8,896.91)
E Cash and cash equivalents at the beginning of the year	66,709.09	71,156.80
F Effect of exchange rate change on cash and cash equivalents	-	(610.04)
G Cash acquired on ValueFirst acquisition	-	5,059.24
H Cash and cash equivalents at the end of the year	88,066.09	66,709.09

The accompanying notes form an integral part of the consolidated financial statements 1-55

As per our report of even date attached

For M S K A & Associates
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**For and on behalf of the Board of Directors of
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Chief Financial Officer

Seshanuradha Chava
General Counsel and
Company Secretary
Membership No. A15519

Place: Gurugram

Date: April 24, 2025

Consolidated Statement of Changes in Equity for year ended March 31, 2025

(All amounts are in ₹ lakhs, unless otherwise stated)

A. Equity share capital

Particulars	Note No.	As at March 31, 2025		As at March 31, 2024	
		No. of shares	Amount	No. of shares	Amount
Equity shares of Rs 1 each issued, subscribed and fully paid:					
Opening		13,44,59,860	1,344.60	13,44,00,357	1,344.00
Add: Issued during the year	20	1,57,499	1.57	59,503	0.60
Less: Buyback during the year		-	-	-	-
Closing		13,46,17,359	1,346.17	13,44,59,860	1,344.60

B. Other Equity

Particulars	Note	Reserves & Surplus					Items of OCI			Total
		Capital reserve	General reserve	Securities premium reserve	Capital redemption reserve	Employee stock option outstanding account	Retained earnings	Foreign operations currency translation reserve	Revaluations of the net defined benefit Plans	
Balance as at April 01, 2024		699.20	2,549.92	22,187.43	188.15	2,766.61	1,60,484.30	4,047.89	(89.87)	1,92,833.63
Profit for the year	21	-	-	-	-	-	50,728.28	-	-	50,728.28
Total Other comprehensive income (net of Tax)	21	-	-	-	-	-	-	562.79	(524.75)	38.04
Transaction with owners in their capacity as owners										
(i) Consideration paid for purchase of treasury shares	21	-	-	(2,982.69)	-	-	-	-	-	(2,982.69)
(ii) Issue of equity shares	20	-	-	2,237.08	-	-	-	-	-	2,237.08
(iii) Dividend paid during the year	21	-	-	-	-	-	(16,144.63)	-	-	(16,144.63)
(iv) Employee stock compensation expense										
- Shares issued on exercise of employee stock options	17	-	-	-	-	(2,237.09)	-	-	-	(2,237.09)
- Employee stock compensation expense	32	-	-	-	-	1,010.63	-	-	-	1,010.63
(v) Others adjustments	21	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2025		699.20	2,549.92	21,441.82	188.15	1,540.15	1,95,067.95	4,610.68	(614.62)	2,25,483.25
Balance as at April 01, 2023		699.20	2,548.18	21,532.25	188.15	2,598.16	1,19,097.67	3,842.99	(101.27)	1,50,405.33
Profit for the year	21	-	-	-	-	-	54,831.55	-	-	54,831.55
Total Other comprehensive income (net of Tax)	21	-	-	-	-	-	-	204.90	11.40	216.30
Transaction with owners in their capacity as owners										
(i) Consideration paid for purchase of treasury shares	21	-	-	-	-	-	-	-	-	-
(ii) Issue of equity shares	20	-	-	655.18	-	-	-	-	-	655.18
(iii) Dividend paid during the year	21	-	-	-	-	-	(13,444.92)	-	-	(13,444.92)
(iv) Employee stock compensation expense	21	-	-	-	-	-	-	-	-	-
- Shares issued on exercise of employee stock options	17	-	-	-	-	(655.18)	-	-	-	(655.18)
- Employee stock compensation expense	32	-	-	-	-	823.63	-	-	-	823.63
(v) Others adjustments	21	-	1.74	-	-	-	-	-	-	1.74
Balance as at March 31, 2024		699.20	2,549.92	22,187.43	188.15	2,766.61	1,60,484.30	4,047.89	(89.87)	1,92,833.63

The accompanying notes form an integral part of the consolidated financial statements 1 - 55

As per our report of even date attached

For M S K & Associates

Chartered Accountants
Firm Registration No. 105047W

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Place: Gurugram

Date: April 24, 2025

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DIN : 00003382

Abhishek Kumar Jain

Chief Financial Officer

Seshanuradha Chava

General Counsel and
Company Secretary
Membership No. AI5519

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

(All amounts are in ₹ lakhs, unless otherwise stated)

1. General information

Tanla Platforms Limited (hereinafter referred to as "Tanla") ('the Company') is an A2P messaging platform provider globally. The Company was incorporated on July 28, 1995 in Hyderabad, India under the provisions of Companies Act, 1956 and is currently listed on BSE and NSE. Tanla has its headquarters and development facilities in Hyderabad, India and serves a global customer base through its subsidiaries and a branch in Dubai. Tanla develops and delivers cutting-edge technology and products which meet the discerning needs of a diverse clientele, from enterprises to carriers across geographies.

2. Material accounting policies

Material accounting policies adopted by the company are as under:

(2A) Basis of Preparation of Financial Statements

(a) Statement of Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The consolidated financial statements comprise financial statements of Tanla and its subsidiaries in India and abroad (collectively referred to as 'the Group').

Accounting policies have been consistently applied to all the years presented except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use. These financial statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective at the Group's annual reporting date March 31, 2025.

The Ind AS financial statements were approved by the Board of Directors of the Company on April 24, 2025.

(b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-

- i. Certain financial assets and liabilities measured at fair value (Refer Note 2C(m) accounting policy on financial instruments)
- ii. Net defined employee benefit assets / (liability) are measured at fair value of plan assets, less present value of defined benefit obligations.
- iii. Share based payment transactions.

(c) Going concern

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

(d) Presentation currency and rounding off

The financial statements are presented in ₹ and all values are rounded to nearest lakhs (₹00,000), except when otherwise indicated.

(e) Use of estimates

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected. Refer Note 2C for detailed discussion on estimates and judgements.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

- Useful lives of property, plant and equipment;
- Useful lives of investment property;
- Useful lives of Other intangible assets;
- Income taxes;
- Impairment;
- Provisions and contingent liabilities;
- Financial instruments;
- Employee benefits;

(f) Classification between Current and Non-current

The group segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1 Presentation of Financial Statements. For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified period up to twelve months as its operating cycle. All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Division II – Ind AS Schedule III to the Act. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

(g) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at March 31, 2025.

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

(a) Principles of Consolidation

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated balance sheet, consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively, if any.

(b) Interest in the subsidiaries and associate

The following wholly owned subsidiaries have been considered for the purpose of preparation of the consolidated financial statements.

1. Karix Mobile Private Ltd, India
2. Tanla Mobile Asia Pacific Pte Ltd, Singapore
3. Gamooga Softtech Private Ltd, India
4. Tanla Digital Labs Private Ltd, India
5. Tanla Digital Labs FZ-LLC, Dubai
6. Tanla Digital (India) Private Limited, India
7. Tanla Foundation, India
8. ValueFirst Digital Media Private Limited
9. Valuefirst Connect Private Limited (w.e.f., July 03,2023)
10. Transcendent Communications Private Limited (w.e.f., July 03,2023)
11. Communique Technology Private Limited (w.e.f., July 03,2023)
12. Instacamp Marketing Private Limited (w.e.f., July 03,2023)
13. Octane Marketing Private Limited (w.e.f., July 03,2023)
14. Unimobile Messaging Solutions LLP (w.e.f., July 03,2023)
15. Supertech Communications LLP (w.e.f., July 03,2023)
16. Ontime Communications LLP (w.e.f., July 03,2023)
17. Valuefirst Digital Media Pte. Limited (w.e.f., July 03,2023)
18. PT Karix Communications Indonesia (w.e.f., February 14, 2025)
19. TPL ESOP Trust (w.e.f., May 28, 2024)
20. Tanla Mobile Middle East LLC (w.e.f., January 30, 2024)

2B. Summary of material accounting policies

(a) Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, taxes (other than those subsequently recoverable from tax authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

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

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated statement of profit and loss when the asset is derecognised.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, estimated useful lives

The Group depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Schedule II (Years)	Useful Life (Years)
Leasehold improvement	10	Lower of useful life of asset or lease period
Buildings & Interiors	60	6-60
Computer	3-6	3-6
(i) Servers and networks	6	6
(ii) End user devices, such as, desktops, laptops, etc.	3	3
Furniture & Fixtures	10	1.67-10
Office Equipment	5	1.67-10
Vehicle	8	3-4

Depreciation on additions to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Consolidated Statement of Profit and Loss under Other Income/Other expenses, as applicable.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

(b) Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Group depreciates investment property over their estimated useful lives using the straight line method. The estimated useful lives of investment property is 60 years. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Though the Group measures investment properties using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment properties the group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Rent receivable is recognised on a straight-line basis over the period of the lease. Where an incentive (such as a rent free period) is given to a tenant, the carrying value of the investment property excludes any amount reported as a separate asset as a result of recognising rental income on this basis.

(c) Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the fair value of net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in other comprehensive income and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through other comprehensive income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of

impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

(d) Other intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation.

The Group amortises intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful Life (Years)
Platforms	6 years
Software	6 years
Other intangible assets includes Customer Relationships, Trade name, Technology and Non Compete	2-8 years

(e) Foreign currency transactions

(i) Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (₹), which is the Group's functional and presentation currency.

(ii) Transactions and Balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Consolidated Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date and the exchange differences are recognised in the Consolidated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in

other comprehensive income, if any. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate, if any.

(f) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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

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

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

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Group's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- **Level 3** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(g) Revenue from contract with customer

(a) Revenue

The Group derives revenues primarily from rendering national long distance (NLD) and international long distance (ILD) messaging services, rich communication service (RCS), marketing automation such as building customized advertisement campaign platforms and sending push notification across multiple platforms, and other services like Voice, email etc. or of similar nature, for which the service rendering entity enters into agreement with customers.

The Group basis the terms of agreement entered with customers determines whether each performance obligation will be satisfied over time or at a point in time. Revenue from contract with customers is recognized as and when the service rendering entity delivers the agreed service.

Revenue is measured based on the transaction price, as specified in the contract with the customer. It is measured based on the number of messages delivered, as mutually agreed, which adjusted for volume discounts, if any. Revenue also excludes taxes collected from customers which are subsequently remitted to the government.

Revenue from customers is recognised at the occurrence of the event satisfying performance obligation mentioned in the agreement and the service rendering entity is entitled to the consideration in exchange of the delivery of the agreed event.

- i. Revenue from messaging services is recognised at a rate per message based on the number of messages processed where there is no uncertainty as to measurement,
- ii. Revenue in the form of platform fee is recognised at an applicable revenue share percentage on the total consideration derived from platform usage.
- iii. Revenue from fixed-price contracts such as Platform set-up, integration services and training services, where the performance obligations are satisfied and where there is no uncertainty as to measurement of consideration, is recognised as and when the services are provided. Revenue also excludes taxes collected from customers which are subsequently remitted to the government.
- iv. Revenue from other services is recognised based on the rate per transaction for the number of transactions processed on our platform which is subject to mutual agreement of volume of transactions processed.

Contract assets are recognised when there are excess of revenues earned over billings. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. The final billing is subject to mutual agreement on the volume of transactions processed or messages delivered, in accordance with the terms of the contract.

(b) Other income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

(c) Contract balances**Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivables represents the Group's right to an amount of consideration that is unconditional.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Trade receivable

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of indirect taxes, trade allowances, rebates and amounts collected on behalf of third parties and is not recognised in instances where there is uncertainty with regard to ultimate collection. In such cases revenue is recognised on reasonable certainty of collection.

(h) Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

i. Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent

that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(i) Leases

The Group as a lessee

The Group's lease asset classes primarily consist of leases for the premises taken for office purposes. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

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

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company estimate of the amount expected to be payable under a residual value guarantee, or if Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activity cash flows.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases of computer servers that have a lease term of 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(j) Impairment of non-financial assets

The Group assesses at each year end whether there is any objective evidence that a non financial asset or a Group of non financial assets is impaired. If any such indication exists, the Group estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Consolidated statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are Grouped together into the smallest Group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or Groups of assets (the "cash-generating unit").

(k) Provisions and contingent liabilities and contingent assets

The Group has recognised provisions for liabilities of uncertain timing or amount including those for warranty claims, leasehold dilapidations and legal disputes. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date, discounted at a pre-tax rate reflecting current market assessments of the time value of money and risks specific to the liability. In the case of leasehold dilapidations, the provision takes into account the potential that the properties in question may be sublet for some or all of the remaining lease term.

Contingent liability is-

(a) a possible obligation arising 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 company, or

(b) a present obligation that arises from past events but is not recognised because

- it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
- the amount of the obligation cannot be measured with sufficient reliability.

The Group does not recognise a contingent liability but discloses its existence and other required disclosures in notes to the consolidated financial statements, unless the possibility of any outflow in settlement is remote."

(l) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include balance with banks, cash on hand, cheques/ draft on hand and short-term deposits net of bank overdraft.

Cash Flow Statement

Cash flows are reported using the indirect method, whereby Profit / (loss) before exceptional items, share of profit/ loss of associate and income tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

(m) 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.

(i) Financial assets

1. Initial Recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

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

2. Subsequent measurement

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

- a. at amortised cost; or
- b. at fair value through other comprehensive income; or
- c. at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Consolidated Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Consolidated Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

3. Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortised cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR.

When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognised during the year is recognised as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortised cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

4. Derecognition of financial assets

A financial asset is derecognised only when

- a. the rights to receive cash flows from the financial asset is transferred or
- b. retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

(ii) Financial liabilities

1. Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortised cost, as appropriate.

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

2. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the Consolidated Statement of Profit and Loss.

Financial liabilities at amortised cost

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

3. Derecognition

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

4. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

(n) Employee Benefits**Defined contribution schemes**

Contributions to defined contribution schemes are charged to the profit and loss in the year to which they relate.

Defined benefit schemes

Defined benefit scheme surpluses and deficits are measured at:

- i. The fair value of plan assets at the reporting date; less
- ii. Plan liabilities calculated using the projected unit credit method discounted to its present value using yields available on government bonds that have maturity dates approximating to the terms of the liabilities and are denominated in the same currency as the postemployment benefit obligations; less
- iii. The effect of minimum funding requirements agreed with scheme trustees.

Remeasurements of the net defined obligation are recognised directly within equity. The remeasurements include:

- i. Actuarial gains and losses
- ii. Return on plan assets (interest exclusive)
- iii. Any asset ceiling effects (interest exclusive).

Service costs are recognised in profit or loss, and include current and past service costs as well as gains and losses on curtailments.

Net interest expense (income) is recognised in profit or loss, and is calculated by applying the discount rate used to measure the defined benefit obligation (asset) at the beginning of the annual period to the balance of the net defined benefit obligation (asset), considering the effects of contributions and benefit payments during the period.

Gains or losses arising from changes to scheme benefits or scheme curtailment are recognised immediately in profit or loss.

Settlements of defined benefit schemes are recognised in the period in which the settlement occurs.

Other employee benefits

Other employee benefits that are expected to be settled wholly within 12 months after the end of the reporting period are treated as short-term employee benefits and presented as current liabilities. The company recognises expected cost of short-term employee benefit as an expense, when an employee renders the related service.

Other employee benefits that are not expected to be settled wholly within 12 months after the end of the reporting period are presented as non-current liabilities (the obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date) and calculated using the projected unit credit method and then discounted using yields available on government bonds that have maturity dates approximating to the expected remaining period to settlement and are denominated in the same currency as the post-employment benefit obligations. Remeasurement gains/losses are immediately taken to the statement of profit and loss.

Share-based payments

Certain employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(o) Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Group's financial performance. Items which may be considered exceptional are significant restructuring charges, impairment of investment, impairment of goodwill, significant disposal of property, plant and equipment etc.

(p) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

(q) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Summary Statements. The operating segments have been identified on the basis of the nature of products/services. Further:

- i. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter - segment revenue. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.
- ii. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.
- iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
- iv. Segment results includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.
- v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.
- vi. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.

(r) New standards and amendments issued but not effective

There are no such standards which are notified but not yet effective.

2C. Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

(i) Defined benefit plans (gratuity benefits)

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

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

(ii) Useful lives of property, plant and equipment

Refer Note 2B(a)

(iii) Financial Instruments

Refer Note 2B(m)

(iv) Provisions

Refer Note 2B(k)

(v) Income Taxes

Refer Note 2B(h)

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(vi) Useful lives of investment property

Refer Note 2B(b)

(vii) Useful lives of other intangible

assets

Refer Note 2B(d)

(viii) Impairment

Refer Note 2B(j)

Note 3**Property, plant and equipment**

(All amounts are in ₹ lakhs, unless otherwise stated)

Particulars	Gross carrying amount			Depreciation				Net Carrying amount	
	As at April 01, 2024	Additions	Disposals	As at March 31, 2025	Additions – Business Combination (Refer to Note 9)	For the year	Disposals	As at March 31, 2025	As at March 31, 2024
Owned assets									
Land (refer note (i))	2,127.88	-	-	2,127.88	-	-	-	-	2,127.88
Buildings	1,909.83	70.92	-	1,980.75	846.86	78.47	-	925.33	1,055.42
Leasehold improvements	6,724.59	937.19	-	7,661.78	1,094.26	893.03	-	1,987.29	5,674.49
Furniture	3,989.80	70.09	-	4,059.89	780.53	546.21	-	1,326.74	2,733.15
Computers	17,974.20	4,989.89	-	22,964.10	10,071.23	2,200.24	-	12,271.47	10,692.62
Platforms & deployments	-	-	-	-	-	-	-	-	-
Office equipment	1,233.89	111.36	-	1,345.25	696.42	128.67	-	825.09	520.16
Vehicles	262.08	-	-	262.08	153.01	21.69	-	174.70	87.38
Total	34,222.27	6,179.45	-	40,401.72	13,642.31	3,868.31	-	17,510.62	22,891.10

Particulars	Gross carrying amount			Depreciation				Net Carrying amount	
	As at April 01, 2023	Additions	Disposals	As at March 31, 2024	Additions – Business Combination (Refer to Note 9)	For the year	Disposals	As at March 31, 2024	As at March 31, 2023
Owned assets									
Land	765.70	-	-	2,127.88	-	-	-	-	2,127.88
Buildings	970.47	292.97	-	1,909.83	781.80	65.06	-	846.86	1,062.97
Leasehold improvements	6,417.17	307.42	17.22	6,724.59	346.44	747.82	17.22	1,094.26	6,070.73
Furniture	2,425.83	171.89	148.61	3,989.80	372.96	408.04	151.41	780.53	2,052.87
Computers	15,082.38	1,879.50	917.20	17,974.20	7,817.00	1,684.46	916.69	10,071.23	7,265.38
Platforms & deployments	41,644.48	-	41,644.48	-	41,644.48	-	41,644.48	-	-
Office equipment	693.97	374.35	134.09	1,233.89	480.77	254.51	132.94	696.42	213.20
Vehicles	104.22	518.24	360.38	262.08	72.85	83.44	29.87	153.01	109.07
Total	68,104.22	4,895.08	4,444.95	34,222.27	51,516.30	3,026.05	42,892.61	13,642.31	20,579.96

Notes:

- (i) Land represents freshhold land at Tanla Technology Centre, Madhapur, Hyderabad - 500081.
(ii) See accounting policy in Note 2B (a).
(iii) Refer to Note 41 for information on property, plant and equipment pledged as security by the Company.
(iv) The group has not carried out revaluation of property, plant and equipment during the year.

Note 4

Other intangible assets

Particulars	Gross carrying amount				Amortisation				Net carrying amount		
	As at April 01, 2024	Additions – Business Combination (Refer to Note 9)	Additions	Disposals	As at March 31, 2025	As at April 01, 2024	Additions – Business Combination (Refer to Note 9)	For the year	Disposals	As at March 31, 2025	As at March 31, 2024
Internally developed – Platforms	15,473.36	-	7,061.14	-	22,534.50	5,888.69	-	2,887.82	-	8,776.51	9,584.67
Customer Relationships	9,627.72	-	-	-	9,627.72	6,551.50	-	658.66	-	7,210.16	3,076.22
Trade name	1,538.29	-	-	-	1,538.29	1,200.80	-	150.00	-	1,350.80	337.49
Technology	2,435.32	-	-	-	2,435.32	1,360.38	-	330.75	-	1,691.13	1,074.94
Non Compete	507.42	-	-	-	507.42	313.72	-	54.05	-	367.77	193.70
Software	2,106.15	-	416.77	-	2,522.92	107.36	-	491.98	-	599.34	1,998.79
Total	31,688.26	-	7,477.91	-	39,166.17	15,422.45	-	4,573.26	-	19,995.71	16,265.81

Particulars	Gross carrying amount				Amortisation				Net carrying amount		
	As at April 01, 2023	Additions – Business Combination (Refer to Note 9)	Additions	Disposals	As at March 31, 2024	As at April 01, 2023	Additions – Business Combination (Refer to Note 9)	For the year	Disposals	As at March 31, 2024	As at March 31, 2023
Internally developed – Platforms	12,483.12	-	3,000.40	10.16	15,473.36	3,738.71	-	2,149.98	-	5,888.69	8,744.41
Customer Relationships	6,214.72	3,413.00	-	-	9,627.72	4,883.13	-	1,668.37	-	6,551.50	1,331.59
Trade name	1,088.29	450.00	-	-	1,538.29	1,065.41	-	135.39	-	1,200.80	22.88
Technology	1,112.32	1,323.00	-	-	2,435.32	1,112.32	-	248.06	-	1,360.38	-
Non Compete	507.42	-	-	-	507.42	259.67	-	54.05	-	313.72	247.75
Software	-	-	2,106.15	-	2,106.15	-	-	107.36	-	107.36	1,998.79
Total	21,405.87	5,186.00	5,106.55	10.16	31,688.26	11,059.24	-	4,363.21	-	15,422.45	10,346.63

Notes:

- See accounting policy in Note 2B(a).
- The amount of contractual commitments for the acquisition of intangible assets is Nil.
- The group has not carried out revaluation of intangible assets during the year.

Note 5

Capital work-in-progress

(All amounts are in ₹ lakhs, unless otherwise stated)

Particulars	As at April 01, 2024	Expenditure during the year	Capitalised during the year	Impairment	Written off	Closing as at March 31, 2025
Leasehold improvements	715.93	217.07	933.00	-	-	-
Furniture and Fixtures	8.01	38.18	46.19	-	-	-
Buildings	63.78	501.42	65.74	-	-	499.46
Office equipment	19.17	25.35	44.52	-	-	-
Computers	1,530.57	131.35	1,661.92	-	-	-
Total	2,337.46	913.37	2,751.37	-	-	499.46

Particulars	As at April 01, 2023	Expenditure during the year	Capitalised during the year	Impairment	Written off	Closing as at March 31, 2024
Leasehold improvements	-	715.93	-	-	-	715.93
Furniture and Fixtures	685.12	491.76	1,168.87	-	-	8.01
Buildings	97.80	40.30	74.32	-	-	63.78
Office equipment	-	26.28	7.11	-	-	19.17
Computers	-	1,530.57	-	-	-	1,530.57
Total	782.92	2,804.84	1,250.30	-	-	2,337.46

(a) Ageing schedule

March 31, 2025

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	499.46	-	-	-	499.46
Projects temporarily suspended	-	-	-	-	-
Total	499.46	-	-	-	499.46

March 31, 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2,337.46	-	-	-	2,337.46
Projects temporarily suspended	-	-	-	-	-
Total	2,337.46	-	-	-	2,337.46

(b) There are no projects in-progress whose completion is overdue or has exceeded when compared to the original plan or as at March 31, 2025 and March 31, 2024.

Note 6

Intangible assets under development

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	8,062.71	5,656.45
Add: Additions during the year	6,943.05	6,159.31
Less: Capitalisations during the year	(6,551.14)	(3,753.05)
Balance at the end of the year	8,454.62	8,062.71

Note: Intangible assets under development represents platforms and software under development being internally developed, whose cost includes salaries and wages and professional consultancy charges attributable to development.

Intangible assets under development ageing schedule

Balance as at March 31, 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	6,943.05	1,511.57	-	-	8,454.62
Projects temporarily suspended	-	-	-	-	-

Balance as at March 31, 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	4,923.43	3,139.28	-	-	8,062.71
Projects temporarily suspended	-	-	-	-	-

There are no projects in-progress whose completion is overdue or has exceeded when compared to the original plan or as at March 31, 2025 and March 31, 2024.

Note 7**Right-of-use assets**

(All amounts are in ₹ lakhs, unless otherwise stated)

Leases where Group is a lessee:

The Group's lease assets primarily consist of buildings for corporate offices and servers took on lease having lease terms of 5 to 10 years.

Particulars	As at March 31, 2025	As at March 31, 2024
(i) The movement in right-of-use assets is as follows:		
Opening balance	6,563.68	7,965.60
Addition during the year	-	248.68
Additions – business combination (refer note 9)	-	179.74
Depreciation charge for the year (refer note 34)	(1,335.86)	(1,137.59)
Derecognition of right-of-use assets	-	(315.13)
Other adjustments	5.01	(377.62)
Closing balance	5,232.83	6,563.68
(ii) The movement in lease liabilities is as follows:		
Opening balance	7,503.95	8,258.54
Addition during the year	-	-
Addition through acquisition	-	523.02
Derecognition of lease liability	-	(343.67)
Interest on finance lease (refer note 33)	597.83	585.43
Interest expense capitalised	-	81.58
Other adjustments	-	2.00
Payment for lease liabilities	(1,697.04)	(1,602.95)
Closing balance	6,404.74	7,503.95
(iii) The break-up of current and non-current lease liabilities is as follows:		
Non-current lease liabilities	4,810.41	5,902.21
Current lease liabilities	1,594.33	1,601.74
(iv) The contractual maturities of lease liabilities on an undiscounted basis are as follows:		
Less than one year	1,727.26	1,702.24
One to five years	4,951.87	5,721.47
More than five years	1,263.97	2,216.65

Note:

Rental expense for low value assets and short-term leases was ₹160.27 (March 31, 2024: ₹412.96) included under other expenses in the consolidated statement of profit and loss under Note 36.

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

Note 8

Investment Property

Particulars	Gross Amount			Depreciation			Net Carrying amount		
	As at April 01, 2024	Additions – Business Combination (Refer to Note 9)	Disposals	As at March 31, 2025	As at April 01, 2024	Additions – Business Combination (Refer to Note 9)	Disposals	As at March 31, 2025	As at March 31, 2024
Owned assets									
Buildings	169.60	-	-	169.60	2.12	-	2.83	164.65	167.48
Total	169.60	-	-	169.60	2.12	-	2.83	164.65	167.48

Particulars	Gross Amount			Depreciation			Net Carrying amount		
	As at April 01, 2023	Additions – Business Combination (Refer to Note 9)	Disposals	As at March 31, 2024	As at April 01, 2023	Additions – Business Combination (Refer to Note 9)	Disposals	As at March 31, 2024	As at March 31, 2023
Owned assets									
Buildings	-	169.60	-	169.60	-	-	2.12	167.48	-
Total	-	169.60	-	169.60	-	-	2.12	167.48	-

Notes:

- The fair value of the Company's investment properties as at June 30, 2023 has been arrived at 169.60 Lakhs on the basis of a valuation carried out by independent valuers. The valuation is done by valuers as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 and have appropriate qualifications and relevant experience in the valuation of properties in the relevant locations.
- The Group has not carried out revaluation of investment property during the year.
- Amounts recognised in profit or loss for investment properties:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rental income	10.48	13.43
Depreciation	(2.83)	(2.12)
Profit / (Loss) from investment properties	7.65	11.31

(iv) Measurement of fair values of immovable properties

The valuation technique and significant unobservable inputs used in determining the fair value measurement of investment property, as well as the interrelationship between key unobservable inputs and fair value, is detailed below:

Valuation Techniques used:

The Group has used the Income approach to estimate the fair value using assumptions regarding the benefits and liabilities of ownership over the asset's life including an terminal value. Income approach involves identification of average sale value per square foot for similar commercial properties residing in same or similar area and making adjustments to sale value per square foot with factors like market competition, negotiation factor and market demand time factor.

Significant unobservable inputs:

Average sale value per square foot.

Inter-relationship between key unobservable inputs and fair value:

Significant increases/ (decreases) in estimated average sale value per square foot would result in a significantly higher/ (lower) fair value of the properties.

Note 9

Business combination

- On July 03, 2023, the Group acquired 100% of the shares and voting interests in ValueFirst Digital Media Private Limited and its subsidiaries for a consideration of ₹37,373 Lakhs which was paid completely in the form of Cash. ValueFirst Digital Media Private Limited is engaged in the business of digital media communication business. It provides communication solutions via SMS, email, voice messages, push notifications, chatbot, WhatsApp etc. to customers across industries such as banking and financial services, e-commerce, information technology, media and government /PSU. ValueFirst Digital Media Private Limited has contracts with large telecom operators and aggregators in India, UAE and Indonesia through which it delivers SMSs to end users.
- Included in the identifiable assets and liabilities acquired at the date of acquisition of ValueFirst Digital Media Pvt are inputs (a head office, investment property, Patented technology, brand and customer relationships), Customer contracts and an organised workforce. The Group has determined that together the acquired inputs and processes significantly contribute to the ability to create revenue. The Group has concluded that the acquired set is a business.
- For the nine months ended March 31, 2024, ValueFirst Digital Media Private Limited contributed revenue of ₹53,652 lakhs and profit of ₹6,650 lakhs to the Group's results. If the acquisition had occurred on April 01, 2023, management estimates that consolidated revenue would have been increased by ₹68,754.50 lakhs, and consolidated profit for the year would have been increased by ₹6,984.48 lakhs. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on April 01, 2023.

4. The summary of Purchase Price Arrangement is:

Particulars	Amount in Lakhs
Fair value of net asset/(Liabilities) on the date of acquisition	19,183.33
Customer relationship	3,418.00
Technology	1,323.00
Brand	449.00
Goodwill	12,999.46
Purchase consideration paid	37,372.79

5. Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and (liabilities) assumed at the date of acquisition

Particulars	Note	Amount in Lakhs
(a) Property, plant and equipment	3	2,902.51
(b) Other intangible assets	4	5,186.00
(c) Right-of-use assets	7	179.74
(d) Investment Property	8	169.60
(e) Deferred tax assets (net)	12	403.87
(f) Trade receivables and other assets	15	25,734.89
(g) Cash and cash equivalents	16	5,059.24
(h) Non current/current borrowings		(1,479.66)
(i) Lease liabilities	22	(272.85)
(j) Current and non current liabilities	24 & 26	(13,510.01)
Total		24,373.33

6. Goodwill

Goodwill arising from the acquisition has been recognised as follows:

Particulars	Amount in Lakhs
Consideration transferred (A)	37,372.79
Fair value of identifiable net asset (B)	24,373.33
Goodwill (A-B)	12,999.46

The goodwill is attributable mainly to the skills and technical talent of Value First Digital Media Private Limited's work force and the synergies expected to be achieved from integrating the Value First Digital Media Private Limited into the Group's existing business.

Note 10

Goodwill:

Goodwill represents the excess of purchase consideration over the net book value of assets acquired of the subsidiary companies as on the date of investment. Goodwill on consolidation and acquisition is not amortised but is tested for impairment on annual basis and impairment losses are recognised where applicable.

Reconciliation of the carrying amount of goodwill:

Particulars	As at March 31, 2025	As at March 31, 2024
Amount of goodwill at the beginning of the reporting period	26,455.15	13,455.69
Add: Due to acquisition during the year	-	12,999.46
Less: Impairment	-	-
Amount of goodwill at the end of the reporting period	26,455.15	26,455.15

The recoverable amount of the above cash-generating unit ("CGU") has been assessed using a value-in-use model. The recoverable value is computed based on the net present value of the projected post-tax cash flows plus a terminal value of the cash-generating unit to which the goodwill is allocated. Initially, a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows. The cash flow projections include specific estimates for five years developed using internal forecasts and a terminal growth rate thereafter of 5%. The planning horizon reflects the assumptions for short-to-mid term market developments which are based on key assumptions such as margins, expected growth rates based on past experience, and management's expectations/extrapolation of normal increase / steady terminal growth rate. The discount rate reflects the current market assessment of the risks. The discount rate is estimated based on the weighted average cost of capital for the Company. Post-tax discount rates used were ~18% to ~21% March 31, 2024 for the year ended March 31, 2025. The management believes that any reasonable possible change in the key assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

Note 11

Other non-current financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Other financial assets#		
(a) Deposits		
. Earnest money deposits	549.22	583.06
. Rental deposits (measured at amortised cost)	635.31	610.63
. Other deposits	727.57	749.97
(b) Bank deposits with more than twelve months maturity*	793.85	1,383.62
Total	2,705.95	3,327.28

* The Company has pledged their book debts, fixed deposit with the bank and commercial property as on March 31, 2025 and March 31, 2024 to fulfil collateral requirements. Refer to Note 41 for further details.

Refer to Note 38 for fair value measurement of financial assets and Refer to Note 39 for information about company exposure to financial risk.

Note 12

Deferred tax

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Deferred tax asset (net)	4,634.39	3,971.56
Total	4,634.39	3,971.56

Deferred tax relates to the following:

Particulars	As at April 1, 2024	Additions through business combination	Recognised in Profit & Loss	Recognised in OCI	Other adjustments	As at March 31, 2025
Deferred tax assets						
On property, plant and equipment	1,947.93	-	(1,166.97)	-	-	780.96
On unabsorbed Losses	255.87	-	-	-	-	255.87
On provision for employee benefits	441.85	-	56.47	89.20	-	587.52
On provision for doubtful debts	449.61	-	65.28	-	-	514.89
On others	370.75	-	1,576.77	79.71	-	2,027.23
On MAT	1,033.42	-	-	-	0.02	1,033.44
Subtotal (A)	4,499.43	-	531.55	168.91	0.02	5,199.91
Deferred tax liabilities						
On property, plant and equipment	486.37	-	34.12	-	-	520.49
On others	41.50	-	2.90	0.63	-	45.03
Subtotal (B)	527.87	-	37.02	0.63	-	565.52
Deferred tax asset net (A-B)	3,971.56	-	494.53	168.28	0.02	4,634.39

Particulars	As at April 1, 2023	Additions through business combination	Recognised in Profit & Loss	Recognised in OCI	Other adjustments	As at March 31, 2024
Deferred tax assets						
On property, plant and equipment	2,345.83	-	(397.90)	-	-	1,947.93
On unabsorbed Losses	255.87	-	-	-	-	255.87
On provision for employee benefits	128.25	137.13	79.06	97.41	-	441.85
On provision for doubtful debts	12.15	317.73	119.73	-	-	449.61
On others	585.60	4.40	(128.41)	(19.08)	(71.75)	370.75
On MAT	984.45	74.70	-	-	(25.73)	1,033.42
Subtotal (A)	4,312.15	533.96	(327.52)	78.33	(97.49)	4,499.43
Deferred tax liabilities						
On property, plant and equipment	679.99	80.18	(273.80)	-	-	486.37
On others	4.70	12.56	16.50	7.74	-	41.50
Subtotal (B)	684.69	92.74	(257.30)	7.74	-	527.87
Deferred tax asset net (A-B)	3,627.46	441.22	(70.22)	70.59	(97.49)	3,971.56

In assessing whether the deferred tax assets will be realised, management considers whether some portion or all of the deferred tax assets will not be realised. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategy in making this assessment. Based on the level of historical taxable income and projections of future taxable income over the periods in which the deferred tax assets are deductible, management believes that the group will realise the benefits of those recognised deductible difference. Recoverability of deferred tax assets is based on estimates of future taxable income and any changes in such future taxable income would impact the recoverability of deferred tax assets. However, management believes that any reasonable possible change in the key assumptions would not effect the Group's ability to recover the deferred tax asset.

Note 13

Other non-current assets

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Income tax asset, net	8,227.77	9,325.56
(b) Capital advances	35.54	58.80
Total	8,263.31	9,384.36

Note 14

Current investments

Particulars	As at March 31, 2025	As at March 31, 2024
Investments carried at fair value through profit or loss		
Investment in mutual funds	11,986.71	-
Total	11,986.71	-

Particulars	As at March 31, 2025	As at March 31, 2024
Aggregate amount of quoted investments and market value thereof	11,986.71	-
Less: Aggregate amount of impairment in value of investments	-	-
Total	11,986.71	-

Note 15

Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured		
Trade receivables considered good	83,778.05	84,239.28
Trade receivables credit impaired	3,391.65	3,505.31
	87,169.70	87,744.59
Less: Provision for impairment of trade receivables		
Trade receivables considered good*	-	-
Trade receivables credit impaired	(3,391.65)	(3,505.31)
Total	83,778.05	84,239.28

1. The group has pledged their book debts, fixed deposit with the same bank and commercial property as on March 31, 2025 and March 31, 2024 to fulfil collateral requirements. Refer to note 41 for further details.
2. No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person nor from firms or private companies respectively in which any director is a partner, or director or a member (other than wholly owned subsidiaries, referred to in note 48).
3. Trade receivables are non-interest bearing and are generally on credit terms of 30 to 180 days. The Group does not hold any collateral security. Refer note 39 for information about the Group's exposure to financial risks, and details of impairment loss for trade receivables and fair values
4. Refer note 18 for details relating to income accrued on revenue from operations.

Trade Receivables ageing schedule:

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
Undisputed trade receivables:							
Considered good	34,686.98	36,312.69	10,405.06	3,376.10	1,709.19	679.68	87,169.70
Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	34,686.98	36,312.69	10,405.06	3,376.10	1,709.19	679.68	87,169.70
Less: Allowance for expected credit loss	-	-	-	-	-	-	(3,391.65)
Total	34,686.98	36,312.69	10,405.06	3,376.10	1,709.19	679.68	83,778.05

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
Undisputed trade receivables:							
Considered good	37,906.12	40,990.61	4,392.66	3,354.79	476.87	623.54	87,744.59
Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	37,906.12	40,990.61	4,392.66	3,354.79	476.87	623.54	87,744.59
Less: Allowance for expected credit loss	-	-	-	-	-	-	(3,505.31)
Total	37,906.12	40,990.61	4,392.66	3,354.79	476.87	623.54	84,239.28

Movement in the allowance for expected credit loss is mentioned below:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	3,505.31	1,493.18
Additions – business combination	-	2,554.09
Additional provision/(reversal) (net) (refer note 36)	310.01	416.06
(Write off as bad debts)/Exchange difference	(423.67)	(958.02)
Closing balance	3,391.65	3,505.31

Note 16

Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- In current accounts	11,940.69	10,642.39
- in fixed deposits with original maturity of less than 3 months (Refer notes below)	38,209.61	43,713.00
Total	50,150.30	54,355.39

Notes:

- The deposits maintained by the Group with banks comprises time deposits, which can be withdrawn by the Group at any point without prior notice or penalty on the principal.
- The Group has pledged their book debts, fixed deposit with the same bank and Commercial property as on March 31, 2025 and March 31, 2024 to fulfil collateral requirements. Refer to note 41 for further details.
- Refer to note 39 for information about group exposure to financial risk.

Note 17

Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Other balances with banks		
(i) Earmarked balance with banks for unpaid dividend	123.86	92.10
(ii) Deposit with maturity for more than 3 months but less than 12 months (Refer notes below)	37,439.08	11,880.97
(iii) Deposits held as margin money/security for bank guarantees (Refer notes below)	352.85	380.63
Total	37,915.79	12,353.70

Notes:

- Deposits held as margin money represents bank guarantees given to various telcos/PSU banks and government agencies.
- The Group has pledged their book debts, fixed deposit with the same bank and Commercial property as on March 31, 2025 and March 31, 2024 to fulfil collateral requirements. Refer to note 41 for further details.
- Refer to note 39 for information about group exposure to financial risk.

Note 18

Other current financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Accrued income	44,669.38	47,837.04
(ii) Interest receivable	2,430.51	1,053.07
(iii) Other receivables	1,405.01	1,371.75
Total	48,504.90	50,261.86

Refer to note 39 for information about group exposure to financial risk.

Accrued income ageing schedule:

As at March 31, 2025

Particulars	Outstanding for following periods from month of usage						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
Undisputed accrued income:							
Considered good	38,547.16	5,854.32	396.74	21.16	-	-	44,819.38
Credit impaired	-	-	-	-	-	-	(150.00)
Disputed accrued income:							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	38,547.16	5,854.32	396.74	21.16	-	-	44,669.38
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Total	38,547.16	5,854.32	396.74	21.16	-	-	44,669.38

Accrued income ageing schedule:

As at March 31, 2024

Particulars	Outstanding for following periods from month of usage						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	
Undisputed accrued income:							
Considered good	36,112.32	10,416.71	991.98	316.03	-	-	47,837.04
Credit impaired	-	-	-	-	-	-	-
Disputed accrued income:							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	36,112.32	10,416.71	991.98	316.03	-	-	47,837.04
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Total	36,112.32	10,416.71	991.98	316.03	-	-	47,837.04

Note 19

Other current assets

Particulars	As at March 31, 2025	As at March 31, 2024
Advances recoverable in cash or kind	2,963.00	2,572.26
Total	2,963.00	2,572.26

Note 20

Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Authorised equity share capital 20,00,00,000 (March 31, 2024: 20,00,00,000) equity shares of ₹1/- each	2,000.00	2,000.00
(ii) Issued, Subscribed and fully paid-up: 13,46,17,359 (March 31, 2024: 13,44,59,860) equity shares of ₹1/- each fully paid-up	1,346.17	1,344.60
Total	1,346.17	1,344.60

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

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Equity Shares:				
Shares outstanding at the beginning of the year	13,44,59,860	1,344.60	13,44,00,357	1,344.00
Add: Issued and allotted during the year	1,57,499	1.57	59,503	0.60
Shares outstanding at the end of the year	13,46,17,359	1,346.17	13,44,59,860	1,344.60

ii) Terms/Rights and restrictions attached to the equity shares:

The Company has only one class of equity shares having a par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The shareholders are entitled to dividends in Indian Rupees, proposed by the Board of Directors and subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) The details of shareholder holding more than 5% shares in the Company:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	in %	No. of Shares	in %
D Uday Kumar Reddy	2,92,39,225	21.72%	2,92,39,225	21.75%
D Tanuja Reddy	2,10,88,127	15.67%	2,10,88,127	15.68%
Smallcap World Fund, INC	36,78,003	2.73%	91,90,777	6.84%

iv) Employee stock based compensation

The Company instituted the Tanla Platforms Limited-Restricted Stock Unit Plan 2021 during fiscal year 2021; and TPL Stock Options Scheme 2024 during fiscal year 2025 have been approved by the Board of Directors. Refer note 43 for further details.

v) No class of shares have been issued as bonus shares or for consideration other than cash by the Company in the last five preceeding financial years.

vi) Details of shares held by promoters in the Company:

Particulars	Number of shares				% Change during the year
	March 31, 2024	Change	March 31, 2025	% of holding of equity shares	
D Uday Kumar Reddy	2,92,39,225	-	2,92,39,225	21.72%	0.00%
D Tanuja Reddy	2,10,88,127	-	2,10,88,127	15.67%	0.00%
Blue Green Technologies Private Limited	3,20,000	-	3,20,000	0.24%	0.00%
Veda Matha Technologies Private Limited	3,05,000	-	3,05,000	0.23%	0.00%
Mobile Techsol Private Limited	20,85,000	-	20,85,000	1.55%	0.00%
TNA Corporation LLP	34,79,000	-	34,79,000	2.58%	0.00%
Ram Avenues LLP	2,40,710	-	2,40,710	0.18%	0.00%
Anmitha Ventures LLP	10,76,684	-	10,76,684	0.80%	0.00%
S R Holdings	3,87,500	-	3,87,500	0.29%	0.00%
Msquare Vision Infra	1,59,000	-	1,59,000	0.12%	0.00%
M V Corporation	2,20,000	-	2,20,000	0.16%	0.00%
M & M Holdings	7,70,036	-	7,70,036	0.57%	0.00%

Particulars	Number of shares				% Change during the year
	March 31, 2023	Change	March 31, 2024	% of holding of equity shares	
D Uday Kumar Reddy	2,92,39,225	-	2,92,39,225	21.75%	0.00%
D Tanuja Reddy	2,10,88,127	-	2,10,88,127	15.68%	0.00%
Blue Green Technologies Private Limited	3,20,000	-	3,20,000	0.24%	0.00%
Veda Matha Technologies Private Limited	3,05,000	-	3,05,000	0.23%	0.00%
Mobile Techsol Private Limited	20,85,000	-	20,85,000	1.55%	0.00%
TNA Corporation LLP	34,79,000	-	34,79,000	2.59%	0.00%
Ram Avenues LLP	2,40,710	-	2,40,710	0.18%	0.00%
Anmitha Ventures LLP	10,76,684	-	10,76,684	0.80%	0.00%
S R Holdings	3,87,500	-	3,87,500	0.29%	0.00%
Msquare Vision Infra	1,59,000	-	1,59,000	0.12%	0.00%
M V Corporation	2,20,000	-	2,20,000	0.16%	0.00%
M & M Holdings	7,70,036	-	7,70,036	0.57%	0.00%

Note 21

Particulars	As at March 31, 2025	As at March 31, 2024
Other equity		
(i) Capital reserve	699.20	699.20
(ii) Capital redemption reserve	188.15	188.15
(iii) General reserve	2,549.92	2,549.92
(iv) Employee stock options outstanding account	1,540.15	2,766.61
(v) Securities premium	21,441.82	22,187.43
(vi) Retained earnings	1,95,067.95	1,60,484.30
Opening balance	1,60,484.30	1,19,097.67
Profit for the year	50,728.28	54,831.55
Less: Dividend	(16,144.63)	(13,444.92)
Dividend tax	-	-
Closing balance	1,95,067.95	1,60,484.30
Other comprehensive income		
(vii) Foreign currency translation reserve	4,610.68	4,047.89
(viii) Other items of other comprehensive income	(614.62)	(89.87)
Total	2,25,483.25	1,92,833.63

(i) Capital reserve:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	699.20	699.20
Add: Additions during the year	-	-
Less: Deletions/transfer during the year	-	-
Closing balance	699.20	699.20

(ii) Capital redemption reserve:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	188.15	188.15
Add: Additions during the year on buyback of shares	-	-
Less: Deletions/transfer during the year	-	-
Closing balance	188.15	188.15

(iii) General reserve:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	2,549.92	2,548.18
Add: Additions through business combination	-	1.74
Less: Deletions/transfer during the year	-	-
Closing balance	2,549.92	2,549.92

(iv) Employee stock options outstanding account

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	2,766.61	2,598.16
Add: Amortisation employee stock compensation expense	1,010.63	823.63
Less: Deletion on issue of shares	(2,237.09)	(655.18)
Closing balance	1,540.15	2,766.61

(v) Securities premium

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	22,187.43	21,532.25
Add: Premium on issue of equity shares	2,237.08	655.18
Less: Deletions/transfer during the year on account of buyback of shares	(2,982.69)	-
Closing balance	21,441.82	22,187.43

(vi) Retained earnings

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	1,60,484.30	1,19,097.67
Add: Profit for the year	50,728.28	54,831.55
Less: Consideration paid for purchase of treasury shares	(16,144.63)	(13,444.92)
Closing balance	1,95,067.95	1,60,484.30

(vii) Foreign currency translation reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	4,047.89	3,842.99
Add: Increase during the year	562.79	204.90
Less: Decrease during the year	-	-
Closing balance	4,610.68	4,047.89

(viii) Items of other comprehensive income

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	(89.87)	(101.27)
Add: Remeasurement of the net defined benefit asset/liability	(524.75)	11.40
Closing balance	(614.62)	(89.87)

Nature and purpose of reserves:

- 1. Capital Reserve:** Represents capital reserve balances of acquired entities which are transferred to the Company upon mergers in the earlier years.
- 2. Capital Redemption Reserve:** In accordance with Section 69 capital redemption reserve is created equal to the nominal value of the shares bought back as an appropriation from securities premium reserve.
- 3. General Reserve:** The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- 4. Employee stock options outstanding account:** The fair value of the equity-settled share based payment transactions with employees is recognised in statement of profit and loss with corresponding credit to Employee Stock Options Outstanding Account. This will be utilised for allotment of equity shares against outstanding employee stock options.
- 5. Securities premium:** The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of stock options. This reserve will be utilised in accordance with provisions of Section 52.
- 6. Retained earnings:** Retained earnings are the profits that the Company has earned till date less any transfers to general reserve, dividends or other distribution to shareholders.
- 7. Foreign currency translation reserve:** The exchange differences arising from the translation of financial statements of foreign branch/foreign subsidiaries with functional currency other than Indian rupees is recognised in other comprehensive income and is presented within equity.
- 8. Items of other comprehensive income:** Represents re-measurement on defined employee benefit plan, i.e. Difference between the interest income on plan assets and the return actually achieved, any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and subsequently not reclassified into statement of profit and loss.

Note 22**Lease liabilities**

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liabilities- non-current (refer note 7)	4,810.41	5,902.21
Lease liabilities- current (refer note 7)	1,594.33	1,601.74
Total	6,404.74	7,503.95

Note 23

Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Long-term provisions		
Compensated Absences	315.16	159.63
Total (A)	315.16	159.63
Short term provisions		
Gratuity (refer note 44)	1,284.09	600.21
Compensated Absences	148.11	211.51
Total (B)	1,432.20	811.72
Total (A)+(B)	1,747.36	971.35

Movement in provision for leave encashment	March 31, 2025	March 31, 2024
Opening balance	371.14	237.51
Provision charged to profit and loss & OCI	207.98	133.63
Provisions used/paid during the year	(115.85)	-
Closing balance	463.27	371.14

Note 24

Other non-current financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Other security deposits	129.68	75.26
Total	129.68	75.26

Note 25

Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises (MSME)	37.60	231.49
Total outstanding dues of trade payable other than microenterprises and small enterprises	57,418.55	69,085.07
Total	57,456.15	69,316.56

Trade payables are non interest bearing and are normally settled in 60 to 90 days term. Refer to Note 39 for information about group exposure to financial risk.

Refer Note 26 for details relating to cost accrued on cost of services.

Trade payables ageing schedule

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
i) MSME	6.04	31.56	-	-	-	37.60
ii) Others	17,135.20	38,956.37	416.02	48.41	862.55	57,418.55
iii) Disputed Dues-MSME	-	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-	-
v) Unbilled dues	-	-	-	-	-	-
Total	17,141.24	38,987.93	416.02	48.41	862.55	57,456.15

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
i) MSME	-	231.49	-	-	-	231.49
ii) Others	13,235.07	47,045.33	7,333.22	679.39	792.06	69,085.07
iii) Disputed Dues-MSME	-	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-	-
v) Unbilled dues	-	-	-	-	-	-
Total	13,235.07	47,276.82	7,333.22	679.39	792.07	69,316.56

Note 26

Other current financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Other payable - Cost of services	29,202.41	20,157.28
Payable for capital creditors	820.43	1,398.67
Other financial liabilities	3,485.68	3,730.88
Payable towards corporate social responsibility expenditure	2,048.30	922.21
Unclaimed dividend	117.17	85.41
Total	35,673.99	26,294.45

Note 27

Other current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory liabilities	2,480.57	1,590.80
Other liabilities	79.38	98.97
Total	2,559.95	1,689.77

Note 28

Liabilities for current tax

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for tax (net of advances tax)	2,969.38	868.37
Total	2,969.38	868.37

Note 29

Revenue from Operations (net)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Overseas	1,64,477.69	1,02,623.67
Domestic: India	2,38,294.46	2,90,155.45
Total	4,02,772.15	3,92,779.12

*Refer Note 47(b) for disaggregation of revenue

Note 30

Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on		
Fixed deposits	2,718.32	1,772.99
Income tax refund	385.12	78.14
Miscellaneous income	129.79	2,412.11
Other income other than interest	-	0.70
Income from investment		
Realised	416.86	-
Un-realised (at fair value through profit and loss)	372.32	-
Total	4,022.41	4,263.94

Note 31

Cost of services

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cost of services	2,97,698.23	2,87,184.74
Total	2,97,698.23	2,87,184.74

Note 32

Employee benefit expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages (refer note below)	18,753.01	14,816.06
Contribution to provident and other funds (refer note 44)	739.50	755.95
Employee stock compensation expense (refer note 43)	1,010.63	823.64
Staff welfare expenses	1,056.91	508.73
Total	21,560.05	16,904.38

Note: Amount recognised in the consolidated statement of profit and loss in respect of gratuity is ₹292.18 (FY 2023-24: ₹227.60) and in respect of leave encashment is ₹157.48 (FY 2023-24: ₹123.57)

Note 33

Finance cost

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on finance lease	597.83	585.43
Other finance cost	-	34.75
Total	597.83	620.18

Note 34

Depreciation and amortisation expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of Property, plant and equipment	3,868.31	3,026.05
Depreciation of Right-of-use assets (Refer note 7)	1,335.86	1,137.59
Amortisation of Intangible assets	4,573.26	4,363.21
Total	9,777.43	8,526.85

Note 35

Connectivity and related expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Data centre and hosting charges	2,919.18	1,576.60
Internet and cloud computing charges	419.59	898.75
Total	3,338.77	2,475.35

Note 36

Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Professional charges	1,271.50	2,190.57
Marketing expenses	1,903.41	3,120.23
Travelling expenses	1,589.20	1,622.90
Corporate social responsibility expense	1,289.41	1,005.66
Office maintenance	823.12	807.15
Rent, rates and taxes	475.94	646.52
Members and Subscriptions	1,201.67	627.68
Repairs and maintenance expenses	642.40	573.49
Insurance expenses	380.36	353.31
Foreign exchange fluctuation	171.81	610.04
Bank charges	158.11	252.76
Allowance for expected credit loss (refer note 14)	310.01	416.06
Auditors remuneration (refer note 1 below)	267.46	218.55
General expenses	158.12	189.79
Power and fuel	184.81	123.54
Advertisement expense	53.19	87.91
Communication expenses	56.22	41.41
Listing fees to stock exchanges	36.71	33.55
Loss on sale of assets	-	22.34
Balances written off	66.94	18.17
Printing and stationery	33.23	16.15
Postage and Courier	18.06	13.34
Total	11,091.68	12,991.12

Note 1:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
As auditor:		
Statutory audit	220.00	155.00
Attestation services (in capacity as statutory auditor)	17.05	9.42
Other matters	22.93	47.63
Reimbursement of expenses	7.48	6.49
Total	267.46	218.54

Note 37**Income tax and deferred tax**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Income tax expense		
Current tax		
Current tax	12,470.67	13,566.75
Provision for tax relating to earlier years	26.15	(128.08)
Total Current tax	12,496.82	13,438.67
Deferred tax		
Deferred tax	(494.53)	70.22
Total Deferred tax	(494.53)	70.22
Total income tax expense recognised in the Consolidated Statement of Profit and Loss	12,002.29	13,508.89
Income tax expense recognised in OCI		
Income tax relating to items that will not be reclassified to profit or loss	168.28	(70.59)
Total income tax expense recognised in OCI	168.28	(70.59)

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (March 31, 2024: 25.17%) and the reported tax expense in the consolidated statement of profit and loss is as follows:

(b) Reconciliation of effective tax rate:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax	62,730.57	68,340.44
Statutory income tax rate	25.17%	25.17%
Tax at statutory income tax rate	15,788.03	17,199.92
Tax effect of:		
- Dividend from subsidiary exempt for tax purposes	(4,872.53)	(506.99)
- Taxes pertaining to earlier years	(26.15)	(2,636.40)
- Gain on sale of investment in subsidiary	324.52	253.10
- Others (net)	788.43	(800.75)
Income tax expense	12,002.29	13,508.89

Note 38**Financial Instruments****Fair values of financial assets and financial liabilities**

The fair value of other current financial assets, cash and cash equivalents, trade receivables, trade payables and other financial liabilities approximates the carrying amounts because of the short term nature of these financial instruments. Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits, term deposits and other financial assets. Similarly, carrying values of non-current security deposits and non-current term deposits are not significant and therefore the impact of fair value is not considered for disclosure.

Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- **Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2** - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).
No financial assets/liabilities have been valued using level 1 fair value measurements.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Financial assets and financial liabilities measured at fair value

Particulars	Carrying value as at March 31, 2025	Fair value as at March 31, 2025	Carrying value as at March 31, 2024	Fair value as at March 31, 2024
(i) Financial Assets:				
Amortised cost				
Trade Receivables	83,778.05	83,778.05	84,239.28	84,239.28
Cash and bank balances	50,150.30	50,150.30	54,355.39	54,355.39
Bank balances other than cash and cash equivalents	37,915.79	37,915.79	12,353.70	12,353.70
Earnest money deposits	549.22	549.22	583.06	583.06
Rental deposits (measured at amortised cost)	635.31	635.31	610.63	610.63
Other deposits	727.57	727.57	749.97	749.97
Bank deposits with more than twelve months maturity	793.85	793.85	1,383.62	1,383.62
Accrued income	44,669.38	44,669.38	47,837.04	47,837.04
Interest receivable	2,430.51	2,430.51	1,053.07	1,053.07
Other receivables	1,405.01	1,405.01	1,371.75	1,371.75
At fair value through profit and loss				
Investment in liquid funds	11,986.71	11,986.71	-	-
Total Financial assets	2,35,041.70	2,35,041.70	2,04,537.51	2,04,537.51
Financial Liabilities:				
Amortised cost				
Trade payables	57,456.15	57,456.15	69,316.56	69,316.56
Lease liability	6,404.74	6,404.74	7,503.95	7,503.95
Other payable - Cost of services	29,202.41	29,202.41	20,157.28	20,157.28
Payable for capital creditors	820.43	820.43	1,398.67	1,398.67
Other financial liabilities	3,485.68	3,485.68	3,730.88	3,730.88
Payable towards corporate social responsibility expenditure	2,048.30	2,048.30	922.21	922.21
Unclaimed dividend	117.17	117.17	85.41	85.41
Total Financial Liabilities	99,534.88	99,534.88	1,03,114.96	1,03,114.96

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented. For all other amortised cost instruments, carrying value represents the best estimate of fair value.

For financial assets measured at fair values, the carrying amounts are equal to the fair values.

Note 39

Financial risk management

The Group is exposed to various financial risks. These risks are categorised into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency). The Group operates in Dubai and Singapore through its branch and subsidiaries respectively and is exposed to foreign currency rate risk through operating activities.

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets		
Trade Receivables		
AED	1,834.84	1,400.94
USD	10,723.40	5,866.57
EUR	6,845.17	5,724.74
SGD	1,694.64	127.67
SAR	509.07	-
AUD	0.01	-
Accrued income		
EUR	7,401.45	3,469.23
USD	4,182.31	8,187.55
AED	743.13	690.06
SGD	17.94	-
Other receivables		
SGD	950.30	923.07
Total	34,902.26	26,389.83
Cash and cash equivalents		
AED	1,825.69	1,329.43
USD	8,444.34	1,152.85
EUR	4,800.74	2,650.98
SGD	180.57	2.42
GBP	29.84	28.60
SAR	11.36	-
Total	15,292.54	5,164.28
Financial liabilities		
Trade payables		
AED	731.55	742.45
USD	7,875.94	13,556.78
EUR	5,130.18	3,587.54
GBP	17.92	15.79
ZAR	0.21	0.19
SAR	12.54	9.54
KWD	116.08	60.48
SGD	1,514.68	-
AUD	2.64	-

Lease liability		
AED	153.75	228.64
Other payable - Cost of services		
USD	2,851.08	5,397.23
EUR	5,576.75	1,124.89
AED	492.82	474.60
KWD	9.40	-
Other current liability		
USD	436.47	335.34
Total	24,922.01	25,533.47

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's investment in deposits with banks are for short durations and therefore do not expose the Group to significant interest rate risk. The Group's principle source of liquidity are cash and cash equivalents and the cash flow is generated from operations. The Group believes that the working capital is sufficient to meet its current requirements and accordingly, no risk is perceived.

(b) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarises the maturity profile of the Group's financial liabilities:

Particulars	Due in 1 year	1 - 2 years	3-5 years	> 5 years
As at March 31, 2025				
Financial Liabilities				
Trade Payables	57,456.15	-	-	-
Lease liabilities	1,727.26	1,642.52	3,309.35	1,263.97
Other security deposits	-	129.68	-	-
Other payable - Cost of services	29,202.41	-	-	-
Payable for capital creditors	820.43	-	-	-
Other financial liabilities	3,485.68	-	-	-
Payable towards corporate social responsibility expenditure	2,048.30	-	-	-
Unclaimed dividend	117.17	-	-	-
Total	94,857.40	1,772.20	3,309.35	1,263.97
As at March 31, 2024				
Financial Liabilities				
Trade Payables	55,070.36	-	-	-
Lease liabilities	1,702.24	1,823.97	3,997.51	2,216.67
Other financial liabilities	-	75.26	-	-
Other payable - Cost of services	20,157.28	-	-	-
Payable for capital creditors	1,398.67	-	-	-
Other financial liabilities	3,730.88	-	-	-
Payable towards corporate social responsibility expenditure	922.21	-	-	-
Unclaimed dividend	85.41	-	-	-
Total	83,067.05	1,899.23	3,997.51	2,216.67

(c) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, loans and advances and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Group limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Group does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Group also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk.

Trade receivables

The customer's credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management.

Credit quality of a customer is assessed based on the individual credit limits are defined in accordance with the assessment and outstanding customer receivables are regularly monitored.

The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to ₹87,169.70 (March 31, 2024: ₹87,744.59). The movement in allowance for doubtful debts in respect of trade receivables during the year was as follows:

Allowance for doubtful debts	March 31, 2025	March 31, 2024
Opening balance	3,505.31	1,493.18
Additions – business combination	-	2,554.09
Additional provision/(reversal) (net) (refer note 36)	310.01	416.06
(Write off as bad debts)/Exchange difference	(423.67)	(958.02)
Closing balance	3,391.65	3,505.31

Note 40

Capital Management

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Hence, the Group may adjust any dividend payments, return capital to shareholders or issue new shares or sell assets to reduce debt. Total capital is the equity as shown in the statement of financial position. Currently, the Group primarily monitors its capital structure on the basis of the following gearing ratio. Management is continuously evolving strategies to optimise the returns and reduce the risks. It includes plans to optimise the financial leverage of the Group.

The capital for the reporting year under review is summarized as follows:

Particulars	March 31, 2025	March 31, 2024
Total Borrowings	-	-
Less: Cash and cash equivalents and Bank balances other than Cash and cash equivalents	88,066.09	66,709.09
Total Surplus/(net debt)	88,066.09	66,709.09
Total Equity	2,26,829.42	1,94,178.23
Gearing ratio	0%	0%

The Group is predominantly equity financed which is evident from the capital structure table. Further, the Group has always been a net cash surplus Group with cash and bank balances along with investments which is predominantly in short term mutual funds and fixed deposits being far in excess of debt.

Note 41

Assets Pledged as Security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
Current assets			
Trade receivables	15	1,15,383.55	1,00,608.53
Fixed deposits	11, 16, and 17	6,759.79	42,380.26
Total Current assets pledged as security		1,22,143.34	1,42,988.79
Non-Current assets			
Freehold land	3	2,127.88	2,127.88
Building		1,219.26	1,229.64
Total Non-Current assets pledged as security		3,347.14	3,357.52
Total Assets pledged as security		1,25,490.48	1,46,346.31

Note:

- Sanctioned limit has been secured by giving security as collateral being books debts, fixed deposits with the same bank and commercial property.
- Assets given as pledge in the above table, is towards security given for Bank Guarantees and other working capital limits sanctioned by Bank to the tune of ₹24,995 from which the utilisation amount is ₹16,160 towards bank guarantees towards working capital limits. The bank's right on recovery is restricted only to the extent of amount utilised and not paid beyond the due dates.

Note 42

Dividend distribution to equity shareholders:

Final dividend:

On April 25, 2024 the company have proposed final dividend of ₹6/- per equity share amounting to ₹8,067.59 Lakhs and the same is approved by shareholders at the Annual General Meeting ('AGM') held on July 25, 2024 and the same was not recognised as liability as of March 31, 2024.

Interim dividend:

The Board of Directors of the Company in their meeting held on January 21, 2025 paid an interim dividend of ₹6/- and meeting held on April 24, 2025 have declared and ₹6/- per equity share respectively amounting to ₹16,154.08 Lakhs

- Liability was not yet recognised and paid for interim dividend declared by board in its meeting held on April 24, 2025 as of March 31, 2025.

Particulars	March 31, 2025	March 31, 2024
Interim dividend:		
Interim dividend for the year ended March 31, 2025: ₹12 per share (₹6 per share for the year ended March 31, 2024)	16,154.08	8,067.59
Final dividend:		
Final dividend for the year ended March 31, 2025; is nil (₹6 per share for the year ended March 31, 2024)	-	8,067.59
Total dividend	16,154.08	16,135.18

Note 43

Employee Stock Based Compensation:

A. Restricted Stock Unit Plan 2021 (RSUs)

The Company has instituted Tanla Platforms Limited-Restricted Stock Unit Plan 2021, wherein shareholders of the Company have approved 30,00,000 (Thirty lakh) RSUs to the eligible employees of the Company. The RSUs will vest over a period of 1-4 years.

Particulars	March 31, 2025		March 31, 2024	
	No. of RSUs	Weighted average exercise price in ₹	No. of RSUs	Weighted average exercise price in ₹
RSUs outstanding at the beginning of the year	2,47,497	1.00	3,20,500	1.00
Granted during the year	3,213	1.00	-	-
Vested during the year	1,09,999	1.00	1,03,003	1.00

Exercised during the year	1,57,499	1.00	59,503	1.00
Lapsed during the year	40,000	1.00	13,500	1.00
Forfeited during the year	-	-	-	-
RSU outstanding at the end of the year	53,211	1.00	2,47,497	1.00
RSUs vested and exercisable at the end of the year	-	1.00	51,500	1.00

Particulars	Tanla Platforms Limited-Restricted Stock Unit Plan 2021	
	March 31, 2025	March 31, 2024
KMP	(187.17)	254.90
Employees other than KMP	266.09	568.74
Total	78.92	823.64

Break-up of employee stock compensation expense (refer note 32)

The following assumptions were used for calculation of fair value of RSUs:

RSU Plan 2021	Assumptions
Exercise price (in ₹)	1
*Grant date share price (in ₹)	890-1,514.20
Dividend yield (%)	4%
Expected volatility (%)	49.45%
Risk-free-interest (%)	5.1-6.3%
Expected term (in years)	2-4

*The fair value of each option is estimated on the date of grant using the Black Scholes model.

B. TPL Stock Options Scheme 2024

Tanla Platforms Limited has created 'TPL ESOP Trust' pursuant to the applicable provisions of the Indian Trust Act, 1882, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SBEB Regulations"), applicable provisions of the Companies Act, 2013 and the Rules made thereunder. This trust was created as on April 25, 2024 and registered in Sub Registrar on May 30, 2024, with the objective to implement 'TPL Stock Options Scheme 2024' ("ESOP 2024" or "Scheme") through a trust route.

The primary objectives of the Scheme are to reward the Employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this Scheme to attract and retain the key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company views performance linked stock option scheme as a long-term incentive tool that would assist in aligning Employees interest with that of the shareholders while limiting the dilution in the shareholding and enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future.

Particulars	March 31, 2025	
	No. of RSUs	Weighted average exercise price in ₹
RSUs outstanding at the beginning of the year	-	1.00
Granted during the year	2,15,390	1.00
Vested during the year	-	1.00
Exercised during the year	-	1.00
Lapsed during the year	-	1.00
Forfeited during the year	-	-
RSU outstanding at the end of the year	2,15,390	1.00
RSUs vested and exercisable at the end of the year	-	1.00

Particulars	TPL Stock Options Scheme 2024	
	March 31, 2025	March 31, 2024
KMP	191.73	-
Employees other than KMP	658.27	-
Total	850.00	-

The following assumptions were used for calculation of fair value of RSUs:

RSU Plan 2024	Assumptions
Exercise price (in ₹)	1
Grant date share price (in ₹)	783-973
Dividend yield (%)	1.29%
Expected volatility (%)	51.06%
Risk-free-interest (%)	6.72%
Expected term (in years)	1-4

C. Restricted Stock Unit Plan 2025 (RSUs)

The Company has instituted ValueFirst Employee Stock Based Plan on 13-Mar-2025, wherein shareholders of the Company have approved 13,919 (Thirteen thousand nine hundred and nineteen) RSUs to the eligible employees of the Company.

Particulars	March 31, 2025	March 31, 2024
	No. of RSUs	Weighted average exercise price in ₹
RSUs outstanding at the beginning of the year	-	-
Granted during the year	13,919	10.00
Vested during the year	-	-
Exercised during the year	-	-
Lapsed during the year	-	-
Forfeited during the year	-	-
RSU outstanding at the end of the year	13,919	10.00
RSUs vested and exercisable at the end of the year	-	-

Particulars	ValueFirst Digital Media Private Limited (subsidiary) Restricted Stock Unit Plan 2025	
	March 31, 2025	March 31, 2024
KMP	-	-
Employees other than KMP	81.71	-
Total	81.71	-

The following assumptions were used for calculation of fair value of RSUs:

RSU Plan 2025	Assumptions
Exercise price (in ₹)	10
Dividend yield (%)	0%
Expected volatility (%)	51.06%
Risk-free-interest (%)	6.72%
Expected term (in years)	5

Note 44

Employee benefits

The Group has following post employment benefit plans:

(a) Defined contribution plan

Contributions were made to provident fund and Employee State Insurance in India for the employees of the Group as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any other constructive obligation. The expense recognised during the year in the consolidated statement of profit and loss towards defined contribution plan is ₹736.41 (March 31, 2024: ₹755.95).

(b) Defined benefit plan

The Group has a defined benefit gratuity plan and governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service is entitled to a gratuity on departure at 15 days salary for each completed year of service. The scheme is funded through a policy with Life Insurance Corporation of India. The following table summarises net defined benefit expense recognised in the Consolidated Statement of Profit and Loss, the status of funding and the amount recognised in the balance sheet for the gratuity plan.

Defined benefit plan

S.no	Particulars	March 31, 2025	March 31, 2024
A	Net Employee Benefit Expense		
	(Recognised in Employee Benefit Expense)		
	Current service cost	261.38	194.75
	Interest cost	88.92	93.32
	Interest income	(58.10)	(60.47)
	Net employee benefit expense	292.19	227.60
B	Amount recognised in Balance Sheet		
	Defined benefit obligation	1,943.29	1,452.87
	Fair value of plan assets	(673.67)	(865.67)
	Net Liability recognised in Balance sheet*	1,269.62	587.20
C	Changes in the present value of the defined benefit obligation		
	Opening defined benefit obligation	1,452.63	1,327.15
	Current service cost	261.38	194.75
	Interest cost	88.92	93.31
	Benefits paid	(241.23)	(123.13)
	Net actuarial (gains)/losses on obligation for the year recognised under OCI	460.37	(39.19)
	Closing defined benefit obligation	2,022.06	1,452.89
D	Changes in the fair of plan assets		
	Opening fair value of plan assets	865.67	805.20
	Interest income	(192.00)	60.47
	Employer contribution	31.28	30.46
	Fund charges	(31.28)	-
	Other adjustments	-	(30.46)
	Closing fair value of plan assets	673.67	865.67
E	Actuarial Assumptions		
	Discount Rate	6.98 to 7.0%	7.20%
	Rate of increase in Salary	6.00%	5% to 6%
	Expected average remaining working lives of employees (years)	24.38	21.08
	Attrition Rate	10 to 30%	10 to 35%

A quantitative sensitivity analysis for significant assumption is as shown below:

Impact on defined benefit obligation	March 31, 2025	March 31, 2024
Discount rate		
1% increase	1,866.44	1,373.82
1% decrease	(2,027.67)	(1,541.29)
Rate of increase in salary		
1% increase	2,012.31	1,522.78
1% decrease	(1,875.47)	(1,386.33)
Mortality rate		
1% increase	1,943.53	1,453.09
1% decrease	(1,942.93)	(1,451.87)
Attrition Rate		
1% increase	1,948.38	1,464.88
1% decrease	(1,937.21)	(1,446.43)

Maturity profile of defined benefit obligation:

Year	March 31, 2025	March 31, 2024
Within 1 year	428.72	268.27
2 years	312.88	205.99
3 years	306.85	163.59
4 years	258.88	155.26
5 years and above	1,477.55	1,086.09

The weighted-average duration of the defined benefit obligation as at March 31, 2025 was 3 to 5 years (March 31, 2024: 5 to 8 years) for gratuity plan.

Composition of plan assets

Plan assets comprise of 100% insurer managed funds. Fund is managed by Life Insurance Corporation as per Insurance Regulatory and Development Authority of India guidelines, category wise composition of plan assets in not available.

Note 45**Contingent Liabilities**

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	March 31, 2025	March 31, 2024
Outstanding guarantees given by the Company	a	16,892.11	11,740.10
Secondary guarantee given by holding company on behalf of subsidiary		15,900.00	15,900.00
Claims against company, not acknowledged as debts	b to e	1,683.84	1,233.17

Note**(a) Guarantees outstanding**

Total Guarantees outstanding as of March 31, 2025 amounting to ₹16,892.11 (March 31, 2024 – ₹11,740.10) have been issued by banks on behalf of the Group. These guarantees have been given by the banks to mobile operators/banks/ public sector undertakings towards performance guarantee from the Group.

b) Demand of service tax under ITSS and DSC service

The Company received service tax orders from the Department of Customs, Central excise and Service tax for the financial years 2007-08 to 2009-10 demanding ₹900.30 on account of taxable service on import of information technology and software services and interest and penalty amounting to ₹745.92. Against this demand, the Commissioner of Central Tax vide order no. HYD-EXCUS-004-COM-010 2020-21 dated 25-03-2021 has dropped demand of ₹557.08 as the demand is eligible to take cenvat credit as per Cenvat Credit Rules, 2004. The order has confirmed a final demand of ₹193.69. Based on the strength of the case, management does not expect the same to have materially adverse effect on its financial position, as it believes the likelihood of any loss is not probable.

(c) Denial of cenvat credit on various input services

The department conducted audit for the financial year 2011 and raised a demand for ₹121.78 and ₹14.94 towards interest and penalty under Section 78 of the Finance Act, 1994. The Company preferred an appeal to the Commissioner against the order of the department. The Commissioner allowed CENVAT Credit to the extent of ₹121.78. Aggrieved by the order, the department filed an appeal with CESTAT seeking denial of cenvat credit of ₹121.78, while the Company filed a further appeal before CESTAT to waive off the interest and penalty for ₹14.94. The legal consultants advised that the Company has a strong case to be allowed of Cenvat credit of ₹121.78 (Department appeal). Hence, no provision is considered necessary for interest and penalty of ₹14.94.

(d) Denial of input tax credit by GST authorities

The GST Authorities have issued a Show Cause Notice u/s 73 of the CGST Act, 2017 for FY 2018-19 stating the allegations with respect to excess availment of input tax credit in GSTR 3B as compared with GSTR-2A. The Company has responded by relying on various judicial pronouncements which are applicable to the matter under consideration and mentioned the fact that the ITC is availed as per section 16 of the CGST Act, 2017.

While the Madras High Court in case of in case of D.Y. Beathel Enterprises Vs State Tax Officer (Data Cell) (Madras High Court) Appeal Number: W.P.(MD) Nos. 2127 of 2021 has provided a favourable judgement with respect of taxpayers, the GST department of State of Tamil Nadu has challenged this before the Supreme Court for which final order has not been passed. The Company is confident that it will not result in financial impact.

Demand was raised to the extent of ₹154 and ₹1.06 was paid and for the balance amount of ₹153, aggrieved by the order passed by the Jurisdiction officer the Company have filled the writ petition in the High court of Telangana and during FY 2024-25 and interim stay order was received.

Break up of Demand is as follows:

IGST: 139

Penalty: 13.9

(e) Karix Mobile Private Limited- Income tax and GST assessments

- I. The Assessing Officer for the assessment year 2009-10 has disallowed certain expenditure on the grounds that tax was not deducted at source in accordance with Section 40(a) and income accrued is not offered to the Income-Tax Act, 1961 and demanded an additional tax of ₹93.22. The Karix Mobile Private Limited filed necessary appeals against the said demand with the Commissioner of Income-Tax (Appeals). The CIT(A) passed the order in favour of Assessee. Aggrieved by the order of CIT(A), the Department has filed an appeal with Income Tax Appellate Tribunal (ITAT). The ITAT passed the order in favour of Assessee, further the department filed an appeal with the High Court (Madras). The management, on the basis of its internal assessment of the facts of the case, the underlying nature of transactions, the history of judgements made by the various appellate authorities and the necessary advise received from the independent expert engaged in this regard, is of the view that the probability of the case being settled against the Assessee is remote and accordingly no adjustments to the financial statements are considered necessary in this regard.
- II. The Assessing officer, vide Order dated September 21, 2021, disallowed an amount of ₹313.59 being 30% for the expenditure of ₹1,045.30 in relation to SMS provision under section 40a(ia) in the absence of documentary evidence being produced towards tax deducted at source and demanded ₹107. The Company has filed an appeal with the CIT (Appeals) and is confident that case will settled in its favour, therefore no adjustment to the financial statements are considered necessary in this regard.
- III. Principal Commissioner of Income tax appealed against M/s Mgage india Pvt Ltd in Chennai High Court relating to AY 2013-14 regarding disallowance of payment made to foreign entities regarding usage of platform on account no TDS deducted on ₹220 paid as royalty. Further disallowance of ₹3,716.34 towards carrier payment made to foreign telephone operators, ₹20.75 on account of premium content to BSNL and ₹12.87 towards PF. The appeal is filed by the department and pending before the high court. Information is submitted by the company and the matter is not posted. Based on consultation from the legal advisors the Company believes that the same will not result in financial impact, therefore no adjustment to the financial statements are considered necessary in this regard.
- IV. Show cause notice relating to AY 2019-20 issued by "DCIT INTL TAX 1(1) CHENNAI" stating that usage of platforms of international entities are to be treated as royalty and non deduction of TDS on the same. Notice of demand u/s 156 of the Income Tax Act, 1961 and Penalty proceedings under section 271C for non-deduction of TDS amounting to ₹33. Appeal filed by the company against the demand order during the month of January, 2023, ₹6.67 is deposited under dispute by the company and stay order is granted by the department and given time for further hearing. Based on consultation from the legal advisors the Company believes that the same will not result in financial impact, therefore no adjustment to the financial statements are considered necessary in this regard.
- v. The GST authorities have issued notices under section 65 and section 73 of the CGST Act, 2017, for an amount aggregating to ₹620.70 relating to financial year 2017-18, directing to furnish a reply along with supporting

documents for excess availment of Input Tax Credit (ITC) in GST returns compared with the data filed by supplier. The Company has responded by relying on various judicial pronouncements which are applicable to the matter under consideration and mentioned the fact that the ITC is availed as per section 16 of the CGST Act, 2017.

While the Madras High Court in case of in case of D.Y. Beathel Enterprises Vs State Tax Officer (Data Cell) (Madras High Court) Appeal Number: W.P.(MD) Nos. 2127 of 2021 has provided a favourable judgement with respect of taxpayers, the GST department of State of Tamil Nadu has challenged this before the Supreme Court for which final order has not been passed. The Company is confident that it will not result in financial impact.

Proceedings were dropped to the extent of ₹376 out of ₹620.70 based on the documents/supportings produced and a final Demand Order has been issued on Karix Mobile Private Limited on January 16, 2024, for ₹313.17 including interest and penalty. Breakup for the Demand is as follows:

Tax - ₹244.67/-

Interest - ₹44.03 &

Penalty - ₹24.47/-

Writ petition has been filed in the Madras High court on April 13, 2024, challenging the demand order.

- vi. Show cause notice has been received relating to FY 2017-18 for the difference in GSTR 2A and GSTR 3B amounts to ₹8.65 and applied penalty and interest amounts to ₹9.34 against which the company has submitted reply. As a additional information GST authorities has requested for party ledger for some vendors and the order has been passed on April 04, 2022 against which GST Appeal has been filed on by the company on February 13, 2023 and pre deposit of ₹0.86 has been paid for admission of the appeal, and ₹0.22 has been additionally deposited under the scheme of Amnesty. The legal consultants advised that the Company . Based on consultation from the legal advisors the Company believes that the same will not result in financial impact, therefore no adjustment to the financial statements are considered necessary in this regard.

(f) ValueFirst Digital Media Private Limited - Income tax and GST assessments

- i. Server Hosting Charges & SMS Charges; Disallowance under Section 14A
The Company received an order from the tax department raising certain additions related to operational expenses, specifically server hosting charges and SMS charges, along with disallowance under Section 14A. The Assessing Officer (AO) alleged that these expenses were either not incurred wholly and exclusively for business purposes or lacked sufficient justification. The total disputed tax amount is ₹9.50. The Company has filed an appeal before the Commissioner of Income Tax (Appeals). As per management assesment these are genuine business expenditures, backed by valid documentation and incurred in the normal course of operations. Further, the disallowance under Section 14A is not justified as there is no direct nexus between the expenditure and any tax-exempt income. Based on the legal merits of the case and the documentation available, the management believes that the demand is unsustainable and expects a favourable outcome in appeal.
- ii. Disallowance under Section 14A; Server Hosting Charges & SMS Charges; Ad-hoc
This matter pertains to a departmental appeal filed against a favourable CIT(A) order already received by the Company. The dispute includes disallowances made under Section 14A, expenses towards server hosting and SMS services, and an ad-hoc disallowance of other business expenses without specific justification. The total tax demand under dispute amounts to ₹273.08. The CIT(A), after evaluating the documentary evidence submitted by the Company, had earlier ruled in our favour, accepting that all expenses were genuine and incurred for business purposes. The department, however, has appealed against this order before the National Faceless Appeal Centre (NFAC). As the order in favour of the Company was well-reasoned and supported by detailed documentation, we are confident that the appellate authority will uphold the favourable outcome. Therefore, the management considers the likelihood of any financial outflow arising from this matter to be remote.
- iii. Unexplained Cash Credit under Section 68
The Company has received a notice under Section 143(3) for AY 2023-24, wherein the tax department has proposed an addition of ₹2.97 under Section 68, alleging unexplained cash credits. The case is currently under scrutiny assessment. The management has already submitted all necessary documentation to support the genuineness of the transaction, including confirmation letters, PAN details, bank statements, and the creditworthiness of the parties involved. The Company believes that the identity and source of funds have been adequately explained and the addition is not warranted. Since the matter is still in the assessment phase and no final order has been passed, the outcome remains pending. However, based on the documentation submitted and the legal position, the management believes it has a robust case and is confident of a favourable resolution.
- iv. Excess availment of ITC - GSTR 2A v/s 3B.
The Company's subsidiary, Unimobile Messaging Solution LLP, has received a Show Cause Notice (SCN) and an Order-in-Original (OIO) from the GST authorities alleging excess availment of Input Tax Credit (ITC) and ITC claimed on account of incorrect place of supply (POS). The total demand raised, including tax, is ₹11.50. The Company has filed an appeal before the Appellate Authority challenging the said order.
The matter primarily pertains to the following:

1. Excess availment of ITC (GSTR-3B vs. GSTR-2A): As per management assessment and legal opinion, the ITC was claimed within permissible limits in accordance with Rule 36(4) of the CGST Rules and Notification No. 49/2019
2. Inadmissible ITC on account of incorrect POS: The Company has complied with the conditions prescribed under Section 16 of the CGST Act for availing ITC i.e. the Company is in possession of tax invoice, received the services, tax charged has been paid to the government.

Also note that during the relevant period there is no mandatory clause of GSTR-2A matching for availing ITC. Hence the same is availed in accordance with the GST laws.

Note 46

Segment Reporting

The management has assessed the identification of reportable segments in accordance with the requirements of Ind AS 108 'Operating Segment' and believes that the Group has only one reportable segment namely "CPaaS service provider".

Geography-wise details of the Group's revenues from external customers and its non-current assets (other than financial instruments, investments accounted for using the equity method, deferred tax assets and post-employment benefit assets) are given below:

(i) Analysis of Group's revenues based on the location of the customers:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
India	2,38,294.46	2,90,155.45
Rest of the world	1,64,477.69	1,02,623.67
Total	4,02,772.15	3,92,779.12

(ii) Analysis of Group's non-current assets (property, plant and equipment, right-of-use assets, capital work-in-progress, goodwill, intangible assets and intangible assets under development, other non-current assets and other non-current financial assets) based on the location of the assets:

Particulars	As at March 31, 2025	As at March 31, 2024
India	89,493.04	88,998.00
Rest of the world	1,638.54	818.61
Total	91,131.58	89,816.61

Note 47

Revenue from operations

(a) Revenue recognised from customer contracts

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue recognised from customer contracts	4,02,772.15	3,92,779.12
Less: Impairment losses recognised	-	-
Total Revenue	4,02,772.15	3,92,779.12

(b) Disaggregate revenue information

The Group disaggregates the revenue from customers by types of services rendered geographically which is A2P SMS Services. The Company believe that this disaggregation best depicts how the nature, amount, timing and uncertainty of the revenues and cash flows are affected by industry, market and other economic factors.

Geographic revenue

Particulars	March 31, 2025	March 31, 2024
Overseas	1,64,477.69	1,02,623.67
India	2,38,294.46	2,90,155.45
Total	4,02,772.15	3,92,779.12

Timing of revenue recognition

Particulars	March 31, 2025	March 31, 2024
Point in time	4,02,772.15	3,92,779.12
Over time	-	-
Total Revenue	4,02,772.15	3,92,779.12

(c) Movement in expected credit loss during the year

Particulars	March 31, 2025	March 31, 2024
Opening balance (A)	3,505.31	1,493.18
Additional provision/(reversal) (net)	310.01	2,012.13
Write off as bad debts	(423.67)	-
Closing Balance (B)	3,391.65	3,505.31

(d) Contract balances

Following table covers the movement in contract balances during the year:

Particulars	Contract Asset	
	March 31, 2025	March 31, 2024
Opening balance (A)	47,837.04	41,162.88
Add/(Less):Revenue recognised during the year	4,02,772.15	3,92,779.12
Add/(Less): Progress Bills raised during the year (net of adjustments)	(4,05,939.81)	(3,86,104.96)
Closing Balance (B)	44,669.38	47,837.04

Particulars	Contract Liabilities	
	March 31, 2025	March 31, 2024
Opening balance (A)	20,157.28	20,137.43
Add/(Less):Cost incurred during the year	2,97,698.23	2,87,184.74
Add/(Less): Progress bills received during the year (net of adjustments)	(2,88,653.10)	(3,86,104.96)
Closing Balance (B)	29,202.41	20,157.28

Note 48**Related Party Disclosure**

(All amounts are in ₹ Lakhs, unless otherwise stated)

A) List of Related Parties:

(i) Name of the Related Party	Country	Relationship with the Entity
Z-Axis Management Consultants and Strategic Advisors LLP	India	Entity in which Director is a Partner

(ii) Key Managerial Personnel

Mr. Uday Reddy - Chairman and Managing Director

Mr. Aravind Viswanathan - Chief Financial Officer (upto July 31, 2024)

Mr. Abhishek Kumar Jain - Chief Financial Officer (w.e.f., August 01, 2024)

Ms. Seshanuradha Chava - Company Secretary

(iii) Key Managerial Personnel of Subsidiaries

Mr. Deepak Goyal - Executive director in Tanla Platforms Limited and Karix Mobile Private Limited

Mr. Aravind Viswanathan - Director in Tanla Digital Labs Private Limited (upto July 31, 2024)

Mr. Aravind Viswanathan – Director in Tanla Digital (India) Private Limited (upto July 31, 2024)
 Mr. Abhishek Kumar Jain – Director in Tanla Digital Labs Private Limited (w.e.f., July 17, 2024)
 Mr. Abhishek Kumar Jain – Director in Tanla Digital (India) Private Limited (w.e.f., July 17, 2024)
 Mr. Abhishek Kumar Jain – Director in Gamooga Softtech Private Limited (w.e.f., July 17, 2024)
 Mr. Krishna Kishore Annapureddy – Director in Gamooga Softtech Private Limited (upto Marc 31,2024)
 Mr. Vishwadeep Bajaj – Managing Director in Valuefirst Digital Media Private Limited

(iv) Other directors with whom the group companies have transactions

Dr. Sanjay Kapoor – Non-executive director in Tanla Platforms Limited
 Ms. Amrita Gangotra – Independent director in Tanla Platforms Limited
 Mr. Rohit Bhasin – Independent director in Tanla Platforms Limited (upto July 25, 2024)
 Mr. Rahul Khanna – Independent director in Tanla Platforms Limited
 Dr. RS Sharma – Independent director – (w.e.f., January 08, 2024)
 Mr. François Ortalo – Magné – Independent director (w.e.f., October 17, 2024)
 Ms. Naiyya Saggi – Independent director (w.e.f., December 09, 2024)
 Mr. Deepak Goyal – Executive director

B) Related party Transactions for the year ended March 31, 2025:

Nature of Transactions Particulars	Transactions Dr/(Cr)		Balance Outstanding Dr/(Cr)	
	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Z-Axis Management Consultants and Strategic Advisors LLP received Professional services	21.00	21.00	-	-

C) Transactions with key management personnel

Particulars	Transactions Dr/(Cr)		Balance Outstanding Dr/(Cr)	
	For the year ended March 31, 2025	For the year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Salaries and other employee benefits to KMP	513.44	513.44	-	-
Other benefits to non-executive directors	87.00	87.00	-	-
Share based payments	90.18	254.90	-	-
Total	690.62	855.34	-	-

Note 49

Earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit/(loss) attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit after tax	50,728.28	54,831.55
(b) Basic:		
Number of equity shares at the beginning of the year	13,44,59,960	13,44,00,357
Add: Issue of equity shares	1,57,499	59,603
Less: Buyback of equity shares	-	-
Number of equity shares at the end of the year	13,46,17,459	13,44,59,960

(c) Weighted average number of equity shares	13,43,43,300	13,44,35,225
Basic earnings per share	37.76	40.79
Diluted:		
(d) Effect of potential equity shares on RSUs outstanding	2,68,285	2,47,250
(e) Weighted average number of equity shares for computation of Diluted EPS (c+d)	13,46,11,585	13,46,82,475
(f) Diluted earnings per share (a/e)	37.68	40.71

Note 50

The Company, and subsidiaries domiciled in India, have used an accounting software for maintaining its books of account (managed and maintained by a third-party software service provider) which has a feature of recording audit trail (edit log) facility. However in the absence of coverage of audit trail in the system and organisation controls (SOC) report, the fact on whether the same is enable at application or database level, cannot be established. However, the SOC report does not cover the fact whether the audit trail is enabled.

Note 51

Additional Disclosure as required under paragraph 2 of General Instructions for the preparation of Consolidated Financial Statements' of the schedule III of the Act. FY 2024-25

Name of the entity	Net Assets i.e., total assets minus total liabilities		Share in Profit or loss for the year ended March 31, 2025		Share in other comprehensive income year ended March 31, 2025		Share in Total Comprehensive income for the year ended March 31, 2025	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
Parent Company								
Tanla Platforms Limited	32.01%	72,604.61	61.98%	31,439.79	-517.99%	(196.99)	61.54%	31,242.80
Foreign Subsidiaries								
Tanla Mobile Asia Pacific Pte Ltd., Singapore	0.87%	1,970.49	9.54%	4,840.62	54.27%	20.64	9.58%	4,861.26
Tanla Digital Labs Dubai FZ LLC	12.98%	29,445.50	24.24%	12,298.86	1621.15%	616.52	25.44%	12,915.39
Tanla Digital Labs UK Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Valuefirst Technologies Inc. America	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Valuefirst Digital Media Pte. Limited	0.52%	1,183.41	1.42%	720.83	55.55%	21.12	1.46%	741.96
Tanla Mobile Middle East LLC	-0.06%	(144.16)	0.00%	-	-2.62%	(1.00)	0.00%	(1.00)
Indian Subsidiaries								
Karix Mobile Private Limited	50.62%	1,14,818.92	35.02%	17,764.21	-139.59%	(53.09)	34.89%	17,711.13
Tanla Digital Labs Private Limited	11.84%	26,861.38	16.08%	8,158.43	-173.18%	(65.86)	15.94%	8,092.57
Gamooga Softtech Private Limited	1.83%	4,158.54	2.56%	1,300.50	4.93%	1.87	2.57%	1,302.37
Tanla Digital (India) Private Limited	1.47%	3,335.22	-0.51%	(260.95)	0.00%	-	-0.51%	(260.95)
Tanla Foundation	0.03%	68.63	0.04%	22.26	0.00%	-	0.04%	22.26
Valuefirst Connect Private Limited	-0.01%	(18.21)	-0.01%	(5.04)	0.00%	-	-0.01%	(5.04)
Transcendent Communications Private Limited	0.00%	3.48	0.00%	(0.10)	0.00%	-	0.00%	(0.10)
Communique Technology Private Limited	0.00%	(10.57)	0.00%	(1.17)	0.00%	-	0.00%	(1.17)
Instacamp Marketing Private Limited	0.00%	(2.66)	0.00%	(0.44)	0.00%	-	0.00%	(0.44)
Octane Marketing Private Limited	0.00%	1.79	0.00%	0.04	0.00%	-	0.00%	0.04
Unimobile Messaging Solutions LLP	0.00%	2.26	0.00%	(1.54)	0.00%	-	0.00%	(1.54)
Navin Communications LLP	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Supertech Communications LLP	0.04%	81.55	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Srinand Communications LLP	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Mobtel Services LLP	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Ontime Communications LLP	0.00%	(5.54)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Eyespot Technologies LLP	0.00%	-	0.00%	-	0.00%	-	0.00%	-
ValueFirst Digital Media Pvt Ltd	5.27%	11,945.29	11.49%	5,826.24	-557.87%	(212.16)	11.06%	5,614.08
Total	117.40%	2,66,299.95	161.85%	82,102.52	344.64%	131.07	161.98%	82,233.59
Consolidation Adjustments	-17.40%	(39,470.53)	-61.85%	(31,374.24)	-244.64%	(93.04)	-61.98%	(31,467.28)
Net Amount	100.00%	2,26,829.42	100.00%	50,728.28	100.00%	38.03	100.00%	50,766.31

FY 2023-24

Name of the entity	Net Assets i.e., total assets minus total liabilities		Share in Profit or loss for the year ended March 31, 2024		Share in other comprehensive income year ended March 31, 2024		Share in Total Comprehensive income for the year ended March 31, 2024	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
Parent Company								
Tanla Platforms Limited	30.67%	59,558.65	27.83%	15,258.74	84.16%	182.03	28.05%	15,440.77
Foreign Subsidiaries								
Tanla Mobile Asia Pacific Pte Ltd., Singapore	2.66%	5,169.00	4.38%	2,404.32	0.10%	0.21	4.37%	2,404.53
Tanla Digital Labs Dubai FZ LLC	10.26%	19,931.85	19.22%	10,539.46	78.46%	169.70	19.45%	10,709.16
Tanla Digital Labs UK Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Valuefirst Technologies Inc. America	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Valuefirst Digital Media Pte. Limited	0.22%	428.36	0.26%	141.88	-0.45%	(0.97)	0.26%	140.91
Tanla Mobile Middle East LLC	-	-	-	-	-	-	-	-
Indian Subsidiaries								
Karix Mobile Private Limited	55.83%	1,08,406.52	39.48%	21,649.63	-49.13%	(106.27)	39.14%	21,543.36
Tanla Digital Labs Private Limited	9.67%	18,768.81	10.65%	5,837.04	-22.99%	(49.72)	10.51%	5,787.32
Gamooga Softech Private Limited	1.47%	2,856.17	2.92%	1,602.43	10.64%	23.02	2.95%	1,625.45
Tanla Digital (India) Private Limited	1.85%	3,596.17	3.60%	1,973.05	0.00%	-	3.58%	1,973.05
Tanla Foundation	0.02%	46.37	0.02%	8.35	0.00%	-	0.02%	8.35
Valuefirst Connect Private Limited	-0.01%	(13.17)	-0.01%	(4.98)	0.00%	-	-0.01%	(4.98)
Transcendent Communications Private Limited	0.00%	3.59	0.00%	(0.23)	0.00%	-	0.00%	(0.23)
Communique Technology Private Limited	0.00%	(9.40)	0.00%	(1.03)	0.00%	-	0.00%	(1.03)
Instacamp Marketing Private Limited	0.00%	(2.22)	0.00%	(0.44)	0.00%	-	0.00%	(0.44)
Octane Marketing Private Limited	0.00%	1.75	0.00%	0.14	0.00%	-	0.00%	0.14
Unimobile Messaging Solutions LLP	0.00%	3.80	0.00%	(0.51)	0.00%	-	0.00%	(0.51)
Navin Communications LLP	0.01%	20.83	0.00%	(0.53)	0.00%	-	0.00%	(0.53)
Supertech Communications LLP	0.04%	81.56	0.00%	0.22	0.00%	-	0.00%	0.22
Srinand Communications LLP	0.00%	-	-0.03%	(18.00)	0.00%	-	-0.03%	(18.00)
Mobtel Services LLP	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Ontime Communications LLP	0.00%	(5.53)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Eyepot Technologies LLP	0.00%	-	0.00%	-	0.00%	-	0.00%	-
ValueFirst Digital Media Pvt Ltd	3.22%	6,256.48	12.17%	6,675.50	13.87%	30.00	12.18%	6,705.50
Total	115.92%	2,25,099.59	120.49%	66,065.03	114.66%	248.00	120.46%	66,313.03
Consolidation Adjustments	-15.92%	(30,921.37)	-20.49%	(11,233.48)	-14.66%	(31.70)	-20.46%	(11,265.18)
Net Amount	100.00%	1,94,178.23	100.00%	54,831.55	100.00%	216.30	100.00%	55,047.85

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

(All amounts are in ₹ Lakhs, except for share data and where otherwise stated)

Note 52

Ratios

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% of Variance	Reason for Variance
(a) Current ratio	Current assets	Current liabilities	2.31	2.03	14.19%	NA
(b) Debt-equity ratio	Total debt*	Shareholders equity	NA	NA	NA	NA
(c) Debt Service Coverage ratio	"Net profit after taxes+ Non-cash operating expenses +finance cost"	Interest payments+Principal repayments	NA	NA	NA	NA
(d) Return on equity ratio	Net profits after taxes	Average shareholders equity	26.80%	31.70%	-15.46%	NA
(e) Trade receivables turnover ratio	Net sales	Average trade and unbilled receivables	4.79	5.56	-13.80%	NA
(f) Trade payables turnover ratio	Cost of services+connectivity expenses+other expenses+Employee benefit expenses	Average Trade Payables and other payables towards cost of services	5.26	5.19	1.46%	NA
(g) Net capital turnover ratio	Net sales	Working capital=Current assets-Current liabilities	3.01	3.80	-20.77%	NA
(h) Net profit ratio	Net profit after taxes	Net sales	12.59%	13.96%	-9.78%	NA
(i) Return on capital employed	Earnings before interest and taxes	Capital employed=Total equity	26.15%	33.32%	-21.53%	NA
(j) Return on investment	Interest income	Average fixed deposits	4.31%	3.41%	26.32%	Increase in return on investment is due to increase in return from investment in liquid funds made during the year.

Note:

* Lease liabilities are excluded from the definition of Debt

**wherever variance is less than 25% reasons not require to be provided

Note 53

The Board of Directors of the Company in their meeting held on January 21, 2025 paid an interim dividend of ₹6/- and meeting held on April 24, 2025 have declared and ₹6/- per equity share respectively amounting to ₹16,154.08 Lakhs.

Note 54

Other Statutory information

- I. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- II. The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- III. The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- IV. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- V. The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.

- VI. The Group has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- VII. The Group has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- VIII. The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- IX. The Company has been sanctioned working capital limits from Banks on the basis of security of current assets. Quarterly returns / statements are filed with such Banks as in agreement with the books of accounts.
- X. Title deeds of all immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the respective entities in the Group.
- XI. The Group has not entered into any scheme of arrangement which has an accounting impact in the current or previous financial year.
- XII. The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such borrowings were taken.

Note 55

Previous year figures have been reclassified/regrouped wherever necessary to correspond with the current year's classification/disclosures.

As per our report of even date attached

For M S K A & Associates **For and on behalf of the Board of Directors of**
Chartered Accountants **Tanla Platforms Limited**
 Firm Registration No. 105047W **CIN: L72200TG1995PLC021262**

Mukesh Kumar Pugalía
 Partner
 Membership No. 221387

D Uday Kumar Reddy
 Founder Chairman & CEO
 DIN : 00003382

Abhishek Kumar Jain
 Chief Financial Officer

Seshanuradha Chava
 General Counsel and Chief
 Regulatory Officer
 Membership No. 15519

Place: Gurugram
 Date: April 24, 2025

NOTICE OF THE 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth (29th) Annual General Meeting (AGM) of the Members of Tanla Platforms Limited ('the Company') will be held on Wednesday, July 23, 2025 at 4.00 PM IST through Video Conferencing ('VC') / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

Item No. 1 – To receive, consider and adopt the Audited Financial Statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.

Item No.2 – To appoint a Director liable to retire by rotation

Mr. D. Uday Kumar Reddy (DIN: 00003382), Executive Chairman and Chief Executive Officer of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

In this connection to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. D. Uday Kumar Reddy (DIN: 00003382) as Director, to the extent that he is required to retire by rotation and continue as an Whole time Director and Chief Executive Officer designated as an Executive Chairman and Chief Executive Officer of the Company as per the approval accorded by the Members at the 28th Annual General Meeting of the Company held on July 25, 2024."

SPECIAL BUSINESS:

Item No.3- To approve the re-appointment of Mr. Deepak Satyaprakash Goyal (DIN:01755263) as an Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force), read with Schedule V to the said Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Deepak Satyaprakash Goyal (DIN: 01755263) as an Executive Director of the Company for a further period of five (5) years with effect from September 25, 2025, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No.4- To approve appointment of Mr. Mahadev Tirunagari, Practising Company Secretary as Secretarial Auditor and fix his remuneration

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), Mr. Mahadev Tirunagari, Practicing Company Secretary (CP No. 7350) be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 ('the Term'), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the secretarial audit of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws.

RESOLVED FURTHER THAT Board of Directors and Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Place: Hyderabad

Date: June 28, 2025

For and on behalf of the Board of

Tanla Platforms Limited

Registered Office:

Tanla Platforms Limited

Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.

CIN: L72200TG1995PLC021262

www.tanla.com

Sd/-

Seshanuradha Chava
General Counsel & Company Secretary

M. No. A15519

NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed to this notice.
3. A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of the members of the Company are dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance slip are not annexed to this Notice.
4. Corporate /Institutional Members (i.e. other than Individuals, HUF, NRI etc.) intending to authorize their representatives pursuant to Section 113 of the Act to participate in the Meeting and cast their votes through e-voting, are requested to send certified copy of the Board / governing body resolution / authorization, etc. authorizing their representatives to attend and vote on their behalf by email to mahadev.pcs@gmail.com and a copy be marked to evoting@kfintech.com.
5. Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI) the information about the Directors proposed to be appointed /re-appointed is appended as Annexure to the notice.
6. Relevant Date/Cut-off Date to vote on the resolutions set out to be passed at the 29th Annual General Meeting (the AGM) of the Company is July 16, 2025.
7. In accordance with the provisions of the Circulars, the Integrated Annual Report for FY25 and Notice convening the 29th AGM are being sent to all Members whose e-mail Id are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail Id may get the same registered by following the instructions mentioned below. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. <https://www.tanla.com/investor-relations/annual-reports> where details pertaining to the entire Integrated Annual Report is hosted is being sent at the address registered in the records of RTA/Company/ Depositories. The Company shall provide hard copy of the Integrated Annual Report for FY25 to the Members, upon request.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to investorhelp@tanla.com.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website <https://www.tanla.com/investor-relations/investor-services> (under 'Investors' section). Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
10. Non-Resident Indian Members are requested to inform KFinTech, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Tanla Platforms Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032. Email: einward.ris@kfintech.com
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at investorhelp@tanla.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

13. Members who have still not registered their email IDs are requested to do so at the earliest as under:
- Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin. Requests can be sent by email to (einward.ris@kfintech.com) or by logging into <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - Members are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, other documents in electronic form. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Kfin to enable servicing of notice, annual reports, other documents in electronic form.
 - Please note that as a valued member of the Company, you are always entitled to request and receive all such communication in physical form. Further the documents served through email are available on the website of the Company www.tanla.com and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.
14. Members may also note that the Notice of the 29th AGM and the Annual Report for FY 2024-25 will also be available on the Company's website www.tanla.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Kfin i.e., <https://evoting.kfintech.com>. For any communication, the shareholders may also send requests to the Company's email id: investorhelp@tanla.com.
15. In compliance with the applicable provisions of the Act read with the Circulars, the Meeting is being conducted through VC / OAVM. KFin Technologies Limited, the Company's Registrar and Transfer Agent, will provide the facility for voting through remote e-voting, participating at the Meeting through VC / OAVM and e-voting during the Meeting. Accordingly, the members can attend the Meeting through login credentials provided to them to connect to the VC / OAVM. The attendance of shareholders (members' logins) attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Since the AGM is being held through VC/OAVM, the Route Map is not annexed in this Notice.
17. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 2000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
18. The Company has appointed Mr. Mahadev Tirunagari, Company Secretary in Practice (CP No. 7350), as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two working days after the conclusion of the Meeting i.e., on or before July 25, 2025 to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the Company www.tanla.com and on KFin's web link <https://evoting.kfintech.com>
19. **CUT-OFF DATE**
- The cut-off for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is July 16, 2025 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.

20. REMOTE E-VOTING:

- i. In compliance with the provisions of Section 108 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 SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice.

The instructions for e-Voting are given herein below.

- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. **The remote e-voting period commences on July 20, 2025 (9:00 a.m. IST) up to July 22, 2025 (5.00 p.m. IST).** During this period, the members of the Company holding shares either in physical form or in demat form, as on the Cut-off Date, **i.e. July 16, 2025** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions.
- v. 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.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none">I. To register click on link : https://eservices.nsdl.comII. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspIII. Proceed with completing the required fields.IV. Follow steps given in points 1 <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none">I. Open URL: https://www.evoting.nsdl.com/II. Click on the icon "Login" which is available under 'Shareholder/Member' section.III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none">I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.comII. Click on New System MyeasiIII. Login with your registered user id and password.IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none">I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.comII. Proceed with completing the required fields.III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none">I. Visit URL: www.cdslindia.comII. Provide your demat Account Number and PAN No.III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
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

Details on Step 2 are mentioned below:

(II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Tanla Platforms Limited -29th - AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on

the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id mahadev.pcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ Event No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

II) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account

number / folio number, email id. Questions /queries received by the Company till July 22, 2025 upto 5.00 PM shall only be considered and responded during the AGM.

- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

21. OTHER INSTRUCTIONS

Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from July 20, 2025 from 9:00 AM to July 22, 2025 upto 5:00 PM. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- I. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from July 20, 2025 from 9:00 AM to July 22, 2025 upto 5:00 PM.
- II. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on July 16, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

22. Online application for Investor Query:

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are requested to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page : <https://kprism.kfintech.com/signup>

Senior Citizens - Investor Support

As part of the initiative, our RTA in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com . Senior Citizens (above 60 years of age) have to provide the following details :

- ID proof showing Date of Birth
- Folio Number
- Company Name
- Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

KPRISM Mobile App:

Mobile application for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat , Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.

Information pertaining to the RTA: KFIN Technologies Limited

Address : Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana,
India - 500 032.

Email ID: einward.ris@kfintech.com

Toll Free / Phone Number: 1800 309 4001

WhatsApp Number: (91) 910 009 4099

Investor Support Centre: <https://kprism.kfintech.com/>

KFINTECH Corporate Website: <https://www.kfintech.com>

RTA Website: <https://ris.kfintech.com>

KPRISM (Mobile Application): <https://kprism.kfintech.com/signup>

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3:

The members are informed that Mr. Deepak Satyaprakash Goyal (DIN: 01755263), was appointed as an Executive Director of the Company for a period of five years with effect from September 25, 2020 at the Annual General Meeting held on September 25, 2020 and the said term will expire on September 24, 2025.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considered that, given his background and experience, the association of Mr. Deepak Satyaprakash Goyal would be beneficial to the Company and the Board at its meeting held on June 28, 2025 approved re-appointment of Mr. Deepak as an Executive Director of the Company for a further period of five (5) years i.e. from September 25, 2025 to September 24, 2030, subject to approval of Members under the applicable provisions of the Companies Act, 2013 read with Listing Regulations.

Mr. Deepak Satyaprakash Goyal will not draw any remuneration from the Company, but he will draw remuneration from Karix Mobile Private Limited, a wholly owned subsidiary of the Company as an Executive Director and Chief Executive Officer.

Accordingly, it is proposed to appoint Mr. Deepak Satyaprakash Goyal as an Executive Director of the Company to hold office for period of 5 (five) consecutive years on the Board of the Company.

Additional information of Mr. Deepak Satyaprakash Goyal whose appointment as an Executive Director is proposed at Item No. 3, is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

Except Mr. Deepak Satyaprakash Goyal and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on January 21, 2025 have approved subject to approval of Members, appointment of Mr. Mahadev Tirunagari, Practicing Company Secretary (CP No. 7350) as Secretarial Auditor for a term of 5 (Five) consecutive years from April 1, 2025 till March 31, 2030.

Mr. Mahadev Tirunagari is a Fellow Member of Institute of Company Secretaries of India (ICSI) and an Insolvency Professional registered with Insolvency and Bankruptcy Board of India (IBBI). He also holds a Master's Degree in Finance and Master's Degree in Law. He possesses more than 20 years of rich Experience in Secretarial Services, Merchant Banking Activities and Insolvency matters. He is currently Vice Chairman of ICSI-SIRC and was the Chairman for Hyderabad Chapter of ICSI in the year 2016.

Mr. Mahadev Tirunagari is Peer reviewed in terms of the guidelines issued by the ICSI.

Mr. Mahadev Tirunagari has been the Secretarial Auditor of the Company from FY23 and as part of his Secretarial audit demonstrated his expertise and proficiency in handling Secretarial audits of the Company till date.

The proposed remuneration to be paid to Mr. Mahadev Tirunagari for secretarial audit services for the financial year ending March 31, 2026, is ₹2,20,000 (Rupees two lakh twenty thousand only) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from Mr. Mahadev Tirunagari under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of Mr. Mahadev Tirunagari for the remaining part of the tenure.

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

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members.

Mr. Mahadev Tirunagari have consented to the said appointment and confirmed that his appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. He has further confirmed that he is not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

The Board recommends Ordinary resolution under Item No.4 of the accompanying Notice for approval of Members.

Place: Hyderabad

Date: June 28, 2025

For and on behalf of the Board of

Tanla Platforms Limited

Sd/-

Seshanuradha Chava

General Counsel & Company Secretary

M No.- A15519

Registered Office:

Tanla Platforms Limited

Tanla Technology Centre,
Hi-Tech City Road, Madhapur,
Hyderabad – 500 081.

CIN: L72200TG1995PLC021262

www.tanla.com

Annexure

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards

Name of the Director	D. Uday Kumar Reddy	Deepak Satyaprakash Goyal
DIN	00003382	01755263
Designation/ Category of Directorship	Executive Chairman & CEO	Executive Director
Age	58 years	53 years
Date of first appointment on the Board	27-11-1999	17-07-2020
Terms and Conditions of appointment / re-appointment	As the terms and conditions of the appointment specified in the Notice (Item No.5) of 28 th AGM of the Company.	As the terms and conditions of the appointment specified in the Notice (Item No.3) of 29 th AGM of the Company.
Qualification, Experience & Expertise	The Founder of Tanla Platforms Limited, Mr. Uday is the Chairman and Chief Executive Officer of the Company. An entrepreneur in spirit, he spearheads the company as the chief architect of growth, making Tanla one of the largest publicly traded Cloud Communications Company. Tanla flourishes under his business acumen and has turned into one of the successful cloud communication companies in India, with a global presence. Uday is an active member M&A community, actively participating in discussions and talks on M&A opportunities and alliances. He holds MBA degree from the Manchester Business School, UK.	Mr. Deepak Goyal comes with an experience of more than 25 years in scaling, diversifying, and transforming businesses of different size and scale across the IT and Telecom domain. Mr. Goyal joined Karix Mobile Private Limited (previously known as Air2Web) in 2006 as Vice President - Sales and became COO in the year 2013. He has been instrumental in driving revenue growth and establishing Karix as the market leader in India. Earlier Mr. Goyal worked in General Management roles with companies like Tulip Telecom, Free Markets Inc. and Wyse Technology. Mr Goyal is a Computer Science Engineer from Amravati University. He has also completed MBA in Marketing from Fore School of Management in 1997.
Directorship in other Companies including group companies	Karix Mobile Private Limited Tanla Digital Labs Private Limited Tanla Digital (India) Private Limited Tanla Foundation Aparna Colonizers Private Limited Aparna Realty Projects Private Limited Veda Matha Technologies Private Limited Mobile Techsol Private Limited Blue Green Technologies Private Limited G & J Builders Private Limited Timberland Properties Private Limited	Karix Mobile Private Limited
Committee position held in other companies	Member - Audit Committee- Nomination & Remuneration Committee - CSR Committee a) Karix Mobile Private Limited b) Tanla Digital Labs Private Limited	Nil

Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Number of Shares held in the Company including shareholding as a beneficial owner.	3,11,01,481 equity shares	26,34,010 equity shares
Disclosure of Inter-se relationship between Directors and KMP's.	Nil	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person.	As per the terms and condition of remuneration as approved by the shareholders at the 28 th AGM of the Company.	Nil
Number of Board meetings attended during the year.	8/8	7/8

GRI Indicator	Disclosure	Initial Section (Page No.)	BRSR (Page No.)	Statutory Report & Financial Section (Page No.)
GRI 2: General Disclosures 2021				
1. The organisation and its reporting practices				
GRI 2-1	Organizational details	18	215, 216	274, 292-293
GRI 2-2	Entities included in the organization's sustainability reporting		216, 218	158-159
GRI 2-3	Reporting period, frequency and contact point	4	215	258, 316
GRI 2-4	Restatements of information	4	216	
GRI 2-5	External assurance	154-256	216	
2. Activities and workers				
GRI 2-6	Activities, value chain and other business relationships	61, 62	216	
GRI 2-7	Employees	72-94	217	296, 306, 371
GRI 2-8	Workers who are not employees		217	
3. Governance				
GRI 2-9	Governance structure and composition	16	224	
GRI 2-10	Nomination and selection of the highest governance body		221, 223	196-197
GRI 2-11	Chair of the highest governance body	10-11		
GRI 2-12	Role of the highest governance body in overseeing the management of impacts	139-146	223, 238	
GRI 2-13	Delegation of responsibility for managing impacts	140-141	223, 240	
GRI 2-14	Role of the highest governance body in sustainability reporting		223	200-201
GRI 2-15	Conflicts of interest		226	
GRI 2-16	Communication of critical concerns		218	155-156
GRI 2-17	Collective knowledge of the highest governance body		224	194-195
GRI 2-18	Evaluation of the performance of the highest governance body			197
GRI 2-19	Remuneration policies		240	153
GRI 2-20	Process to determine remuneration		221	153
GRI 2-21	Annual total compensation ratio		240	179-181
4. Strategy, policies and practices				
GRI 2-22	Statement on sustainable development strategy		223	
GRI 2-23	Policy commitments		221, 226, 252	274, 330
GRI 2-24	Embedding policy commitments		221	
GRI 2-25	Processes to remediate negative impacts		218, 232, 235, 240, 241, 249, 250	
GRI 2-26	Mechanisms for seeking advice and raising concerns		218	155-156
GRI 2-27	Compliance with laws and regulations		226, 242	162-164
GRI 2-28	Membership associations		249	
5. Stakeholder engagement				

GRI 2-29	Approach to stakeholder engagement	55	237, 250	198
GRI 2-30	Collective bargaining agreements			
GRI 3: Material Topics 2021				
GRI 3-1	Process to determine material topics	58	219	
GRI 3-2	List of material topics	58-59	219	
GRI 3-3	Management of material topics	59	222	
GRI 201: Economic Performance 2016				
GRI 201-1	Direct economic value generated and distributed	61-62		298, 308
GRI 201-2	Financial implications and other risks and opportunities due to climate change	21	219	
GRI 201-3	Defined benefit plan obligations and other retirement plans		231	296, 306,371
GRI 201-4	Financial assistance received from government			
GRI 202: Market Presence 2016				
GRI 202-1	Ratios of standard entry level wage by gender compared to local minimum wage		239	
GRI 202-2	Proportion of senior management hired from the local community	78		
GRI 203: Indirect Economic Impacts 2016				
GRI 203-1	Infrastructure investments and services supported			333, 344
GRI 203-2	Significant indirect economic impacts			
GRI 204: Procurement Practices 2016				
GRI 204-1	Proportion of spending on local suppliers			296, 310
GRI 205: Anti-corruption 2016				
GRI 205-1	Operations assessed for risks related to corruption			156
GRI 205-2	Communication and training about anti-corruption policies and procedures		226	
GRI 205-3	Confirmed incidents of corruption and actions taken		226	
GRI 206: Anti-Competitive Behaviour 2016				
GRI 206-1	Legal actions for anti-competitive behaviour, anti-trust, and monopoly practices		249	
GRI 207: Tax 2019				
GRI 207-1	Approach to tax			300,363
GRI 207-2	Tax governance, control, and risk management	139-146		263, 336
GRI 207-3	Stakeholder engagement and management of concerns related to tax			
GRI 301: Material 2016				
GRI 301-1	Materials used by weight or volume			
GRI 301-2	Recycled input materials used		230	
GRI 301-3	Reclaimed products and their packaging materials		230	
GRI 302: Energy 2016				

GRI 302-1	Energy consumption within the organization	97	243
GRI 302-2	Energy consumption outside of the organization	97	243
GRI 302-3	Energy intensity	98	243
GRI 302-4	Reduction of energy consumption	97,98	243
GRI 302-5	Reductions in energy requirements of products and services	98	
GRI 303: Water and Effluents 2018			
GRI 303-1	Interactions with water as a shared resource	99	244, 247
GRI 303-2	Management of water discharge-related impacts	99	244
GRI 303-3	Water withdrawal	99	243, 247
GRI 303-4	Water discharge	99	244, 247
GRI 303-5	Water consumption	99	243
GRI 304: Biodiversity 2016			
GRI 304-1	Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas		247
GRI 304-2	Significant impacts of activities, products and services on biodiversity		247
GRI 305: Emissions 2016			
GRI 305-1	Direct (Scope 1) GHG emissions	98	245
GRI 305-2	Energy indirect (Scope 2) GHG emissions	98	245
GRI 305-3	Other indirect (Scope 3) GHG emissions	98	247
GRI 305-4	GHG emissions intensity	98	245, 247
GRI 305-5	Reduction of GHG emissions	98	245
GRI 305-6	Emissions of ozone-depleting substances (ODS)		
GRI 305-7	Nitrogen oxides (NOx), sulphur oxides (SOx), and other significant air emissions		245
GRI 306: Waste 2020			
GRI 306-1	Waste generation and significant waste-related impacts	99	245
GRI 306-2	Management of significant waste-related impacts	99-100	229
GRI 306-3	Waste generated	99-100	245
GRI 306-4	Waste diverted from disposal	99-100	245
GRI 306-5	Waste directed to disposal	99-100	245
GRI 308: Supplier Environmental Assessment 2016			
GRI 308-1	New suppliers that were screened using environmental criteria		248
GRI 308-2	Negative environmental impacts in the supply chain and actions taken		248
GRI 401: Employment 2016			
GRI 401-1	New employee hires and employee turnover	79-80	217
GRI 401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees		
GRI 401-3	Parental leave	77	232
GRI 403: Occupational Health and Safety 2018			

GRI 403-1	Occupational health and safety management system	94	233
GRI 403-2	Hazard identification, risk assessment, and incident investigation		233
GRI 403-3	Occupational health services		233
GRI 403-4	Worker participation, consultation, and communication on occupational health and safety		233
GRI 403-5	Worker training on occupational health and safety		233
GRI 403-6	Promotion of worker health		233
GRI 403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships		233
GRI 403-8	Workers covered by an occupational health and safety management system		233
GRI 403-9	Work-related injuries		236
GRI 403-10	Work-related ill health		236
GRI 404: Training and Education 2016			
GRI 404-1	Average hours of training per year per employee	82-85	
GRI 404-2	Programs for upgrading employee skills and transition assistance programs		233
GRI 404-3	Percentage of employees receiving regular performance and career development reviews of employees		233
GRI 405: Diversity and Equal Opportunity 2016			
GRI 405-1	Diversity of governance bodies and employees	78	217
GRI 405-2	Ratio of basic salary and remuneration of women to men	87-88	240
GRI 406: Non-Discrimination 2016			
GRI 406-1	Incidents of discrimination and corrective actions taken		241
GRI 407: Freedom of Association and Collective Bargaining 2016			
GRI 407-1	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk		237
GRI 408: Child Labor 2016			
GRI 408-1	Operations and suppliers at significant risk for incidents of child labour		241
GRI 409: Forced or Compulsory Labor 2016			
GRI 409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labour		241
GRI 410: Security Practices 2016			
GRI 410-1	Security personnel trained in human rights policies or procedures	94	238
GRI 413: Local Communities 2016			
GRI 413-1	Operations with local community engagement, impact assessments, and development programs	182-184	249, 250
GRI 413-2	Operations with significant actual and potential negative impacts on local communities		

GRI 414: Supplier Social Assessment 2016

GRI 414-1	New suppliers that were screened using social criteria	241
GRI 414-2	Negative social impacts in the supply chain and actions taken	242

GRI 416: Customer Health and Safety 2016

GRI 416-1	Assessment of the health and safety impacts of product and service categories	234
GRI 416-2	Incidents of non-compliance concerning the health and safety impacts of products and services	234, 252

GRI 417: Marketing and Labelling 2016

GRI 417-1	Requirements for product and service information and labelling	251
GRI 417-2	Incidents of non-compliance concerning product and service information and labelling	
GRI 417-3	Incidents of non-compliance concerning marketing communications	252

GRI 418: Customer Privacy 2016

GRI 418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	253
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Disclaimer

Safe Harbour:

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No duty to update:

Tanla assumes no obligation to update any information or forward-looking statement contained herein, save for any information we are required to disclose by law.

We welcome your views:

We warmly invite all our stakeholders to provide feedback and comments on our Integrated Report: ir25@tanla.com

Our reporting ecosystem:

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

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