

**Customer First
Secure Always
Future Ready**



Leading the evolution of
financial trust in a digital-first world.

Annual Report 2024-25

NSDL Database Management Limited (NDML) is a wholly-owned subsidiary of National Securities Depository Limited (NSDL). NDML was born out of the desire to serve the nation in various segments with rich technological experience that NSDL had gathered in its journey to automate the securities markets. Over the last two decades, NDML had opportunity to serve in various large scale areas across governance, automation, regulatory infrastructure and payments. NDML has developed expertise to provide digitalisation, automation and integrated secure solutions for processes at large scale. NDML has worked closely with businesses, government entities and various stakeholders to develop clarity, consensus and use that to build seamless, secure and efficient digital solutions to serve Customers across Governance, Capital Markets, Industry Solutions and Digital Payments space.

At NDML, our approach is built on foundation of partnership and teamwork with theme to ensure large, tangible and sustaining benefits to all stake-holders. NDML has not only worked to establish large scale systems to meet customer needs but works tirelessly with the customers to continuously evolve and expand these services to meet changing user needs, environmental changes and be ahead of the time. Now in the AI generation, NDML is future ready to lead the newer use cases with strong and emerging technology but with same level of Trust and Assurance. We are dedicated to maintaining and growing Trusted Digital Ecosystem where the benefits of technological progress are accessible to all & we aim to continue to drive sustained growth and innovation, creating value for our stakeholders and contributing to the broader goal of nation development.

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To read this
report online visit
www.ndml.in

Message from Managing Director & CEO

Dear Shareholders,

I am delighted to present to you our Annual Report for the fiscal year ending 2025. It is with great pride that I reflect on the remarkable achievements and progress we have made together as a company. We witnessed substantial growth in our 'KYC Registration Agency (KRA)' & 'Registrar & Transfer Agency (RTA)' business and further strengthened our leadership position in 'Insurance Repository' business. We became the first insurance repository in the country to cross a significant milestone of 1 crore insurance policies.



We enhanced our Payment Aggregator platform to connect with various payment methods. We are further expanding our operations from Government Ministries/ Departments to educational institutes & universities, Urban Local Bodies, Municipal Corporations, Insurance Sector, etc.

We also faced numerous challenges impacting some of our businesses. The Government of India's announcement to process the customs functions of SEZ Online systems through the Indian Customs Electronic Data Interchange Gateway ("ICEGATE") system resulted in migration of customs transactions for merchandise from SEZ Online to ICEGATE. To cushion the impact of this migration on our revenue, we launched IMEXIO platform to help SEZ Units and even domestic importers / exporters / CHAs to

seamlessly interact with ICEGATE system and file customs transactions while being 100% assured of security, compliance and effortless usage with a great support. We witnessed significant regulatory intervention in our KRA business requiring significant investments towards segregation of IT and Network infrastructure from our parent company NSDL.

Safeguarding our customers' data and trust is non-negotiable for us. During the year, we have invested heavily in state-of-the-art security measures and compliance protocols to protect them against potential threats. Our commitment to security ensures that our customers can engage with us confidently, knowing that their information is in safe hands.

The future holds immense possibilities and challenges. We have embraced a forward-thinking

approach, leveraging technology and innovation to stay ahead. We are committed to continuous learning and improvement, ensuring that we are not just preparing for the future but actively shaping it.

As we move forward, we remain grateful for the trust our customers, partners, and employees have placed in us. Together, we can build a resilient organisation that thrives on collaboration and innovation.

Thank you for your unwavering support. Let's continue to put customers first, remain secure, and be ready for the future.

Thank you.

Sincerely,

Sameer Gupte

Managing Director and CEO



Corporate Overview

Business Offerings

Payment Solution

NDML is serving the nation as a Payment Aggregator for facilitating online payments by users to avail online services / pay taxes / buy goods etc. This goes a long way in enabling “Digital India” and Online delivery of services to the Citizens. NDML has received “Certificate of Authorisation” from RBI for this line of business. Our Payment Aggregation platform primarily began with supporting Government to Citizen (G2C) services and enables the state and central government departments/ ministries to collect the payment online from the citizens and render them services. Over the period of time, NDML is now expanding its services bouquet to education, insurance and other high priority use cases.

KYC Registration Agency

We act as a central database of verified KYC (Know Your Customer) records which are compliant with regulatory directions. This ensures uniformity of KYC processes and ensures strength of KYC records. This system which is maintained under SEBI’s KRA Regulations, now supports crores of investors in maintaining and updating a centralized record and using it to seamlessly perform KYC with any intermediary across the securities markets.

SEZ Online

SEZ Online is a unique example of delivery of e-Governance services in a connected world. This is an e-Governance Initiative for SEZs (Special Economic Zones) in India (on behalf of Ministry of Commerce & Industry, Govt. of India) for seamless processing of administrative and customs transactions with efficiency and transparency. The system seamlessly connects SEZ Administration, Customs Officers with SEZ Units & Developers. The system is also integrated with RBI, DGFT, ICEGATE, GSTN, DGCIS for facilitating end to end review and approval of important customs transactions of SEZ Units. Beyond Customs transactions, SEZ Online is the starting point in the journey of a business to set-up a Unit in SEZ and supports in everything in between till final exit from the SEZ (if at all). It is a proud occasion to reflect that 100% of all SEZs in the country are using SEZ Online to perform various transactions.

InstiGo: Digital Customer Onboarding

Instigo is a Digital Customer Onboarding solution that facilitates the Intermediaries to quickly onboard new customers for providing various services such as trading / demat / PMS etc. by performing KYC and Due Diligence in an online manner. The solution eliminates the need for paper documents and physical interfaces. It democratizes technology and solutions across intermediaries of all size and scale. Instigo not only facilitates online KYC but also various front end and back end integrations with all stake-holders to deliver a single platform “that does all”. As part of digital customer onboarding services, NDML also provides services as an Application Service Provider i.e. ASP for providing e-Sign services. As per regulatory guidelines, e-Sign is an important component for digital onboarding of customers.

Registrar and Share Transfer Agent

We are SEBI Registered Category I – RTA (Registrar and Transfer Agent). This is a cutting-edge technology-based solution for meeting the needs of all stakeholders engaged in the issuance of listed and unlisted securities, debt instruments, securitised instruments, and also storing records of investor details and transactions. We are a tech-enabled professional service with a focus on convenience, security and compliance.

Customer Offerings

National Skills Registry

NSR is another world first initiative and is led by NASSCOM (National Association of Software and Service Companies) to develop a robust information infrastructure about all present and prospective employees for the IT-BPM (Information Technology – Business Process Management) industry and deliver a strong message of assurance and strength to all the industry members and their clients about India's work-force. This also helps to significantly reduce the time and costs of new employee onboarding and go live.

NSDL National Insurance Repository

All our financial investments are secured in our demat accounts, why insurance should be different. IRDAI, the insurance regulator, has led this world-first initiative to deliver an electronic insurance account to insurance customers. Insurance customers can see all their policies (Life, Health, Non-Life) across all insurance companies in a single online account and can avail services thereon. Yes customers love this and we have 1 Crore plus customers already using this. This is a one-stop digital solution for insurance policies. It holds all the user policies electronically in an e-Insurance account just like demat account of securities.

Accreditation Agency

As our capital markets are maturing, they are offering sophisticated and mature products to the investors. SEBI supports product evolution and has strengthened investor participation by creating a framework of accreditation. This framework allows experienced and high networth investors to get accredited and participate in these products with light regulatory oversight. NDML is authorized Accreditation Agency by SEBI, for facilitating eligible investors to submit their details for assessment and certification as "Accredited Investors". Accredited investors will be eligible to participate in various sophisticated financial market products with lesser regulatory oversight and lower participation thresholds.



Board of Directors



Mr. Ravindra Pandey

Former Deputy
Managing
Director & Chief
Information Officer,
State Bank of India



**Mr. Alok Vardhan
Chaturvedi**

Former Director General,
Directorate General
of Foreign Trade
(DGFT) – Ministry of
Commerce & Industry
(Department of Commerce)



Mr. Vijay Chandok

Managing Director &
CEO, NSDL[#]



Mr. Sameer Patil

Chief Business Officer,
NSDL^{##}



Mr. Sameer Gupte

Managing Director & CEO

[#] Appointed as Additional (Non-Executive) Director w.e.f. January 15, 2025

^{##} Appointed as Additional (Non-Executive) Director w.e.f. August 8, 2025

Management Team



[#] Company Secretary & Compliance Officer with effect from August 8, 2025

CSR : Giving Back to the Community

NSDL Database Management Limited (NDML), a 100% subsidiary of NSDL, believes that uplifting the lives of people will pave the way for a developed and sustainable nation. With the philosophy of 'Giving Back', NDML undertakes various social initiatives with the aim of socio-economic empowerment under the aegis of its corporate social responsibility (CSR). While marching ahead towards 'Viksit Bharat', NDML has weaved social impact initiatives into the Company's core ethos that help bring positive changes in the communities.

We endeavour to align our CSR strategy and projects to capture the essence of the Sustainable Development Goals (SDG). The Company regularly engages with the people and communities around to create a bond of trust between the organisation and its stakeholders. These engagements are helpful to identify the local needs or concerns and encourage the Company to take more socially responsible initiatives.

We believe that business objectives should include overall development of communities around their surrounding areas. The aim has always been to go beyond mere 'Corporate Social Responsibility' to understand the real needs and genuine concerns of the people and provide the necessary stimulus to not only address these issues but ensure social involvement, acceptability and sustainability.

To create long-term impacts, for FY 2024-25, the CSR team is focussed on themes: healthcare, education, livelihood-based skill development, rural development, environmental sustainability, disaster relief, etc. Through NDML's impact-driven CSR projects, the company strives to transform the lives of marginalised community people at grassroots level.

— Project Yogdan (Healthcare Support to Thalassaemia Patients)

Thalassaemia Major is a genetic blood disorder, that is characterised by the inability of the body to produce appropriate haemoglobin, resulting in inadequate delivery of oxygen to the different cells of the body. The disorder, in most cases, is diagnosed in the first year of the life of the child. Thalassaemia patients are dependent on regular blood transfusions. Further, Thalassaemia disease management needs constant interventions to improve the life expectancy and quality of life of Thalassaemia patients. Since last 7 years, NDML in collaboration with its holding company NSDL, has been extensively working for the cause of Thalassaemia by ensuring reaction-free





and non-allergic blood transfusions for Thalassaemia patients in Mumbai & its suburban areas and adjacent districts namely, Thane, Palghar & Raigad. Our endeavour is to improve the lifespan and quality of life of Thalassaemia patients. Since project inception, together we could support 400+ Thalassaemia patients and have achieved a significant improvement in the health profiles of beneficiaries through our CSR support. The project beneficiaries fall under the age group of 4 months to 35 years and belong to low household income groups. As a part of comprehensive care, we ensure that Thalassaemia patients receive reaction free blood transfusion, and their health is monitored regularly to determine corrective line of treatment.

In FY 2024-25, NDML provided bedside Leukocyte Filters to around 150+ Thalassaemia patients from Lokmanya Tilak Municipal General Hospital and Medical College (Sion Hospital). These filters play a crucial role in reducing febrile and allergic reactions caused due to blood transfusions. Further, NDML also facilitated DXA Scan and Cardiac & Liver T2* MRI investigations for needy patients. The impact study revealed that the use of bedside Leukocyte Filters helped in significant reduction in Allergic & Febrile Reactions amongst patients while DXA Scan and Cardiac & Liver T2* MRI tests helped timely diagnosis of iron overload on critical body organs so that corrective line of treatment can be determined.

Comprehensive Eye Care Project for People Engaged in Unorganised/Hazardous Occupations

The unorganised sector comprises over 81% of India's workforce, with key sectors including Agriculture & allied, Construction, Domestic and Household Workers, Apparel, and Miscellaneous. People engaged in unorganised and hazardous occupations face a higher risk of eye injuries and vision problems due to various workplace hazards. Eye care is crucial in these sectors to prevent injuries, preserve vision, and enhance overall well-being and productivity. Hence, providing eye care services to this population can

boost productivity and thereby the economy. Moreover, the workers in the unorganised sector usually lack awareness about eye safety practices and the importance of eye protection.

To address this issue, NDML provides an end-to-end eye care services to people engaged in unorganised & hazardous occupations. The services are offered at the beneficiary doorstep and facilitated through camps which were conducted in association with Medical Research Foundation (Sankara Nethralaya). The camps are

organised in rural, tribal, urban slums as well as semi-urban areas across various districts in Tamil Nadu State. In FY 2024-25, NDML screened around 1,000+ workers who are engaged in various unorganised & hazardous occupations such as farming, carpentry, jewellery making, sculpting, handloom weaving, salt-pan workers, construction, driving, plumbing, welding, fishing, etc. Post screening, the workers were provided with spectacles and safety glasses to suit their daily living activities.



STEM-Based Mini Science Centre in Govt.-recognised School in association with Aroh Foundation

NDML has set up a Mini Science Centre (MSC) at Annasaheb Vartak Smarak Vidyamandir, Virar, Dist- Palghar, as part of its ongoing CSR initiative to promote STEM education. The MSC is a state-of-the-art learning hub, designed to make science and math interactive, practical, and fun for students from Grades 5 to 10. Equipped with plug-and-play tabletop models, educational placards, and

engaging visuals, the centre is designed basis curriculum of SCERT & NCERT guidelines. These models provide students with the opportunity to explore scientific and mathematical concepts in a practical, hands-on learning manner and moving beyond textbooks. This permanent facility will not only benefit over 2,100 students in the school but will also serve as a resource for curious minds

from nearby schools. The initiative includes teacher training, DIY competitions, quizzes, and hands-on STEM activities, promoting scientific thinking at an early age. At the same time, the MSC shall facilitate ease in teaching for science and math teachers who can provide an innovative and practical platform with a hands-on approach to students.



Project Artha SAMARTH – Livelihood-Based Skill Development for Youth

NDML aims to contribute towards India's skill development mission and benefiting individuals, industry and the country at large, with a skilled workforce. The Company has been conducting various skill development projects across various sectors, especially in BFSI sector for the youth from marginalised communities. Post training, the candidates are provided with employment or self-employment opportunities for livelihood. The deserving youth are identified and trained on

sector-specific skills depending upon their need and inclination. The objective is to create highly skilled & professional workforce to serve Industry demands for employment of a thriving industry locally and to transform youth into an employee/entrepreneur through behaviour change, knowledge acquisition and skill development.

In FY 2024-25, NDML associated with Tata Community Initiatives Trust (TCIT) to train the underserved

youth from marginalised communities on BFSI as well as other sectors such as healthcare, retail, etc. The training programme included classroom training followed by OJT/internship as per the course demand. Around 67 candidates from poor socio-economic background were trained across various job roles namely, General Duty Asst.-Asst. to Nurse (Healthcare), Retail Sales Associate (Retail) and Business Development Executive (BFSI).



Mid-Day Meal Project for School Students

The Mid-Day Meal Scheme, now known as Pradhan Mantri Poshan Shakti Nirman (PM POSHAN), is a crucial initiative in India aimed at enhancing the nutritional status and educational outcomes of school-going students. The scheme directly addresses malnutrition among school students by providing nutritious meals, improving their overall health and development. NDML has associated with The Akshaya Patra Foundation to provide nutritious mid-day meals in the government-recognised schools

across targeted locations in India. Through this programme, NDML intends to alleviate classroom hunger and enable students to concentrate better on their studies, leading to improved learning outcomes. We also aim to improve school enrolment and reduce dropout rates, particularly among disadvantaged students.

NDML supported Mid-Day Meal project had played a vital role in improving the health, education, and socioeconomic well-being of students

as well as curbing the drop-out ratio & enhancing classroom attendance in the identified schools in India.

In FY 2024-25, NDML in association with Akshaya Patra Foundation served around 3,18,978 mid-day meals to around 2,015 students in the targeted government-recognised schools in Panvel, Bengaluru and Visakhapatnam. With this initiative, we strive to promote education as well as ensure nutrition for the school students.

Life at NDML

Human Resources

NDML places strategic importance on the diversity and quality of its human capital, acknowledging employees as essential drivers of organizational growth. The Company is committed to fostering employee wellbeing, and during the year, a variety of wellness initiatives were implemented in both online and offline formats. These included a step-a-thon challenge, yoga sessions, International Women's Day observance, and stress management workshops under the broader Employee Wellness Program.

The organization offers a conducive and inclusive work environment that supports the attraction, motivation and retention of high-performing talent. Diversity remains a key area of focus, with women comprising 31% of the workforce as of March 31, 2025.

Recognition of employee performance is institutionalized through a structured Rewards & Recognition (R&R) framework, encompassing various feedback, appreciation initiatives and contests. NDML also provides targeted training interventions on

critical areas such as Information Security, Policy Awareness and Regulatory Compliance.

To further enhance operational efficiency and employee experience, the Company introduced a comprehensive Human Resource Management System (HRMS) that covers the entire employee lifecycle ("Hire to Retire") and promotes engagement through its integrated social collaboration platform i.e. "Vibe".



Employee Engagement and Wellness Initiatives

At NDML, we believe that a thriving workplace culture is built on a strong foundation of employee engagement, recognition, and well-being. Throughout the year, we organize a range of initiatives designed to celebrate our people, promote wellness, and create a positive and inclusive environment.

CEO Monthly Awards

Recognition is at the heart of motivation. Each month, our CEO personally acknowledges high-performing employees through the **CEO Monthly Awards** for recognising and appreciating specific and exemplary initiatives and contribution of the employees.



20 Years Celebrations

NDML completed its 20 years of incorporation in June 2024. MD & CEO message laid out the future vision of the Company, role of the employees and electrified the atmosphere & motivated one & all. It was nostalgic feeling to listen to the growth journey of NDML.



Milestone Achievements

During the year, following Business milestones were achieved and celebrated and MD & CEO acknowledged the immense dedication and the spirit of the team to go extra mile.



Go Live of IMEXIO

In order to facilitate SEZ Units to use ICEGATE system for filing Import / Export transactions, your company launched a convenient, intuitive and user-friendly platform i.e. "IMEXIO". SEZ Units are enthusiastically participating in IMEXIO platform to prepare their Import / Export transactions for filing in ICEGATE system.



1 Crore Policies for NIR

NSDL National Insurance Repository (NIR) became the first insurance repository in India to cross the landmark of 1 crore electronic insurance policies (e-Policies). This achievement underscores NIR's pivotal role in driving the digital transformation of the insurance sector and continued preference of insurers and insured for usage and adoption of digital forms of issuance of policies. NIR has also introduced a mobile app for its eIA holders, providing easy access to insurance at fingertips.



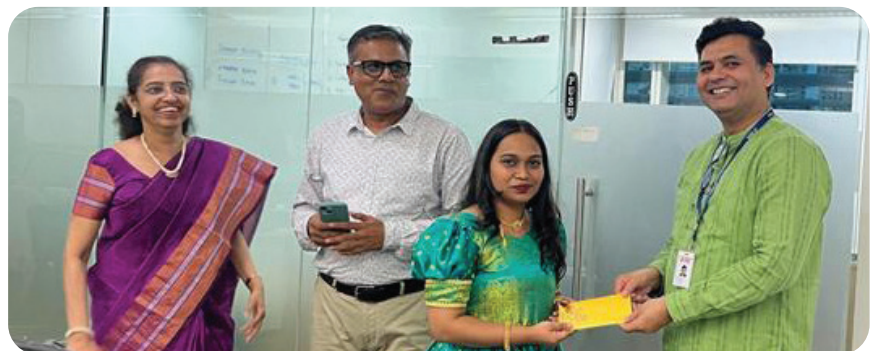
RBI authorisation for NDML Payment Aggregator

During the year, NDML received Certificate of Authorisation from RBI to operate as Payment Aggregator (PayGov & SurePay) under RBI's Payment Aggregator Guidelines. Also, NDML launched a ticketing platform for the Archaeological Survey of India to facilitate online booking of tickets across all ASI monuments to facilitate the visitors. NDML pioneered the launch of payment method UPI123 enabling payment acceptance through feature phone for ASI ticket bookings.



— Diwali Celebrations

Our annual Diwali celebration brings vibrant energy to the workplace, with festive décor, cultural performances, traditional attire, and team bonding activities. It's a joyful occasion that strengthens camaraderie and celebrates the spirit of togetherness.



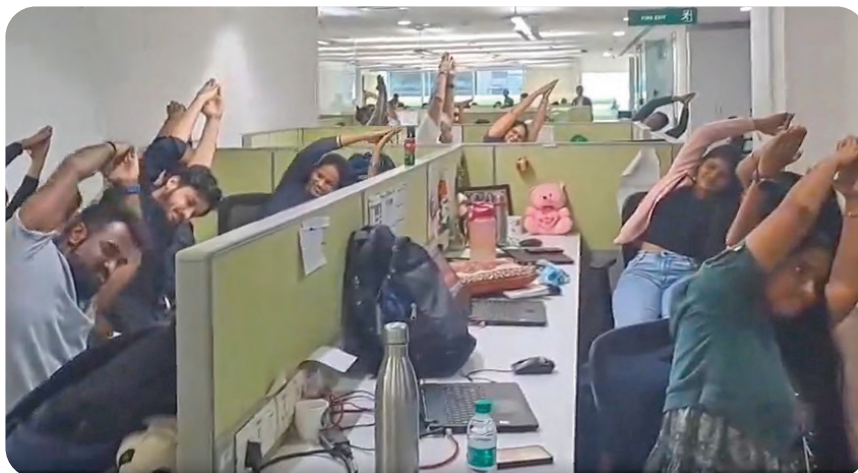
— International Women's Day

We proudly recognize and celebrate the achievements and contributions of the women in our organization. Women's Day is marked with engaging panel discussions, appreciation events, and inspiring talks, reinforcing our commitment to diversity and inclusion.



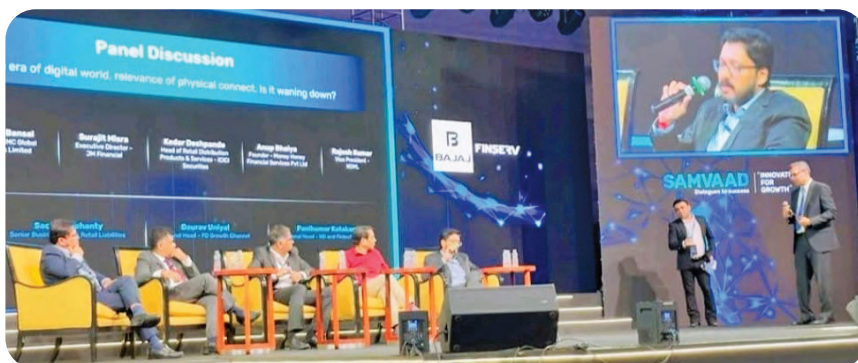
— Wellness Yoga Sessions & Health Camps

To promote mental and physical well-being, we regularly host guided yoga sessions for employees. These sessions offer a peaceful break from daily routines, helping staff rejuvenate, improve focus, and manage stress effectively.



— Events

NDML encourages its employees to participate in various events including panel discussions.



Corporate Information

Auditors

Statutory Auditors

M/s. Khandelwal Jain & Co.

Chartered Accountants

12-B, 5th Floor, Baldota Bhavan,
M. Karve Road, Churchgate,
Mumbai – 400 020

Internal Auditors

M/s. Mahajan & Aibara

Chartered Accountants

B-Wing, 2nd Floor, Mafatlal Chambers,
N. M. Joshi Marg, Lower Parel (East),
Mumbai – 400 013

Secretarial Auditor

Dhruvil M. Shah & Co. LLP

Practicing Company Secretary,
D-612 Neelkanth Business Park,
Vidyavihar (West), Mumbai – 400 086

Bankers

Axis Bank Limited
HDFC Bank Limited
ICICI Bank Limited
IDBI Bank Limited
Kotak Mahindra Bank
NSDL Payments Bank Limited
Union Bank of India

Company Secretary

Mr. Pratik Toprani*

*Ceased to be Company Secretary
(w.e.f. August 8, 2025)

Mr. Vijay Gupta**

** Appointed as Company Secretary
(w.e.f. August 8, 2025)

Registered Office

4th Floor, Tower 3,
One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai – 400 013

CIN: U72400MH2004PLC147094

Tel No.: 91-22-49142700

Fax No.: 91-22-49142503

e-mail: info_ndml@ndml.in

Notice

Notice is hereby given that, the Twenty First Annual General Meeting of the Members of NSDL Database Management Limited will be held on Thursday, September 11, 2025 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Balance Sheet as at March 31, 2025, Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon**

2. **To declare final Dividend on equity shares for the financial year ended March 31, 2025**

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

"RESOLVED THAT final dividend at the rate of ₹ 3 per share for the year ended March 31, 2025 on each fully paid equity share of the Company be paid to those shareholders whose names appear on the register of members, as on the record date."

SPECIAL BUSINESS

3. **Appointment of Mr. Vijay Chandok (DIN: 01545262) as a Non-Executive Director**

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

"RESOLVED THAT Mr. Vijay Chandok (DIN: 01545262), who was appointed as an Additional Director (Non-Executive) of the Company with effect from January 15, 2025 under section 161 of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as a Non-Executive Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."

Registered Office:

4th Floor, Tower 3,
One International Center,
Senapati Bapat Marg,
Prabhadevi,
Mumbai- 400 013

Date: August 08, 2025
Place: Mumbai

4. **Appointment of Mr. Sameer Patil (DIN: 08103042) as a Non-Executive Director**

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

"RESOLVED THAT Mr. Sameer Patil (DIN: 08103042), who was appointed as an Additional Director (Non-Executive) of the Company with effect from August 08, 2025 under section 161 of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as a Non-Executive Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."

5. **Re-appointment of Mr. Ravindra Pandey (DIN: 07188637) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, rules made thereunder (including any statutory modifications or re-enactment thereof) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and Articles of Association of the Company; Mr. Ravindra Pandey (DIN: 07188637), who was appointed as an Independent Director and who holds office of Independent Director upto September 12, 2025 and being eligible, be and is hereby re-appointed as an Independent & Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 years on the Board of the Company commencing from September 12, 2025."

**By Order of the Board of Directors
For NSDL Database Management Limited**

Sd/-
Vijay Gupta
Company Secretary
Membership No. A20459

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till September 30, 2025. In accordance with the said circulars of MCA and applicable provisions of the Act, the 21st AGM of the Company shall be conducted through VC / OAVM.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400 013, which shall be the deemed venue of the AGM.
3. Members (Institutional / Corporate Shareholders) are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representative(s) to attend the AGM through VC/ OAVM and to vote in its behalf, pursuant to Section 113 of the Act, at cs_ndml@ndml.in.
4. Pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the Director to retire by rotation at every Annual General meeting (other than Independent Director and MD & CEO) shall be those who have been longest in the office since their last appointment. Mr. Vijay Chandok, Non-Executive Director (DIN: 01545262) who was appointed as Additional Director from January 15, 2025 is the only non-executive director currently and is due to be regularized as Director through Special Business in this AGM. Accordingly, there is currently no Non-Executive Director eligible for retirement by rotation.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

5. In accordance with, Circulars issued by MCA, Notice of 21st AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to the Company Secretary at cs_ndml@ndml.in.

7. The Notice of AGM along with Annual Report for the financial year 2024-25, is available on the website of the Company at www.ndml.in.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

8. Members will be able to attend the 21st AGM through VC/OAVM Facility. For this purpose, please use the Microsoft Teams Link shared in the email to join the said meeting.
9. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and login shall be kept open throughout the proceedings of AGM.
10. Members who need assistance with the use of technology for joining the AGM through VC/OAVM can contact the Company Secretary at the below mentioned details:

 Mr. Vijay Gupta
 Company Secretary
 Contact: 022-49142506
 Email id: cs_ndml@ndml.in
11. Please note that the participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

13. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings at the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, email ID, mobile number to the Company Secretary at cs_ndml@ndml.in. Queries, if any received by the Company till 5.00 p.m. on September 10, 2025 shall only be considered and responded during the AGM.
14. Members who would like to express their views or ask questions during the AGM may raise their hands as per the functionality available on the Microsoft Teams application, however the Company reserves the right to restrict the number of questions and number speakers, as appropriate for smooth conduct of the AGM.

GENERAL INFORMATION:

15. The voting rights shall be as per the number of equity shares held by the Member(s) as on AGM date, being the cut-off date.
16. During the AGM, Electronic copies of all the documents referred to in the accompanying Notice of the AGM, Explanatory Statement, Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection, on request.
17. The Board of Directors has recommended final dividend of ₹ 3 per Equity Share for the Financial Year ended March 31, 2025 subject to approval of shareholders at the AGM.
18. If Dividend on Equity Shares, as recommended by the Board, is declared at the AGM, it will be paid within 30 days from the date of AGM to all Beneficial Owners/ Members in respect of shares held and whose names are on the Company's Register of Members.
19. The date of Annual General Meeting of the Company shall be considered as the record date for identifying the shareholders entitled for dividend for the financial year ended March 31, 2025.
20. As per the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020

at applicable rates and as such the Company is not required to pay any Dividend Distribution Tax.

21. Members holding shares in dematerialised form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
22. To support 'Green Initiative', Notice of the 21st AGM along with Annual Report is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs.). Physical copy of the Notice of the 21st AGM along with Annual Report shall be sent to those Members who request for the same.

**By Order of the Board of Directors
For NSDL Database Management Limited**

Registered Office:

4th Floor, Tower 3,
One International Center,
Senapati Bapat Marg,
Prabhadevi,
Mumbai- 400 013

Date: August 08, 2025
Place: Mumbai

Sd/-
Vijay Gupta
Company Secretary
Membership No. A20459

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3: APPOINTMENT OF MR. VIJAY CHANDOK (DIN: 01545262) AS A NON-EXECUTIVE DIRECTOR

Ms. Padmaja Chunduru (DIN: 08058663) Non-Executive Director of NSDL Database Management Limited, had resigned with effect from the closure of business hours of August 31, 2024.

Accordingly, on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors through Circular Resolution dated January 11, 2025 appointed Mr. Vijay Chandok (DIN: 01545262) as an Additional Director (Non-Executive) with effect from January 15, 2025. In terms of the provisions of Section 161 of the Act, Mr. Vijay Chandok will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed a Non-Executive Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice proposing the candidature of Mr. Vijay Chandok for the office of Non-Executive Director.

As per declarations received from Mr. Vijay Chandok, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has complied with the requirements of obtaining the Directors Identification Number in terms of Section 153 of the Act. The Company has received the requisite Form DIR-2 and Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment. Details of qualifications and experience of Mr. Chandok as per Clause 1.2.5 of Secretarial Standards-2 are placed below.

Therefore, the Board of Directors of your Company recommends the passing of Ordinary Resolution as set out at Item No. 3 of the Notice.

Except Mr. Vijay Chandok, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution as set out in Item No. 3 of the notice.

ITEM NO. 4: APPOINTMENT OF MR. SAMEER PATIL (DIN: 08103042) AS A NON-EXECUTIVE DIRECTOR

Mr. Gopalan Srinivasa Raghavan (DIN: 01307378) Non-Executive Director of NSDL Database Management Limited had resigned with effect from the closure of business hours of May 30, 2025.

Accordingly, on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors in its meeting dated August 08, 2025 appointed Mr. Sameer Patil (DIN: 08103042) as an Additional Director (Non-Executive) with effect from August 08, 2025. In terms of the provisions of Section 161 of the Act, Mr. Sameer Patil will hold office

up to the date of the ensuing Annual General Meeting and is eligible to be appointed a Non-Executive Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice proposing the candidature of Mr. Sameer Patil for the office of Non-Executive Director. Details of qualifications and experience of Mr. Patil as per Clause 1.2.5 of Secretarial Standards-2 are placed below.

As per declarations received from Mr. Sameer Patil, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has complied with the requirements of obtaining the Directors Identification Number in terms of Section 153 of the Act. The Company has received the requisite Form DIR-2 and Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

Therefore, the Board of Directors of your Company recommends the passing of Ordinary Resolution as set out at Item No. 4 of the Notice.

Except Mr. Sameer Patil, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution as set out in Item No. 4 of the notice.

ITEM NO. 5: RE-APPOINTMENT OF MR. RAVINDRA PANDEY (DIN: 07188637) AS AN INDEPENDENT DIRECTOR

Mr. Ravindra Pandey was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013, rules made thereunder (including any statutory modifications or re-enactment thereof) and other applicable provisions, if any, of the Companies Act, 2013, effective September 12, 2022, to hold office up to September 12, 2025.

Based on the recommendation of the Nomination and Remuneration Committee (NRC) in its meeting held on August 08, 2025, on the basis of performance evaluation of Mr. Ravindra Pandey during his first term of 3 years, the Board in its meeting dated August 08, 2025, recommends the reappointment of Mr. Ravindra Pandey as an Independent Director, not liable to retire by rotation, to hold office for a second term of 3 years on the Board of the Company commencing from September 12, 2025 till September 11, 2028.

As per declarations received from Mr. Ravindra Pandey, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and pursuant to Section 149(7) of the Companies Act, 2013, he meets with the criteria of independence as prescribed under sub-section (6) of Section 140 of the Act and has complied with the

requirements of obtaining the Directors Identification Number in terms of Section 153 of the Act. The Company has received the requisite Form DIR-2 and Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such re-appointment.

In the opinion of the Board and based on its evaluation, Mr. Ravindra Pandey fulfils the conditions specified in the Act, and Rules made thereunder for his reappointment as an Independent Director of the Company and he is Independent of the Management of the Company.

Given his experience, expertise and contribution made by Mr. Ravindra Pandey during his tenure, the Board considers it desirable and in the interest of the Company to have Mr. Ravindra Pandey on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Ravindra Pandey as an Independent Director as proposed in the Resolution set out at Item No. 5 for approval by the Members.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 5 of the Notice.

Except Mr. Ravindra Pandey, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution as set out in Item No. 5 of the notice.

Other Disclosure relating to Directors seeking appointment/re-appointment as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Name of Director	Vijay Chandok	Sameer Patil	Ravindra Pandey
Category	Additional Director (Non-Executive)	Additional Director (Non-Executive)	Independent and Non-Executive Director
Date of Birth/Age	February 23, 1968 / 57 years	March 13, 1974 / 51 years	June 6, 1962 / 63 years
Qualifications	Master's degree of Mumbai University in Management Studies (MMS) from Narsee Monjee Institute of Management Studies, Mumbai and Bachelor's degree in Mechanical Engineering from the Indian Institute of Technology (Banaras Hindu University), Varanasi (formerly IT-BHU)	Master of Business Administration – Finance, CTU, Ahmedabad	M.Sc. and Certified Associate of Indian Institute of Bankers
Experience	Mr. Vijay Chandok is the Managing Director and Chief Executive Officer of National Securities Depository Limited (NSDL). Prior to this, he was associated with ICICI Group for 31 years. He has served as the Managing Director & CEO of ICICI Securities Ltd.	Mr. Sameer Patil is a senior professional with 27 years of experience and in his last assignment, he was associated with BSE Limited as Chief Business Officer. He has worked with companies like NCDEX and MCX. He has experience in business development and marketing in mainstream institution sectors like – Securities, Banking, Financial Services and insurance. He has in depth experience in managing and leading a sale and marketing team.	Mr. Pandey is a senior banker; superannuated as Dy. Managing Director of State Bank of India (SBI) after a stellar career spanning 37 years with SBI; with proven track record in top leadership roles in domestic and international assignments. He has in-depth knowledge and skill in shaping, nurturing and leading a strong organization. He is also a digital strategist, led adoption of emerging, disruptive and innovative processes/technologies to enable business transformation
Terms & Conditions appointment or reappointment	Non – Executive Director, liable to retire by rotation.	Non – Executive Director, liable to retire by rotation.	Independent Director & Non – Executive Director, not liable to retire by rotation.
Remuneration Details	NIL	NIL	NIL
Date of first appointment on the Board	January 15, 2025	August 08, 2025	September 12, 2022
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Number of Board Meeting attended during the year 2024-25	1 (One)	None	6 (Six)

Name of Director	Vijay Chandok	Sameer Patil	Ravindra Pandey
List of other Directorship held	<ol style="list-style-type: none"> 1. NMIMS Business School Alumni Association 2. National Securities Depository Limited 3. NSDL Payments Bank Limited 4. International Securities Services Association 	NIL	<ol style="list-style-type: none"> 1. ASK Investment Managers Limited 2. SIS Cash Services Limited 3. Welspun Speciality Solutions Limited 4. Welspun Corporation Limited 5. Dreamfolks Services Limited 6. PayU Finance India Private Limited 7. Pay10 Services Private Limited 8. Jamipol Limited 9. Trillionloans Fintech Private Limited
Chairman/Member of the Committees of Board of other Companies	<p>National Securities Depository Limited</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee – Member 2. Stakeholders Relationship Committee – Member 3. Member Committee – Member 4. Standing Committee on Technology – Member 5. Risk Management Committee – Member 6. Investment Committee – Member <p>NSDL Payments Bank Limited</p> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee – Chairman 2. IT Strategy Committee – Member 3. Risk Management Committee – Member 4. Customer Service Committee – Member 5. Capital Raising Committee of the Board – Member 	NIL	<p>SIS Cash Services Limited</p> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee – Chairman 2. Stakeholders Relationship Committee – Chairman <p>Welspun Corporation Limited</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Nomination & Remuneration Committee – Member 3. Risk Management Committee – Member 4. Stakeholder Relationship Committee – Member <p>Dremfolks Services Limited</p> <ol style="list-style-type: none"> 1. Audit Committee – Chairman <p>PayU Finance India Pvt. Limited</p> <ol style="list-style-type: none"> 1. Information Technology Strategy Committee – Chairman 2. Audit Committee – Member 3. Nomination & Remuneration Committee – Member 4. Risk Management Committee – Member

Name of Director	Vijay Chandok	Sameer Patil	Ravindra Pandey
			Jamipol Limited
			1. Audit Committee – Chairman
			2. Nomination Remuneration Committee – Member
			Trillionloans Fintech Private Limited
			1. Nomination Remuneration committee – Member
			2. IT Strategy and Security Committee – Member
Chairman/Member of the Committees of Board of the Company	1. Nomination & Remuneration Committee – Chairman 2. Audit Committee – Member 3. Corporate Social Responsibility Committee – Member	NIL	1. Information Technology strategy Committee – Chairman 2. Audit Committee – Member 3. Nomination Remuneration Committee – Member 4. Corporate Social Responsibility Committee- Member

Directors' Report

To the Members,

Your Director's are pleased to present the Twenty-first Annual Report along with the Audited Financial Statements of your Company for the Financial Year (FY) ended March 31, 2025.

FINANCIAL HIGHLIGHTS

The financial performance of the Company for FY 2024-25 is summarized in the following table:

Particulars	₹ in Lakhs)	
	March 31, 2025	March 31, 2024
Income from Operations	8,231.02	7,651.83
Other Income	1,940.20	1,782.72
Total Income	10,171.22	9,434.55
Expenditure	4,984.38	4,285.54
Profit (Loss) before depreciation & prior-period adjustment	5,186.84	5,149.01
Depreciation	652.91	595.82
Profit (Loss) before Tax	4,533.93	4,553.19
Provision for Deferred Tax	(46.89)	6.19
Provision for Tax for earlier year	(33.27)	25.00
Provision for Tax	1,056.84	975.09
Profit after Tax	3,557.25	3,546.91
Total Comprehensive Income	3,429.88	3,555.54
Balance brought forward from previous year	21,632.18	19,908.14
Dividend paid	(1,831.50)	(1,831.50)
Profit / (Loss) carried to the Balance Sheet	23,230.56	21,632.18

OVERVIEW OF COMPANY AFFAIRS

During FY 2024-25, the Company made efforts to improvise and consolidate its focused offerings and services in market based, competitive services which facilitate and serve a wide segment of market intermediaries and their customer base. The Company has developed models for supporting its customers with process automation, electronic integrated services, online customer interfaces and efficient channels of service delivery resulting in transparency, efficiency, lower costs and better compliance.

The Company expects to further expand the operations and revenues in its existing projects and leverage on the established cost structures so as to further expand its products portfolio to offer newer services to existing and new market segments. The Company places significant focus on payments and digital customer onboarding and related services as new areas of growth. The Company is actively reviewing all service lines and consolidating the same based on business efficiency and outcomes. During the year, the company worked on some of the large regulatory mandates and implementations such as complete segregation of IT infrastructure and network from the parent company and establishing independent IT and network operations including information security.

During FY 2024-25 all regulators published detailed frameworks for implementation of "Cyber Security & Resilience Frameworks" and the Company worked extensively to implement the same.

During the year, your Company achieved a top line of ₹ 8,231.02 lakhs resulting in a total comprehensive income of ₹ 10,171.22 lakhs. The Company has achieved an operating profit of ₹ 2,593.73 lakhs. The revenue expenditure for the year was ₹ 5,637.29 lakhs.

Your Company has built capability and reputation in developing and operating products that offer the opportunity for delivering benefits of automation and process simplification to large user groups and are well managed, secure and compliant. Considering the regulatory focus and opportunities for business growth, the Company has decided to invest in technology upgrades across various projects by re-writing application modules so as to support larger volumes through variety of customer preferred interfaces.

Over the years, your Company has entered into various areas requiring database management, automation and end-to-end integration of services. Currently, the Company has eight operational projects viz. National Skills Registry

(NSR) on behalf of NASSCOM (started in January 2006), SEZ Online on behalf of Ministry of Commerce and Industry (started in September 2009), KYC Registration Agency (KRA) (started in January 2012), Payment Aggregator Platform 'PayGov' on behalf of Ministry of Electronics and Information Technology (MeitY) (started in April 2012) & 'SurePay', NSDL National Insurance Repository (NIR) (started in August 2013), Registrar and Transfer Agent (RTA) (started in May 2016), Digital customer onboarding (started in July 2020), , and Accreditation Agency (started in 2022).

DIVIDEND

The Board of Directors of your Company is pleased to recommend a dividend of ₹ 3.00 per equity share of the value of ₹ 10/- each (i.e. 30%) for FY 2024-25, for consideration at the ensuing Annual General Meeting on 6,10,50,000 equity shares.

The total sum of dividend, if approved, would result in cash outflow of ₹ 1831.50 Lakhs.

TRANSFER TO RESERVES

During the year under review, no transfer has been made to General Reserve.

NAMES OF THE COMPANIES WHICH HAVE BECOME/CEASED TO BE A SUBSIDIARY, JOINT VENTURE (JV) AND ASSOCIATE COMPANY DURING THE YEAR

During the year under review, no Company has become or ceased to be a Subsidiary, Joint Venture (JV) and Associate Company of your Company. As on March 31, 2025, your Company does not have any Subsidiary, JV or Associate Company.

BUSINESS UPDATE

National Skill Registry (NSR) Project

NSR system established by your Company is playing a key role in the IT / ITeS industry in the area of employee recruitment, background checks, engagement and relieving. Many large IT & ITeS companies have adopted NSR registration as a requirement for their new employees and in many cases, the Companies have encouraged their existing employees also to register. This collaborative effort by the industry and its employees results in a better industry environment such that each employee is registered on a central system, defined and useful information is available, identity checks are done and pre-verified information relating to education and experience is available. This boosts the confidence of the companies in hiring employees coming from within the industry and also reduces the cost and time involved in the background check process. As the industry sources its business from off-shore clients, having authenticated information of ITeS personnel also places the industry before the clients in a higher league where not only quality and cost but also security is of paramount importance.

NSR is one of its kind initiative across the world where the industry has come together and collaborated to develop an industry wide system of employee records. During the FY 2024-25 IT Industry has witnessed modest hiring trends and same is reflected in NSR registrations also. NSR continues to connect and collaborate with its existing and new client base in the industry to identify their needs and how NSR can play a constructive role to offer industry wide solutions.

NSR is also evolving to serve individual, customized needs of participants and offer optional value-added services which help users to exploit the service better.

Key Features

- Employees get a permanent and unique profile at industry level with independent validated KYC information; enhanced credibility of registered and verified information ensures quicker on-project placement and employee on-boarding;
- Employee Background checks across the industry get strengthened and ensures best security practices;
- Reduction in employee onboarding and background check time and cost;

NSR as an industry model presents a good use case for "Employer – Employee – Job Applicant – Background Checker" engagement and facilitate and strengthen recruitment and background check practices. This can be considered by other large industries also such as Retail, BFSI, e-Commerce etc.

NDML is expanding NSR scope so as to build and operate a framework for default verification mechanism (a.k.a. NSR 3.0) of NSR profiles. The development involves gap analysis and completion logic for KP profiles, module for profile updation, documents upload and verification of details. Companies and KP will be able to view KYCed and verified profile with artifacts and facility to generate background check report.

As on March 31, 2025, 325 companies have joined NSR as "Subscriber" companies. These companies participate in NSR system by registering employees as well as by accessing information of registered professionals.

24.7 lakhs Knowledge Professionals have registered on NSR and have been allotted IT Professional Identification Number (ITPIN).

NSR continues to look forward to exploring more use cases where NSR "as a central platform for the employers & employees" can be used to serve further needs of the industry and assist them in furthering their mutual interests.

SEZ Online Project

NDML has developed SEZ Online service as per the agreement with Department of Commerce, Ministry of Commerce &

Industry (MOCI). SEZ online is a nationwide integrated e-governance solution for facilitating processing of various transactions of SEZ developers, Co-developers, Units with SEZ administration and customs officers. The system facilitates uniform validations and processes across all Zones / Units, electronic filing & processing, transparency in Government transactions and internet-based access and use from anywhere for convenience.

SEZ Online supports online filing and approval for various processes, applications, reporting and compliances envisaged under SEZ Act and SEZ Rules including following:

- Setting up a new SEZ in the country with approvals from DC Office & Department of Commerce;
- Setting up a Manufacturing / Trading / Service / FTWZ Unit in the SEZ;
- Other approvals such as Letter of Undertaking, Commencement of Production, Lease Deed, LOA and various other permissions;
- Submission and approvals of Import / Exports / DTA Clearances / Inter & Intra SEZ Transactions in Goods & Services with online approvals & examination by SEZ / Custom Officers.

SEZ Online has completed fifteen years of successful operations. As on March 31, 2025, 5700+ active SEZ Units and 550+ SEZ Developers & Co-Developers are registered on SEZ Online system.

System is successfully integrated with eco-system partners viz. ICEGATE system of Indian Customs, Reserve Bank of India, GST Network, Director General of Foreign Trade, National Single Window System, Bullion Depository at GIFT IFSC, GIFT Single Window System, Director General of Hydrocarbons, Director General of Commercial Intelligence & Statistics for facilitating seamless, secure and paperless transaction processing at various ends.

System is also being accessed by Department of Revenue Intelligence, Comptroller & Auditor General and various government agencies for understanding and auditing SEZ transactions. System also provides for comprehensive reports repository to MOCI, DC offices, Trade Associations and audit purposes to DRI, CAG etc.

SEZ online system has achieved 100% implementation across all SEZs. SEZs are observing renewed interest with newer user cases such as GIFT IFSC / FTWZs.

This will generate more opportunities for services to the sector. Various important system upgrades from technology and functional stand-point were achieved in FY 2024-25 which includes integration with National Single Window System, GIFT Single Window System, Factsheet development for MEPZ DC office. This has helped meeting

needs of users, changes in regulatory requirements and also to make the system more efficient, user friendly and secure.

As per the Budget announcement of Finance Budget 2022 of Union Govt., Ministry of Commerce and Ministry of Finance are proceeding with implementation of government's EDI system (ICEGATE / ICES) in SEZs for processing of Custom's declarations as per the Custom's Act. Accordingly, such transactions have migrated for Non-IT SEZs to ICEGATE effective July 1, 2024. Customs transactions for IT/ITES SEZs and Services transactions continue to operate through SEZ Online System.

In order to facilitate SEZ Units to use ICEGATE system for filing Import / Export transactions, your company has launched a convenient, intuitive and user-friendly platform i.e. "IMEXIO". SEZ Units are enthusiastically participating in IMEXIO platform to prepare their Import / Export transactions for filing in ICEGATE system.

KYC Registration Agency (KRA)

Your Company is registered with the Securities & Exchange Board of India (SEBI) as KYC Registration Agency. With a view to bring uniformity in the KYC requirements in the securities markets, SEBI has stipulated uniform KYC requirements to be adopted by all SEBI registered market intermediaries for their clients and has also issued the SEBI (KYC (Know Your Client) Registration Agency (KRA)), Regulations, 2011.

These Regulations create the framework for centralised storage, maintenance and sharing of KYC records amongst SEBI registered intermediaries.

Key Features of KRA

- Centralised KYC Data Storage
- Standard KYC Process and Documentation
- Access and Usage Audit Trail
- KYC access and usage as per SEBI Regulations
- One-Time KYC Across all Accounts
- 24/7 System Access to Registered Intermediaries
- Cyber Security Principles Implemented
- Robust Disaster Recovery & BCP
- Quick Customer Onboarding & KYC at a very small cost
- Secure and compliant KYC Process

NDML KRA is facilitating registration, enquiry, modification and download of KYC information to intermediaries through various interfaces including Application Programming Interface (API). KRA works like a depository of KYC records and facilitates single point of updation and access for investors and intermediaries. KRA is a progressive initiative implemented in India.

Some of the important developments during the FY 2024-25 which go a long way in further expanding the role and functionality of KRA are mentioned below:

- a. KRA would serve as the central entity to receive, validate and disseminate the information of demise of the investor and would become a key resource in assisting expeditious resolution of deceased investor's assets;
- b. Scope of information maintained in KRA has expanded to include FATCA / CRS declarations for applicable investors so that a centralized record of these declarations is available at all times and supports investor onboarding and services;
- c. Now the KYC status of the investor, as maintained in KRA system, is synced with all Market Infrastructure Institutions (MIIs) so that they can use the KYC status to consider granting market access;
- d. SEBI has also initiated a "Risk Management System" over and above KYC aspects of investors and using the same to deliver better services and inputs to the intermediaries;

Many of the proposed changes will continue into implementation in FY 2025-26 as well. These regulatory changes re-affirm and strengthen the role of the KRAs for maintaining KYC records and performing independent validation on such records.

As on March 31, 2025, NDML KRA supports more than 188 lakhs KYC records.

National Payment Services Platform (PAYGOV) established under National E-Governance Plan (NEGP)

NDML is RBI authorized Online Payment Aggregator and operates under the brand name PayGov India and SurePay payment services. The authorization was awarded to NDML on May 22, 2024.

PayGov India was launched in 2011 after NDML received an administrative approval from Ministry of Electronics & Information Technology (MeitY), Government of India (GoI) under the National eGovernance Plan (NeGP). This was established primarily to serve the Central/ State/ UT Government Departments and Ministries to collect payment through Online mode from the Citizen in lieu of Government to Citizen (G2C) services.

Initially the technical and processing infrastructure were sourced from third party. Over a period of time, NDML build an in-house payment aggregation platform, processing and operational capabilities and branded it as SurePay. Presently merchants (Government & Non-Government) are getting integrated on SurePay and transactions are processed by SurePay using its connectivity with acquiring banks/ gateway providers.

The NDML Online Payment Aggregation platform is providing an omni channel digital payment acceptance from the Citizen of India and foreigners through Credit Cards, Debit Cards, Internet Banking, Unified Payment Interface (UPI), eWallets, NEFT/ RTGS, IVR based payment (through UPI123Pay, payment acceptance through feature phone as well), Linked based payments, UPI Intent flow and UPI QR.

The merchant portfolio of NDML consist of largely Government entities including central/ state/ UT ministries, departments and autonomous bodies, education institutes like universities and colleges, etc. Under the brand of PayGov India and SurePay, NDML has processed & settled 373 lakhs transactions in FY 2024-25.

The exponential growth in transactions is primarily due to Government's Digital India initiative, adoption of online payment collection from the Citizen for various services by the government departments, adoption of digital platform for Central & State government administered entrance exams, State run universities adopting the digital platform for exam fee collection for conducting exams and admission for under-graduation/ post-graduation, etc.

NSDL National Insurance Repository (NIR)

Insurance Repository is another unique and word-first initiative and supports "Digitisation", "Automation" and "Ease of Services". Insurance Repository offers a market-wide system infrastructure. This is facilitated by Insurance Regulatory & Development Authority of India (IRDAI). NDML is authorized by "IRDAI" for operating Insurance Repository and has named it "NSDL National Insurance Repository" (NIR).

NIR allows policyholders to store their insurance policies (Life, Motor & Health) digitally under one e-Insurance Account (eIA) and access the policies and services thereon in an online and convenient manner. NDML is supporting the Regulator and the Insurers in serving the policy holders and their nominees with electronic policy records and services.

NIR offers the potential to act as a single central interface for the insurance industry to serve all insured population with various products, information and policy services.

Key Features and Benefits of eIA

- **Consolidation**
Manage all policies, update details via single point of service
- **Convenience**
24 X 7 access to policy details with increased number of service touch points.
- **Secure Platform**
KYC verified account with strict access control to ensure policy holder interest protection

- **Digital**

Reduces the risk of loss and damage to physical insurance policies

- **Regulated**

IRDAI regulated initiative to ensure safe and secured digital access to policies.

In the past year, NIR has achieved the highest ever policy issuance in electronic form and increased participation from Insurers. NSDL National Insurance Repository (NIR) became the first insurance repository in India to cross the landmark of 1 crore electronic insurance policies (e-Policies). This achievement underscores NIR's pivotal role in driving the digital transformation of the insurance sector and continued preference of insurers and insured for usage and adoption of digital forms of issuance of policies. NIR has also introduced a mobile app for its eIA holders, providing easy access to insurance at fingertips.

As on March 31, 2025 NIR manages –

- 120.76 lakh Insurance Policies
- 100.2 lakh e-Insurance Accounts (eIA)

NIR along with all NDML projects is ISO 27001 certified for Information Security and BCMS 22301 for Business Continuity Management Systems.

Registrar and Transfer Agent (RTA)

Your Company has a Certificate of Registration from SEBI to carry on activities as a Category I – Registrar to an Issue and Share Transfer Agent and accordingly, the Company has set-up RTA services since June 2016.

NDML is offering its RTA services to Issuers of various types of securities including Listed, unlisted equities and debt instruments such as Commercial Paper, Certificate of Deposit, Debentures, Securitised instruments & Alternative Investment Funds. NDML as a RTA is connected with both the Depositories and also serves the companies where they have physical holdings. NDML started servicing the listed equity segment recently and accordingly added significant capability in its product / service portfolio. The division now looks forward to expanding its presence on the strength of its automated, efficient, transparent and compliant services.

NDML has supported dematerialisation of Alternative Investment funds (AIFs) and also dematerialization of unlisted companies. NDML RTA has also completed development of its IPO product and is offering the same for upcoming issuers.

Digital Customer Onboarding

NDML has deep engagement with Capital Market intermediaries as part of its KRA operations. To further deepen this engagement and support the market intermediaries with on-boarding new clients in a completely online manner,

NDML is operating a Digital Account Opening Solution – “Instigo”. This solution facilitates the SEBI Registered Intermediaries (SRIs) to on-board clients digitally and perform online KYC. Instigo is an integrated service that enables the clients of the intermediaries to perform KYC in an online manner using various modes of online KYC available such as Aadhaar XML, Video KYC, DigiLocker, KRA etc. The application, apart from providing seamless Bank Verification service & e-Sign service also helps the intermediaries interface with exchanges, depositories, Central KYC Registry (CERSAI), KRA and back-office systems. The system is designed so as to be compliant with SEBI regulations for KYC and account opening.

As part of digital customer onboarding services, NDML is also providing services as an Application Service Provider i.e. ASP for providing e-Sign services. As per regulatory guidelines, e-Sign is an important component for digital onboarding of customers.

As per SEBI guidelines, the capital market intermediaries can facilitate investor onboarding and KYC using Aadhaar based e-KYC process by performing online KYC using the services of KUA. NDML has accordingly registered with UIDAI as a KUA. Interested market intermediaries can use NDML KUA services in this regard by registering as a Sub KUA. This will significantly enhance the online customer onboarding journey experience. NDML is engaging with intermediaries for availing this service.

This bouquet of services is poised to cater to the growing requirement of Trading, Demat, Custodians, PMS providers, Asset Management Companies & other Capital Market intermediaries which are expected for an exponential growth in coming years.

Accreditation Agency

SEBI has issued guidelines for facilitating eligible investors to submit their details for assessment and certification of such investors as Accredited Investors. Such investors will be eligible to participate in various sophisticated financial market products with lesser regulatory oversight and lower participation thresholds. Such assessment and certification is required to be performed by “Accreditation Agencies” as are approved by SEBI. The agencies will perform the Accreditation as per guidelines issued by SEBI.

NDML has been approved by SEBI as an “Accreditation Agency” (AA). As an AA, NDML is responsible for verification of documents submitted by applicants, timely processing of applications and issuance of accreditation certificate, maintaining data of accredited investors and verification of accreditation status.

CHANGE IN THE NATURE OF BUSINESS

Your Company has not undergone any changes in the nature of the business during the financial year under review.

SHARE CAPITAL

There was no change in the Share Capital of the Company during the year under review. As on March 31, 2025, the paid-up share capital stood at ₹ 61.05 Crore comprising of 6,10,50,000 equity shares of ₹ 10 each.

During the year under review, the Company has neither issued any shares with differential voting rights nor has granted any Stock Option or Sweat Equity.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of the report. Company is regularly reviewing its various lines of business and assessing the customer sentiment and impact assessment and accordingly the scale and size of functioning.

INTERNAL CONTROLS AND AUDIT

The Company's accounts are audited by Statutory Auditors. With respect to Internal Audit, an external firm acting as independent Internal Auditor reviews the internal controls and operating systems and procedures. The report of the Internal Auditor along with management response is placed before the Audit Committee which reviews the same and advises on improvements in the internal controls. Company is also subject to inspections by Regulators and MIIs and reports of such inspections along-with management comments are also reviewed by Audit Committee and Board.

With respect to legal compliances, the Company conducts its business with high standards of legal, statutory and regulatory compliances. The Company has instituted a legal compliance process supported by a robust online system that covers all its activities. The gamut of this system includes statutes such as labour laws, taxation laws, corporate law and all applicable laws and regulatory provisions applicable to the Company.

Your Company has well established processes and clearly defined roles and responsibilities at various levels. Comprehensive operational manual and standard operating procedures have been put in place in various departments including operations and finance.

COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013.

INSURANCE

Taking into account various risks involved, your Company has taken adequate insurance cover for employees and

assets. Your Company has also obtained a professional indemnity insurance policy for Insurance Repository activity as per the IRDAI requirement.

Also, Directors and Officers Liability Insurance policy has been obtained to cover the liability of the Directors and officers of NDML.

DEPOSITS

The Company has not accepted /renewed any fixed deposits from public or the Members, within the meaning of Section 73 & 76 of the Companies Act, 2013 and read with the Rules made thereunder and read with Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, During the FY 2024-25 and as such, no amount of principal or interest on deposits from public or the Members, was outstanding as of the Balances Sheet date.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Your Company has not given any loans to any person or other body corporate, neither has it given any guarantee or security in connection with a loan to any person or other body corporate.

The particulars of Investments made during the financial year are set out in the Notes 4 and 8 to Accounts which forms part of this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties as defined under Section 188 of the Companies Act, 2013 and Rules made there under, were on an arm's length basis and in the ordinary course of business and have been in compliance with the applicable provisions of the Companies Act, 2013. Disclosure of transactions with related parties is set out in Note No. 32 of Standalone Financial Statements, forming part of the Annual Report and Annexures thereto.

No material related party transactions were entered during the Financial Year under review, by your Company and hence the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, in Form AOC-2, is not applicable to your Company.

POSITIVE WORK ENVIRONMENT

In Accordance with the Requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") And the Rules made thereunder, the Company has formulated Policy for Positive Work Environment which mandates No Tolerance against any Conduct amounting to Sexual Harassment of Women at Workplace. The said Policy applies to all the Employees, Regular or Temporary, including Contract

Employees, Employees on Deputation, Probationer, Trainee and Apprentice, whether in the Office Premises or Outside while on assignment. An Internal Complaints Committee (ICC) has been constituted to redress and resolve any complaints arising under the POSH Act. Training/Awareness Programmes are regularly being conducted throughout the year to create sensitivity towards ensuring Respectable Workplace. No Complaints were received during the FY 2024-25.

- a) Number of complaints of Sexual Harassment received in the year - Nil
- b) Number of complaints disposed-off during the year- Nil
- c) Number of cases pending for more than ninety days- Nil

MATERNITY BENEFIT ACT, 1961

Company is adhering to the necessary compliance with the provisions related to the Maternity Benefit Act, 1961 for female employees and is creating supportive environment for women in workforce.

BOARD OF DIRECTORS

A. Changes in Board during the year:

Consequent to expiry of second term of Mr. Chander Mohan Vasudev (DIN:00143885) as an Independent Director, on March 31, 2024 and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board through Circular Resolution on March 17, 2024 appointed Mr. Alok Vardhan Chaturvedi (DIN:01998520) as an Additional Director (Non-Executive and Independent) with effect from April 1, 2024. Further, the Members at the Twentieth AGM held on August 26, 2024 had approved the appointment of Mr. Alok Vardhan Chaturvedi as Non-Executive and Independent Director of the Company, to hold office for a term of 3 (three) years with effect from April 1, 2024, not liable to retire by rotation.

As the term of office of Ms. Padmaja Chunduru (DIN: 08058663) as the Managing Director & CEO of National Securities Depository Limited (NSDL) came to end on August 31, 2024, Ms. Padmaja Chunduru had resigned and ceased to be Director with effect from close of business hours of August 31, 2024. Further, based on the recommendation of the NRC the Board through Circular Resolution on January 11, 2025 approved the appointment of Mr. Vijay Chandok (DIN: 01545262) as an Additional (Non-Executive and Non-Independent) Director with effect from January 15, 2025 subject

to confirmation at the forthcoming Annual General Meeting.

Consequent to Mr. Gopalan Srinivasa Raghavan (DIN:01307378) attaining superannuation at NSDL on May 30, 2025, he has resigned from the position of Director on the Board of the Company with effect from May 30, 2025.

The Board places on record its appreciation for the invaluable contribution and guidance provided by Ms. Padmaja Chunduru and Mr. Gopalan Srinivasa Raghavan.

B. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting:

Pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the Director to retire by rotation at every Annual General meeting (other than Independent Director and MD & CEO) shall be those who have been longest in the office since their last appointment. Mr. Vijay Chandok, Non-Executive Director (DIN: 01545262) who was appointed as Additional Director from January 15, 2025 is the only non-executive director currently and is due be regularized as Director through Special Business in this AGM. Accordingly, there is currently no Non-Executive Director eligible for retirement by rotation.

C. Board Procedures and Meetings:

A minimum of four Board meetings are held every year. The agenda for the Board, inter-alia, includes a review of annual operating plans, capital allocations, budgets, regulatory compliances and governance matters. All material information is incorporated in the agenda and the same with appropriate supporting documents are circulated well in advance for facilitating meaningful and focused discussions at the meeting. All significant developments and material events are brought to the notice of the Board as a part of the agenda paper in advance of the meeting or by way of presentation and discussion material during the meeting. However, in case of special and urgent business, the Board also approves important items of business which are permitted by the Companies Act by way of Circular Resolution(s). The Board reviews compliance reports of applicable laws to the Company every quarter. The agenda and minutes of the meeting(s) are prepared in compliance with the provisions of the Companies Act, 2013.

During the financial year, six (6) Board Meetings were held. Details of attendance of each Director at the Board Meetings held during the financial year are as follows:

Sr. No.	Name of the Director	Meetings/Attendance					
		April 10, 2024	May 2, 2024	July 26, 2024	August 27, 2024	October 29, 2024	January 25, 2025
1.	Mr. Ravindra Pandey	Present	Present	Present	Present	Present	Present
2.	Mr. Alok Vardhan Chaturvedi*	Present	Present	Present	Present	Present	Present
3.	Ms. Padmaja Chunduru**	Present	Present	Present	Present	N.A.	N.A.
4.	Mr. Vijay Chandok#	N.A.	N.A.	N.A.	N.A.	N.A.	Present
5.	Mr. Sameer Gupte	Present	Present	Present	Present	Present	Present
6.	Mr. S. Gopalan##	Present	Present	Present	Present	Present	Absent

* Appointed as Independent Director w.e.f. April 1, 2024.

** Resigned as Non-Executive Director w.e.f. August 31, 2024.

Appointed as Additional (Non-Executive) Director w.e.f. January 15, 2025.

Resigned as Non-Executive Director w.e.f. May 30, 2025.

During the year, the Board also transacted some of the business by passing resolutions by circulation.

as well as the evaluation of the working of Board Committees was reviewed by the Chairman of the Board.

D. Declaration from Independent Directors:

Your Company has received declarations from all the Independent Directors that they fulfill the criteria of independence as prescribed under Section 149(6) and Schedule IV of Companies Act, 2013 and the rules made there under and to hold the office of Independent Director of the Company for the financial year ended March 31, 2025.

E. Policy on Directors' appointment and remuneration:

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, is adopted by the Board pursuant to the recommendation of the NRC.

F. Performance Evaluation of the Board and Directors:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committee's as per the evaluation criteria approved by the NRC and Board. A summarised report on performance evaluation of the Individual Directors

BOARD COMMITTEES

The Board has constituted various Committees of Directors to take informed decisions in the best interest of the Company. The details of the Board Committee are as under:

I. Audit Committee

Board has constituted the Audit Committee in accordance with provisions of Section 177 of the Companies Act, 2013. The Audit Committee of the Company assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and other regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company and review the quarterly and annual financial accounts of the Company. The Committee reviews reports of the Internal Auditors and Statutory Auditors and discusses their findings, suggestions, internal control system, scope of audit, observations of the auditors and also reviews accounting policies followed by the Company.

As on March 31, 2025, the Company's Audit Committee comprises four (4) Directors out of which two are Independent Directors in accordance with the provisions of Section 177 of the Companies Act, 2013.

Mr. Alok Vardhan Chaturvedi is the Chairman of the Audit Committee w.e.f. April 1, 2024.

During the financial year, four (4) meetings of the Audit Committee were held and the details of attendance of each Director at the Audit Committee Meetings held during the financial year are as follows:

Sr. No.	Name of the Director	Meetings/Attendance			
		May 2, 2024	July 26, 2024	October 29, 2024	January 25, 2025
1.	Mr. Alok Vardhan Chaturvedi	Present	Present	Present	Present
2.	Mr. Ravindra Pandey	Present	Present	Present	Present
3.	Ms. Padmaja Chunduru *	Present	Present	N.A.	N.A.
4.	Mr. Vijay Chandok **	N.A.	N.A.	N.A.	Present
5.	Mr. S. Gopalan #	Present	Present	Present	Absent

*Ceased to be member of Audit Committee w.e.f. August 31, 2024.

** Appointed as member of Audit Committee w.e.f. January 15, 2025

Ceased to be member of Audit Committee w.e.f. May 30, 2025

II. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) discharges such functions as defined in the Companies Act, 2013. The functions of the Committee include recommending appointments of Directors to the Board, recommending the appointment of MD & CEO/Manager/Key Managerial Personnel, formulation of criteria for performance evaluation of directors and the Board as per the provisions of the Companies Act, 2013. All appointments of directors are reviewed and recommended to the Board by the Committee. The criteria, qualifications, positive attributes and independence requirements are laid down by the committee whenever a vacancy for appointment of a director arises.

The Company has formulated Nomination and Remuneration Policy as approved by the Board. The salient features of the said policy are as under:

1. Remuneration of Directors, Key Managerial Personnel and other Employees;
2. Board Diversity in terms of composition of Board;
3. Process of recommendation of Directors;

The said Policy is placed on the website of the Company <https://www.ndml.in/investor-relations.php>

As on March 31, 2025, the Company's NRC comprised three (3) members with Mr. Vijay Chandok ** as the Chairman w.e.f. January 15, 2025. The Committee met twice (2) during the financial year and the details of attendance of each member at the Committee Meetings held during the year are as follows:

Sr. No.	Name of the Members	Meetings/Attendance	
		May 2, 2024	July 26, 2024
1.	Ms. Padmaja Chunduru *	Present	Present
2.	Mr. Ravindra Pandey	Present	Present
3.	Mr. Alok Vardhan Chaturvedi	Present	Present

* Ceased to be Chairperson of NRC w.e.f. August 31, 2024.

** Appointed as Chairman of NRC w.e.f. January 15, 2025.

During the year, the NRC also transacted some of the business by passing resolutions by circulation.

III. Corporate Social Responsibility (CSR) Committee

In terms of Section 135 of the Companies Act, 2013, the Company has constituted the Corporate Social Responsibility (CSR) Committee. NDML has formulated a CSR Policy which strategically drives the CSR projects/programs in the Company. CSR policy is hosted on the following web link: <https://www.ndml.in/investor-relations.php>

The salient features of the policy include the following:

- a. Philosophy of NDML
- b. CSR Guiding Principles
- c. Areas of activities
- d. Implementation and Project Planning
- e. Monitoring
- f. Reporting

As on March 31, 2025, the Company's CSR Committee comprised four (4) members with Mr. Alok Vardhan

Chaturvedi as the Chairman w.e.f. April 1, 2024. The CSR Committee met once (1) during the year and the details of attendance of each member at the CSR Committee Meetings held during the year are as follows:

Sr. No.	Name of the Members	Meetings/ Attendance May 2, 2024
1.	Mr. Alok Vardhan Chaturvedi	Present
2.	Mr. Ravindra Pandey	Present
3.	Ms. Padmaja Chunduru *	Present
4.	Mr. Sameer Gupte	Present

*** Ceased to be member of CSR committee w.e.f. August 31, 2024 and Mr. Vijay Chandok appointed as Member of the committee w.e.f. January 15, 2025.*

During the year, the CSR Committee also transacted a business by passing resolution by circulation.

During FY 2024-25, NDML has spent ₹ 96.02 Lakhs towards various CSR projects/programs in pursuance of its CSR Policy. The Report on CSR is set out as "Annexure I" and forms part of this Annual Report.

INDEPENDENT DIRECTOR(S):

The Board of the Company consists of two (2) Independent Directors. During the year under review, the Independent Directors met separately on May 2, 2024 to transact the business as mentioned in the Schedule IV of the Companies Act, 2013. All the Independent Directors were present at the meeting.

DETAILS OF KEY MANAGERIAL PERSONNEL (KMPs):

During the FY 2024-25, the details of the Key Managerial Personnel of your Company as per the Companies Act, 2013 i.e. Chief Executive Officer, Chief Financial Officer, Manager and Company Secretary is as follows:

Sr. No.	Name of Key Managerial Personnel	Designation
1.	Mr. Sameer Gupte	Managing Director & CEO
2.	Mr. Trisanu Ray Chaudhuri	Chief Financial Officer
3.	Mr. Pratik Toprani*	Company Secretary
4.	Mr. Vijay Gupta**	Company Secretary

** Resigned as Company Secretary w.e.f. August 8, 2025.*

*** Appointed as Company Secretary w.e.f. August 8, 2025.*

WHISTLE BLOWER POLICY

The Company has formulated a Whistle Blower Policy & Vigil Mechanism Policy. The policy complies with the requirements of vigil mechanism as stipulated under Section 177 of the Companies Act, 2013. The Whistle Blower Complaints officer is changed with effect from August 8, 2025

from Mr. Pratik Toprani to Mr. Vijay Gupta. The policy has been published on the Company's website on the following web link: <https://www.ndml.in/investor-relations.php>.

RISK MANAGEMENT POLICY

The Risk Management Policy and Framework approved by the Board of the Directors of the Company drives the enterprise-wide function of Risk Management, wherein all material risks faced by the Company are identified and assessed. For each of the risks identified, corresponding controls are assessed and policies and procedures are put in place for monitoring, mitigating and reporting on periodic basis.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATION IN FUTURE

During the year under review, no significant and material order was passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operation in the future.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- they 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 at the end of the financial year and of the profit or loss of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing & detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have devised internal financial controls to be followed by the Company are laid down and that such internal financial controls are adequate and were operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITOR AND AUDITOR'S REPORT

M/s. Khandelwal Jain & Co., Chartered Accountants, Statutory Auditors of the Company, were re-appointed as Auditors of the Company for the second term of five years to hold office from the conclusion of the 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company i.e. for a period of five (5) years from FY 2022-23 to FY 2026-27 at a remuneration as may be decided by the Board of Directors.

Accordingly, M/s. Khandelwal Jain & Co., Chartered Accountants are the Statutory Auditors of the Company for the FY 2024-25. The Auditor's Report on the financial statements of the Company for the year ended March 31, 2025, forms part of the Annual Report.

The notes on financial statement referred to in the Auditor's Report are self-explanatory and there are no qualifications, reservations or adverse remarks in their report. There are no frauds reported by auditors under subsection (12) of section 143 of the Companies Act, 2013

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, the Company had appointed M/s. Dhruvil M. Shah & Co LLP, Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report in Form MR-3 is annexed herewith as "Annexure II".

The Report given by the Secretarial Auditors of the Company is part of the Annual Report. There has been no qualification, reservation or adverse remark given by the Auditors in their Report.

REPORTING OF FRAUDS BY AUDITORS

There have been no frauds reported by the Auditors, under sub section (12) of Section 143 of the Companies Act, 2013 (including amendments) during the financial year under review, to the Audit Committee or the Board and hence there is nothing to report by the Board under Section 134 (3) (ca) of the Companies Act, 2013.

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

a) Conservation of Energy and Technology absorption:

The Company's business operations are primarily service-oriented and do not involve significant energy consumption. Nevertheless, the Company remains committed to enhancing energy usage and efficiency wherever possible. As part of its energy conservation efforts, the Company has implemented various practices. For instance, power is switched off in areas where staff members have left for the day,

and employees are strictly instructed to power down their monitors before leaving to prevent unnecessary energy usage during non-working hours. Moreover, the Company maintains air conditioning temperatures at levels that promote energy conservation. The adoption of digitised processes and the utilisation of information technology have allowed the Company to reduce paper usage and decrease its carbon footprint. These efforts contribute to the Company's goal of promoting energy conservation and sustainability.

b) Foreign Exchange earnings/outgo during the period under review

(₹ in Lakhs)			
Sr. No.	Particulars	FY 2024-25	FY 2023-24
1	Foreign Exchange Earnings - Actual inflow in foreign currency	NIL	NIL
2	Foreign Exchange Outgo / Expenditure incurred - Actual outflow in foreign currency	NIL	NIL

PARTICULARS OF EMPLOYEES

None of the employees who have worked throughout the year or a part of the financial year are covered under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNUAL RETURN

The Annual Return of your Company is available on the Company's website at the web-link <https://www.ndml.in/investor-relations.php>

COMPLIANCE WITH SECRETARIAL STANDARDS

In terms of Clause 9 of the Revised Secretarial Standards -1 (SS-1), your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, during the Financial Year under review.

ISO CERTIFICATIONS AND CYBER SECURITY

To ensure the highest standards of information security, the Company has successfully obtained internationally recognised certifications. Specifically, the Company has achieved ISO 27001:2022 certification for implementing an Information Security Management System (ISMS) and ISO 22301:2019 certification for implementing a Business Continuity Management System (BCMS) framework. These certifications have been accredited by auditors ISOQAR and are applicable to projects such as NSR, NIR, KRA, SurePay, SEZ, Instigo and RTA.

Furthermore, NDML Payment Aggregator Platform has received certification as PCI-DSS compliant, indicating adherence to the Payment Card Industry Data Security Standard. The e-KYC system has obtained certification for compliance with UIDAI's AADHAAR regulations, while e-Sign has been certified as compliant with ASP requirements.

Additionally, the Company places significant importance on maintaining compliance with cyber security standards. It ensures that appropriate measures are in place to protect sensitive information and mitigate the risks associated with cyber threats. The Company follows industry best practices and adheres to relevant regulations to maintain a high level of cyber security compliance. NDML KRA has been certified as compliant with SEBI guidelines, as outlined in circular no. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023, demonstrating the implementation of a robust Cyber Security and Cyber Resilience framework for KYC Registration Agencies. NDML has been certified as compliant with the System and Cyber Audit Requirements specified by RBI for Payment Aggregators. Moreover, the NIR system has also completed System and Cyber Audit to ensure adherence to IRDAI's information and security guidelines, as per circular no. IRDAI/GA&HR/GDL/MISC/88/04/2023 dated April 24, 2023.

These initiatives highlight the Company's proactive approach to safeguarding information, adhering to regulations, and ensuring resilience against cyber threats throughout its operations and projects.

Date: 08-08-2025
Place: Mumbai

STATEMENT UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year no applicable or proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016.

APPRECIATION

Your Directors place on record their sincere appreciation of the support provided by NASSCOM, Ministry of Commerce & Industry, Government of India, Ministry of Electronics and Information Technology, Govt. of India, Securities and Exchange Board of India, Insurance Regulatory and Development Authority of India, Reserve Bank of India, National Payment Corporation of India, various Insurance Companies availing NIR services, various State/Central Government Departments availing services of PayGov platform, Ministry of Finance, UIDAI, Point of Service entities, IT & ITeS companies participating in NSR, Empanelled Background Checkers and Subscribers of the NSR, Development Commissioners of SEZs, Developers, Co-Developers, Unit Holders, Investors, Market Intermediaries, Registrars, Policy holders, Approved persons, Consultants, Service providers and Suppliers and Bankers. Your Directors also express deep sense of appreciation to all the employees for their professionalism, commitment and dedicated efforts which have made the organization's growth and success possible.

For and on behalf of the Board of Directors

Sd/-
Ravindra Pandey
Director
(DIN: 07188637)

Sd/-
Sameer Gupta
Managing Director & CEO
(DIN: 09693508)

Annexure I

REPORT ON CSR ACTIVITIES

1. Brief Outline on CSR Policy of the Company-

NSDL Database Management Limited (NDML) has been involved in various socio-economic development programs/projects that have meaningful yet sustainable impact on the communities where it operates. The Company undertakes various impact driven programs under aegis of Corporate Social Responsibility (CSR) which are mapped to the Company's CSR policy. The CSR policy enumerates specific thematic areas which are the guiding principles of the projects/programs that are being implemented by NDML. At present, the Company endeavours to undertake CSR programs/projects in the area of education, skill development, health & sanitation, environmental sustainability, rural development and disaster relief, rehabilitation and recreation.

It is company's policy to spend the amount allocated for CSR expenditure on activities listed in schedule VII of the Companies Act, 2013 and the rules framed thereunder. Therefore, in view of the same the CSR activities for FY 2024-25 as listed out in the CSR policy were in the areas of promoting education, employment & livelihood generating skills, health & sanitation, environmental sustainability, disaster relief & rehabilitation, rural development, etc. Details of CSR policy are available on our website at the web link: <https://www.ndml.in/investor-relations.php>. The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

2. Composition of CSR Committee-

Sr. No.	Name of the 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
1	Mr. Alok Vardhan Chaturvedi	Chairperson	1	1
2	Mr. Ravindra Pandey	Member	1	1
3	Ms. Padmaja Chunduru	Member (upto August 31, 2024)	1	1
4	Mr. Vijay Chandok	Member (w.e.f. January 15, 2025)	N.A.	N.A.
5	Mr. Sameer Gupte	Member	1	1

3. Web-link for disclosure of Composition of CSR committee, CSR Policy and CSR projects approved by the board on the website of the company-

Composition of CSR Committee- https://www.ndml.in/pdfs/Disclosure/Disclosure/NDML-CSR_Composition.pdf

CSR Projects of NDML- <https://www.ndml.in/csr.php>

CSR Policy of NDML- <https://www.ndml.in/investor-relations.php>

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

Though NDML is not eligible for conducting impact assessment of its CSR projects as per the Companies (CSR Policy) Rule 8 sub rule (3), the Board recommended to perform impact assessment of the CSR projects executed in preceding financial years through an independent agency as a prudent practice to analyze the project impact. Hence, NDML entrusted Tata Institute of Social Sciences (Centre of Excellence in CSR), Mumbai for impact study of CSR projects to understand the on-ground feedback of the CSR projects.

NDML engaged the Centre for Excellence in CSR (CECSR) at Tata Institute of Social Sciences, Mumbai, to conduct a Social Impact Assessment (SIA) of its CSR initiatives spanning fiscal years 2021-22 and 2022-23. This comprehensive study assessed the impact of NDML's projects on Health, Education and Skill Development initiatives (Artha SAMARTH). The report provides an overview of NDML's CSR projects executed in these thematic areas, with dedicated chapters for each intervention detailing the assessment studies. The key highlights of the impact study are mentioned below-

PROJECT YOGDAN

NDML along with its holding company NSDL, partnered with Lokmanya Tilak Municipal General Hospital, Mumbai (Sion Hospital) to provide free comprehensive care, including transfusions, iron overload management, and related complications treatment. Project Yogdan was initiated in May 2018 to support underprivileged Thalassemia patients through preventive, diagnostic, and curative measures, providing essential medical devices and diagnostic services. The project has proven to be a lifeline for Thalassemia patients by addressing their medical and financial challenges. It has successfully provided critical healthcare support by reducing transfusion reactions, detecting iron overload early, and addressing bone health issues. The initiative has significantly improved the quality of life for Thalassemia patients, alleviating their families' financial burdens.

The medical outcomes demonstrated by the doctors were notable; filters reduced post-blood transfusion reactions from 106 cases in 2018 to none by 2024. DEXA scans facilitated early detection of osteoporosis, decreasing severe cases from 21 in 2018–19 to 12 in 2023. Additionally, cardiac MRI enabled early identification of mild-stage instances, leading to timely interventions with dual chelators.

PROJECT ARTHA SAMARTH

Project Artha Samartha CSR program by NDML is an initiative to skill the youth of India for employability and entrepreneurship in various sectors especially BFSI sector. The project has successfully bridged skill gaps in the industry and focused on equipping respondents with relevant competencies to thrive in the competitive BFSI domain. The project has made great strides in filling the skill gaps of the BFSI industry, primarily of economically disadvantaged groups. The program has facilitated job acquisition and advancement in the current position of the beneficiaries. It has also significantly improved the beneficiaries financial well-being, with an average monthly income increase of ₹ 2,300. Project Artha SAMARTH has effectively engaged youth participants, positively influencing their skills, income levels, and career opportunities.

PROJECT SHIKSHA SAHYOG

The project was initiated with the aim of supporting underprivileged students in overcoming financial barriers to education. This program provides financial assistance to students from Class 8 to post-graduation levels, focusing on those from rural areas and Tier II & III cities. Key findings from impact survey highlight the program's impact, revealing that most recipients are aged 17–23. Most beneficiaries are pursuing undergraduate studies, primarily in arts, with few progressing to postgraduate levels. Typically, these students come from families with four or more members and annual incomes below ₹ 3,00,000, where fathers are often the primary earners and mothers are predominantly homemakers. The scholarship has significantly reduced financial stress, improved academic performance, and motivated students to pursue their educational and career goals; many beneficiaries strongly agree that it has helped them overcome challenges in continuing their education.

PROJECT SAMEIP

Project SAMEIP, a collaborative initiative between the SBI Foundation and Microsoft India and NSDL, has made a significant contribution to enhancing employability and career development opportunities for persons with disabilities (PwDs) in India. One of the program's key outcomes is its success in providing employment opportunities. A substantial number of respondents secured employment or became self-employed after completing the training, with placements in prominent companies.

The participants gained crucial technical skills essential for career advancement and job performance. The focus on soft skills, such as communication and teamwork, further enhanced participants' employability and career prospects. The economic impact of the program has been notable, with a significant increase in the average monthly income of beneficiaries from ₹ 25,000 to approximately ₹ 28,000. This improvement in financial stability benefits the individuals, alleviates financial burdens, and enhances overall household well-being. The inclusive nature of the program is also noteworthy, as it catered to a wide range of disabilities, including locomotor, blindness, low vision, cerebral palsy, and hearing impairments. Overall, Project SAMEIP has demonstrated a positive impact on the lives of PwDs by providing meaningful employment opportunities, enhancing skills, and fostering economic independence. Its success highlights the importance of collaborative initiatives in promoting inclusive economic growth and reducing inequalities in India, aligning with broader Sustainable Development Goals (SDGs) such as decent work, reduced inequalities, and partnerships for sustainable development.

PROJECT CHALO SCHOOL CHALE

The "Chalo School Chale" program, initiated by the NSDL Database Management Limited (NDML) during the fiscal year 2022-23, aimed to support underprivileged students across India by providing essential educational resources. This initiative focused on distributing customized school kits containing school bags, stationery, notebooks, and other learning materials to students from grades 1 to 10. The program targeted economically weaker sections, reaching students from government-recognized schools, unaided or partially aided schools, and those run by community organizations. The impact of the program is positive. It provided essential school supplies tailored to different grade levels, ensuring that students received relevant and usable materials. Additionally, the quality of the kits received high praise from respondents, reflecting satisfaction with the materials provided. The initiative also played a crucial role in supporting students from larger families and economically marginalized backgrounds, where education often takes a backseat due to financial constraints. The "Chalo School Chale" program has successfully met its objectives of promoting education and empowering young minds by addressing their basic educational needs. It has significantly eased financial pressures on families while enhancing the learning experience for students.

COMPREHENSIVE EYE-CARE PROJECT

The project is a targeted initiative aimed at improving the vision-related quality of life among Salt pan workers and farmers in rural areas of Tamil Nadu. This program addresses the lack of eye care services in these underserved regions. It focuses on detection, prevention, and awareness of eye health issues. The project has positively impacted vision-related quality of life among rural Salt pan workers and farmers. The project has demonstrated significant achievements, reaching over 600+ beneficiaries with an average age of 49. The program has addressed the immediate need for vision correction and provided glasses to beneficiaries after screening.

PROJECT MID-DAY MEAL

The Mid-Day Meal Scheme is a pivotal initiative in India aimed at enhancing the nutritional status and educational attainment of school-age children. It has successfully provided regular meals to most of its beneficiaries, which is crucial for maintaining nutritional support and encouraging consistent school attendance. Addressing hunger encourages parents to send their children to school regularly, particularly those from economically disadvantaged backgrounds. The program demonstrates high engagement and satisfaction levels among beneficiaries. The majority are satisfied with taste, variety, quantity, and nutritional value. The program has notably impacted hunger satisfaction and health perceptions among beneficiaries. A substantial majority reported that meals adequately satisfied their hunger, while about 90% believe that mid-day meals contribute positively to their health. In terms of educational impact, mid-day meals have encouraged students to attend school regularly and improved concentration levels during class. Overall, the findings highlight the success of the Mid-Day Meal Program in addressing classroom hunger and supporting children's health and education, while emphasizing its importance in alleviating economic pressures faced by disadvantaged families. It significantly impacts school attendance, nutritional status, and cognitive development.

5. (a) Average net profit of NDML for immediately preceding three financial years: ₹ 4796.71 Lakhs
- (b) Two percent of average net profit of the company as per section 135(5)- ₹ 95.93 Lakhs
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- NIL
- (d) Amount required to be set off for the financial year- ₹ 0.05 Lakhs
- (e) Total CSR obligation for the financial year (b+c-d)- ₹ 95.88 Lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Projects and Other than Ongoing Projects) - ₹ 91,73,203/-

Details of CSR amount spent against ongoing projects for the financial year: NIL

Details of CSR amount spent against other than ongoing projects for the financial year:

Location of the project						Mode of implementation - Through implementing agency		
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	State	District	Amount spent for the project (in ₹)	Mode of implementation -Direct (Yes/No)	CSR Registration Number
1	Project Yogdan- (Support to Thalassemia patients)	Item (i)	Yes	Maharashtra	Mumbai	22,39,593	Yes (Direct)	NA
2	Mini Science Centre in School	Item (ii)	Yes	Maharashtra	Palghar	4,40,000	No	CSR000000044
3.	Comprehensive Eye Care Project including Preventive & Curative Eye Care for Underprivileged Communities in association with Medical Research Foundation (Sankara Nethralaya)	Item (i)	Yes	Tamil Nadu	<ul style="list-style-type: none">Chennai,Mayaladurai,Coimbatore,Viluppuram,Tiruvallur	20,16,740	Yes	CSR000002623
4.	Mid-Day-Meal distribution in government schools at Panvel, Visakhapatnam and Bengaluru.	Item (i) & (ii)	Yes	<ul style="list-style-type: none">MaharashtraKarnatakaAndhra Pradesh	<ul style="list-style-type: none">PanvelBengaluruVisakhapatnam	20,00,000	No	The Akshaya Patra Foundation
5.	Artha SAMARTH- livelihood based skill development project for youth belonging to marginalized communities or poor socio-economic background by imparting sector specific skills. The project encompasses training on sectors such as IT, Healthcare, BFSI, Retail, Construction, Electronics, etc.	Item (ii)	Yes	Telangana	Hyderabad	24,76,870	No	Tata Community Initiatives Trust
Total						91.73.203		

(b) Amount spent in Administrative Overheads- ₹ 1,06,508/-

(c) Amount spent on Impact Assessment, if applicable- ₹ 3,20,592/-

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] - ₹ 96,00,303/-

(e) CSR amount spent or unspent for the Financial Year

The below table shows the amount spent by NDML against its CSR obligation for FY 2024-25.

Total Amount Spent for the Financial Year 2024-25 (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
96,00,303	N.A.	N.A.	N.A.	N.A.	N.A.

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

Sr. No.	Particular	Amount (₹ in Lakhs)
1	2	3
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	95.88
(ii)	Total amount spent for the Financial Year	96.00
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.12
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.12

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

Sr. No.	Preceding Financial Year (s)	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount spent in the reporting financial year (in ₹)	Amount Transferred to any fund specified under Schedule VII as per Section 135 (6), if any			Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Name of the Fund	Amount (in ₹)	Date of Transfer		
1	2021-22	-	-	N.A.	N.A.	N.A.	N.A.	-	
2	2022-23	-	-	N.A.	N.A.	N.A.	N.A.	-	-
3	2023-24	-	-	N.A.	N.A.	N.A.	N.A.	-	-
Total		-	-	-	-	-	-	-	-

Further, it is to be noted that the below mentioned sections in the CSR Annexure-II are not applicable while reporting in the prescribed format and hence, the details in these respective sections are not furnished.

- Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year- N.A.
- 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.- N.A.

Date: May 2, 2025
Place: Mumbai

Sd/-
Mr. Sameer Gupta
(Managing Director & CEO)

Sd/-
Mr. Alok Vardhan Chaturvedi
(Chairman, CSR Committee)

Annexure II

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 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members,
NSDL Database Management Limited
 CIN: U72400MH2004PLC147094
 4th Floor, Tower 3, One International Center,
 Senapati Bapat Marg, Delisle Road,
 Prabhadevi, Mumbai - 400 013

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NSDL Database Management Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company 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**
- 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; **Provisions of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings are not applicable**

during the financial year under review, as there were no reportable transactions.

- 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 as there was no reportable event during the financial year under review**
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **to the extent applicable to the Company**
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable as there was no reportable event during the financial year 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, 2021; **Not applicable as there was no reportable event during the financial year under review**
 - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review**

- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **to the extent applicable to the Company**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **to the extent applicable to the Company**
- vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with following laws applicable specifically to the company
 - 1. The Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
 - 2. Insurance Regulatory and Development Authority Act, 1999 and the revised guidelines on Insurance repositories and electronic issuance of insurance policies issued by IRDA;
 - 3. RBI guidelines on Regulation of Payment Aggregators and Payment Gateways;
 - 4. e-KYC User Agency - Unique Identification Authority of India Regulations (KUA-UIDAI Regulations);
 - 5. Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; **Applicable to the Company to the extent of its role as an Accreditation Agency under Regulation 2(1)(aa) of the AIF Regulations.**
 - 6. Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency (KRA)}, Regulations, 2011 along with applicable amendments, as implemented through Master Circulars, Circulars, Notifications, and Regulations from time to time.

We have also examined compliance of Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

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

We 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of the directors was received for scheduling meeting at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

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

We further report that based on the review of the compliance mechanism established by the company and on the basis of Compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their meetings, we are of the opinion 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.

For **Dhruvil M. Shah & Co. LLP**
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 6459/2025

Sd/-

Dhiraj R. Palav
Partner

Place: Mumbai
Date: May 2, 2025

ACS 61639 | CP 26159
UDIN: A061639G000243293

This Report is to be read with our letter of even date which is annexed as Annexure - I and forms an integral part of this report.

Annexure I

To,
The Members,
NSDL Database Management Limited

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

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

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

For **Dhruvil M. Shah & Co. LLP**
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 6459/2025

Place: Mumbai
Date: May 2, 2025

Sd/-
Dhiraj R. Palav
Partner
ACS 61639 | CP 26159
UDIN: A061639G000243293



FINANCIAL STATEMENTS

Independent Auditors' Report

To The Members Of

NSDL Database Management Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **NSDL Database Management Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive loss), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as the "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the 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 its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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 information included in Board's Report including Annexures to Board's Report, but does not include the financial

statements and our auditor's report thereon. The Board's Report including Annexures to Board's Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Board's Report including Annexures to Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

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 financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the 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 financial controls 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the

underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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 Companies Act, 2013, we give in the Annexure 'A', 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, based on our audit 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.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive loss, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 'B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

- (i) The Company has disclosed the impact of Pending litigations as at March 31, 2025, on its financial position in its financial statements. Refer Note 29 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.

- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate

Beneficiaries. Refer Note 42(vii) to the financial statements.

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Refer note 42(vii) to the financial statements.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- (v) The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

- (vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **Khandelwal Jain & Co.**
 Chartered Accountants
 Firm's Registration No. 105049W

(Pankaj Jain)

Partner

Place: Mumbai
 Date: May 02, 2025

Membership No. 048850
 UDIN: 25048850BMOMHT3998

Annexure 'A' to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report to the Members of NSDL Database Management Limited of even date for the year ended March 31, 2025)

We report that:

- i) a) A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of Right-of-Use Assets.
- B) The Company has maintained proper records showing full particulars of Intangible Assets.
- b) Property, Plant and Equipment and Right-of-Use Assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In our opinion and according to the information and explanations given to us, 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 Company does not hold any immovable property in its name. Hence, provisions of Clause 3(i)(c) of the said Order are not applicable to the Company.
- d) The Company has not revalued any of its Property, Plant and Equipment (including Right-of-use Assets) and Intangible Assets during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) a) The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii) According to the information and explanations given to us and on the basis of examination of the records of the company, the Company has made investments, but has not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. In view thereof, reporting under clause 3(iii)(a), (c), (d), (e) and (f) of the Order is not applicable. The investments made during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- iv) According to information and explanation given to us, the Company has not granted loans or provided guarantees or securities to the parties covered under Section 185 of the Act. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of investments made.
- v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are considered to be deemed deposits during the year, hence directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder are not applicable to the Company. According to information and explanations provided to us, no order has been passed by Company Law Board of National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii) a) According to the information and explanations given to us and on the basis of records examined by us, the Company is generally regular in depositing with appropriate authorities, the undisputed statutory dues including Goods and Service Tax (GST), Provident Fund, Employees' State Insurance, Income Tax and other material statutory dues, as applicable. According to the records of the Company, there were no undisputed amounts payable in respect of Goods and Service Tax (GST), Provident Fund, Employees' State Insurance, Income Tax and any other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, the dues of Goods and Services Tax (GST), Provident Fund, Employees' State Insurance, Income Tax and any other material statutory dues which have not been deposited on account of disputes and the forum where the dispute is pending are as under:

Name of Statute	Nature of the Dues	Period to which the amount relates (Financial Year)	Amount (in lakhs)	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	2014-15	4.76	Rectification application pending with Centralized Processing Centre (CPC) – Bangalore
Income Tax Act, 1961	Income Tax	2016-17	234.69	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	2017-18	295.94	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	2019-20	14.67	Commissioner of Income Tax (Appeals)
Goods and Services tax Act	GST	2017-20	85.86	Assistant Commissioner of GST Audit -II, Mumbai

- viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence, reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, the provision of clause 3(x)(a) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi) (a) According to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management there are no whistle blower complaints received by the Company during the year.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) 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 section 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv) (a) In our opinion and based on our examination the Company has an internal audit system

commensurate with the size and the nature of its business.

- (b) We have considered, the internal audit reports of the company issued till date, for the year under audit.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause 3(xv) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xvi) (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) As per the information and explanation, given to us there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our

attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that 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) (a) According to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) According to the information and explanations given to us, there is no amount remaining unspent under sub-section (5) of section 135 of the Companies act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.

For **Khandelwal Jain & Co.**
Chartered Accountants
Firm's Registration No. 105049W

(Pankaj Jain)
Partner

Place: Mumbai
Date: May 02, 2025

Membership No. 048850
UDIN: 25048850BMOMHT3998

Annexure 'B' to the Independent Auditors' Report

(Referred to in our Audit report of even date)

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 over financial reporting of **NSDL Database Management Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over

financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Khandelwal Jain & Co.**
Chartered Accountants
Firm's Registration No. 105049W

Place: Mumbai
Date: May 02, 2025

(Pankaj Jain)
Partner
Membership No. 048850
UDIN: 25048850BMOMHT3998

Balance Sheet

as at March 31, 2025

(₹ in Lakhs)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
1) Non Current Assets			
a) Property, Plant and Equipments	3	401.80	269.79
b) Capital work-in-progress	3	1,150.31	-
c) Other Intangible Assets	3	514.26	769.68
d) Intangible Assets Under Development	3	171.32	77.36
e) Right of Use Assets	3	421.20	631.22
f) Financial Assets			
i) Investments	4	26,726.25	27,409.77
ii) Other Financial Assets	5	163.38	154.87
iii) Non Current Bank Balances	11	56.00	59.00
g) Income Tax Assets (Net)	6	198.20	45.44
h) Deferred Tax Assets (Net)	14	39.49	-
i) Other Non-Current Assets	7	91.87	20.00
Total Non-Current Assets		29,934.08	29,437.13
2) Current Assets			
a) Financial Assets			
i) Investments	8	2,045.24	432.42
ii) Trade Receivables	9	1,250.77	1,127.90
iii) Cash and Cash Equivalents	10	458.61	918.19
iv) Bank Balances Other than Cash and Cash Equivalents	11	248.70	256.48
v) Other Financial Assets	5	29.49	25.66
b) Other Current Assets	7	568.80	281.83
Total Current Assets		4,601.61	3,042.48
Total Assets		34,535.69	32,479.61
EQUITY AND LIABILITIES			
(A) Equity			
a) Equity Share Capital	12	6,105.00	6,105.00
b) Other Equity	13	23,230.56	21,632.18
Total Equity		29,335.56	27,737.18
(B) Liabilities			
1. Non-Current Liabilities			
a) Financial Liabilities			
i) Lease Liabilities	15	296.40	568.32
ii) Other Financial Liabilities	16	5.99	4.18
b) Other non-current liabilities	17	531.77	606.57
c) Deferred tax liabilities (net)	14	-	7.40
Total non-current liabilities		834.16	1,186.47
2. Current Liabilities			
a) Financial Liabilities			
i) Lease Liabilities	18	271.92	184.20
ii) Trade Payables			
a) Total outstanding dues of micro enterprises and small enterprises	19	134.85	98.02
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	19	784.38	567.59
iii) Other financial liabilities	20	703.05	469.28
b) Other Current Liabilities	21	1,994.26	1,748.08
c) Provisions	22	345.70	253.55
d) Current Tax Liabilities (Net)	23	131.81	235.24
Total Current Liabilities		4,365.97	3,555.96
Total Liabilities		5,200.13	4,742.43
Total Equity and Liabilities		34,535.69	32,479.61
Notes forming integral part of the Financial Statements		1 to 49	

In terms of our report of even date attached
For **KHANDELWAL JAIN & CO.**
Chartered Accountants
Firms Registration No.: 105049W

For and on behalf of the Board of Directors

Sd/-
Pankaj Jain
Partner
Membership No.: 048850

Sd/-
Sameer Gupte
MD & CEO
DIN : 09693508

Sd/-
Ravindra Pandey
Director
DIN : 07188637

Place : Mumbai
Date : May 02, 2025

Sd/-
Trisanu Ray Chaudhuri
Chief Financial Officer
AHZPC7725J
Place : Mumbai

Sd/-
Pratik Toprani
Company Secretary
A48011
Place : Mumbai

Statement of Profit and Loss

for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue From Operations	24	8,231.02	7,651.83
Other Income	25	1,940.20	1,782.72
Total Income		10,171.22	9,434.55
EXPENSES			
Employee Benefits Expenses	26	2,142.91	1,833.25
Finance Cost	27	58.80	74.01
Depreciation and Amortization Expenses	3	652.91	595.82
Other Expenses	28	2,782.67	2,378.28
Total Expenses		5,637.29	4,881.36
Profit Before Tax		4,533.93	4,553.19
Tax Expense	39		
Current Tax		1,056.84	975.09
Provision for Tax for Earlier Years (Net)		(33.27)	25.00
Deferred Tax		(46.89)	6.19
Total Tax Expenses		976.68	1,006.28
Profit After Tax		3,557.25	3,546.91
Other Comprehensive Income			
Items that will not be reclassified to profit or loss:			
Actuarial gain/(loss) on post retirement benefit plans		(170.21)	11.54
Income tax relating to items that will not be reclassified to profit or loss		42.84	(2.91)
Total Other Comprehensive Income		(127.37)	8.63
Total Comprehensive Income for the year		3,429.88	3,555.54
Earnings per Equity Share			
Basic earnings per equity share of ₹ 10 each	35	5.83	5.81
Diluted earnings per equity share of ₹ 10 each	35	5.83	5.81
Notes forming integral part of the Financial Statements	1 to 49		

In terms of our report of even date attached
For **KHANDELWAL JAIN & CO.**
Chartered Accountants
Firms Registration No.: 105049W

Sd/-
Pankaj Jain
Partner
Membership No.: 048850

Place : Mumbai
Date : May 02, 2025

For and on behalf of the Board of Directors

Sd/-
Sameer Gupte
MD & CEO
DIN : 09693508

Sd/-
Trisanu Ray Chaudhuri
Chief Financial Officer
AHZPC7725J
Place : Mumbai

Sd/-
Ravindra Pandey
Director
DIN : 07188637

Sd/-
Pratik Toprani
Company Secretary
A48011
Place : Mumbai

Statement of Cash Flows

for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flows from Operating Activities		
Profit Before Tax	4,533.93	4,553.19
Adjustments for:		
Depreciation and amortisation expense	652.91	595.82
Interest on Lease Liability as per IND AS 116	58.80	74.01
Expense on Deposit IND-AS 109	8.52	8.55
Provision for doubtful trade receivables	22.91	(21.28)
Bad Debts Written off	0.37	8.09
Assets written off	92.99	-
Excess Provision Written Back	-	(21.22)
(Gain)/Loss on mutual funds at FVTPL	(278.68)	(306.22)
Income on Deposit IND-AS 109	(8.51)	(8.09)
Interest Income	(1,614.54)	(1,433.61)
Operating profit before working capital changes	3,468.70	3,449.24
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets-		
Other assets	(367.36)	(38.76)
Trade receivables	(146.15)	(49.74)
Balances other than cash and cash equivalent -Nodal Account	(176.22)	(45.90)
Other financial assets	(3.38)	6.34
Adjustments for increase / (decrease) in operating liabilities-		
Trade payables	253.62	95.12
Other financial liabilities	242.76	70.54
Provisions	(78.06)	52.34
Other liabilities	171.38	38.37
Cash generated from operations	3,365.29	3,577.55
Net income tax paid	(1,236.92)	(894.12)
Net cash from operating activities (A)	2,128.37	2,683.43

Statement of Cash Flows

for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
B. Cash flows from investing activities		
Capital expenditure on fixed assets, including capital advance	(1,664.02)	(582.75)
Sale of Fixed Assets	0.09	-
Bank balances not considered as cash and cash equivalents		
- Matured	187.00	219.32
Purchase of non-current investments - Bonds	(1,900.21)	(303.32)
Purchase of non-current investments - GOI	-	-
Purchase of non-current investments - Mutual Funds	(2,006.00)	(1,961.00)
Redemption of investments - Mutual Funds	3,847.78	1,976.69
Interest received	1,021.90	511.87
Net cash (used in) investing activities (B)	(513.46)	(139.19)
C. Cash flows from financing activities		
Payments towards Right to use assets	(242.99)	(242.99)
Dividend Paid	(1,831.50)	(1,831.50)
Net cash (used in) financing activities (C)	(2,074.49)	(2,074.49)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(459.58)	469.75
Cash and cash equivalents at the beginning of the year	918.19	448.44
Cash and cash equivalents at the end of the year	458.61	918.19
Notes forming integral part of the Financial Statements:	1 to 49	

In terms of our report of even date attached

For **KHANDELWAL JAIN & CO.**

Chartered Accountants

Firms Registration No.: 105049W

Sd/-

Pankaj Jain

Partner

Membership No.: 048850

Place : Mumbai

Date : May 02, 2025

For and on behalf of the Board of Directors

Sd/-

Sameer Gupte

MD & CEO

DIN : 09693508

Sd/-

Trisanu Ray Chaudhuri

Chief Financial Officer

AHZPC7725J

Place : Mumbai

Sd/-

Ravindra Pandey

Director

DIN : 07188637

Sd/-

Pratik Toprani

Company Secretary

A48011

Place : Mumbai

Statement of Changes in Equity

for the year ended March 31, 2025

A. Equity Share Capital

Particulars	(₹ in Lakhs)
As at April 01, 2023	6,105.00
Changes in Equity Share Capital during the year (Note 12)	-
As at March 31, 2024	6,105.00
As at April 01, 2024	6,105.00
Changes in Equity Share Capital during the year (Note 12)	-
As at March 31, 2025	6,105.00

B. Other Equity

Particulars	(₹ in Lakhs)		
	Reserves and Surplus	Other Comprehensive Income	Total
	Retained Earnings	Actuarial gains / (losses)	
Balance as at April 01, 2023	19,891.19	16.95	19,908.14
Profit after tax	3,546.91	-	3,546.91
Other comprehensive income	-	8.63	8.63
Dividend Paid	(1,831.50)	-	(1,831.50)
Balance as at March 31, 2024	21,606.60	25.58	21,632.18
Balance as at April 01, 2024	21,606.60	25.58	21,632.18
Profit after tax	3,557.25	-	3,557.25
Other comprehensive income	-	(127.37)	(127.37)
Dividend Paid	(1,831.50)	-	(1,831.50)
Balance as at March 31, 2025	23,332.35	(101.79)	23,230.56

Notes forming integral part of the Financial Statements : 1 to 49

In terms of our report of even date attached
 For **KHANDELWAL JAIN & CO.**
 Chartered Accountants
 Firms Registration No.: 105049W

For and on behalf of the Board of Directors

Sd/-
Pankaj Jain
 Partner
 Membership No.: 048850

Sd/-
Sameer Gupte
 MD & CEO
 DIN : 09693508

Sd/-
Ravindra Pandey
 Director
 DIN : 07188637

Place : Mumbai
 Date : May 02, 2025

Sd/-
Trisanu Ray Chaudhuri
 Chief Financial Officer
 AHZPC7725J
 Place : Mumbai

Sd/-
Pratik Toprani
 Company Secretary
 A48011
 Place : Mumbai

Notes to the Financial Statements

for the year ended March 31, 2025

1. General information

1.1 Company Overview

The Company is engaged in providing services to its clients relating to automation and re-engineering of business processes so that benefits of niche technology and electronic data can be used to enhance the process working and end-user experience. The Company offers services as a managed service provider and sets-up system infrastructure, connectivity, software application and database systems so that users can access and use the same to complete their business processes in optimum manner. The Company is currently providing "National Skills Registry" services to IT / ITeS industry so that employees of the industry can register for the system and the employer companies can access and use information of the employees. The Company also operates SEZ Online system on behalf of Ministry of Commerce & Industry. This system facilitates SEZ Units and Developers to file their transactions relating to operating in SEZ and processing of such transactions by SEZ authorities. The Company is also working as a "KYC Registration Agency (KRA)" so that KYC details of the clients of such market intermediaries as are regulated by Securities & Exchange Board of India (SEBI) can be maintained in electronic format. The Company is also offering payment gateway services for e-Governance projects. The Company is also registered with SEBI as "Category I – Registrars to an Issue & Share Transfer Agent".

The Financial Statements for the year ended March 31, 2025 has been approved by the Board of Directors of the Company in their meeting held on May 02, 2025.

2. Material accounting policies:

This note provides a list of the material accounting policies adopted in the preparation of these financial statements ("financial statements"). These policies have been consistently applied to the periods / year presented, unless otherwise stated.

2.1 Basis of preparation

(i) Compliance with Ind AS

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Amendments thereto.

Accounting policies have been consistently applied 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.

(ii) Historical cost convention

These financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

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

- **Level 1** – inputs are quoted (unadjusted) prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** – inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability either directly or indirectly.
- **Level 3** – inputs are unobservable inputs for the assets or liability.

2.2 Revenue recognition:

- a) The Company has applied Ind AS 115 Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Under Ind AS 115, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances related to contracts with their customers.

Notes to the Financial Statements

for the year ended March 31, 2025

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Revenue are recognised on accrual basis upon rendering of service.

- b) The Company recognise revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The Company recognise revenue based on two main models: services transferred at a point in time and services transferred over time:

Services transferred at a point in time: Revenues and costs relating to time and service contracts are recognised as the related services are rendered.

Services transferred over time: Revenue from annual fee contracts is recognised proportionately over the period of the contract. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period or under some other method that better represents the stage of completion.

- c) Interest income is accounted on accrual basis. For financial instruments measured at amortised cost interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.
- d) Dividend income is accounted for when the right to receive is established.

2.3 Leasing

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

Effective from April 1, 2019, the company has adopted Ind AS 116. At the date of commencement of the lease, the Company 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 Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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

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

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

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

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

2.4 Employee benefits:

Short Term Employee Benefits measured at undiscounted amount, are accounted for in the

Notes to the Financial Statements

for the year ended March 31, 2025

Statement of Profit and Loss/Intangible under Development in the period during which the services have been rendered.

Employee benefits include provident fund, superannuation fund, gratuity fund and compensated absences.

Defined Contribution Plan:

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

i. Superannuation:

The Company contributes a specified sum of annual basic salary of the eligible employees to an insurance company which administers the fund. The Company recognises such contributions as an expense in the year they are incurred.

ii. Provident Fund:

Employees are entitled to receive benefits in respect of provident fund, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary.

Defined Benefit Plans

i. Gratuity:

The Company accounts for the net present value of its obligations for gratuity benefits based on an independent external actuarial valuation determined on the basis of the projected unit credit method carried out at the Balance Sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in retained earnings and is not reclassified to profit and loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit cost are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement

ii. Performance Incentive and Compensated Absences

The amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employees render the services. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The Company accounts for the net present value of its obligations for compensated absences based on an independent external actuarial valuation carried out at the Balance Sheet date. The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

2.5 Property, Plant and Equipment:

Property, Plant & Equipment are carried at cost less accumulated depreciation and amortisation and impairment losses, if any. The cost comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

Capital work-in-progress:

Projects under which tangible fixed assets that are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.6 Intangible assets

Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortization and accumulated impairment, if any.

Notes to the Financial Statements

for the year ended March 31, 2025

The Company follows the Cost Model of accounting and capitalizes the Software developed by the Company in house at cost and the salary and related costs pertaining to the dedicated team capitalized in the books of accounts.

Intangible Assets under Development:

Projects under which Intangible assets that are not yet ready for their intended use are carried at cost, comprising Development expenses and software expenses.

2.7 Depreciation and Amortisation:

Depreciation is charged so as to write off the cost of assets other than Capital work-in-progress less its estimated residual value over the useful lives as prescribed in Schedule II to the Companies Act, 2013, using the straight-line method.

Residual value is determined considering past experience and generally the same is up to 5% of cost of assets.

Intangible assets are amortized on a straight-line basis. Computer software and is amortised over 48 months or useful life whichever is lower.

2.8 Provisions and contingencies:

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

Provisions are discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities and Assets

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

Contingent asset is a possible asset that arises from past events the existence of which will be confirmed

only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise. Contingent assets are not recognised but disclosed in the financial statements.

2.9 Financial instruments

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

2.10 Investment and Financial assets

Financial assets are (Investment in Mutual Funds, Non- Convertible Debentures, Bonds) classified into the following specified categories: financial assets "at amortised cost", "fair value through other comprehensive income", "fair value through Profit or Loss". The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset at the time of initial recognition.

Financial assets are recognised by the Company as per its business model. All financial assets are initially measured at fair value plus transaction costs, except for those financial assets classified as at fair value through profit or loss which are initially measured at fair value. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Income and expense is recognised on an effective interest basis for debt instrument. All other investments are classified as Fair Value through Profit or Loss (FVTPL). The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Equity Investments in fellow subsidiary

Investment in Equity Instrument of fellow subsidiary are carried at cost.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of

Notes to the Financial Statements

for the year ended March 31, 2025

one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include-

- Significant financial difficulty of the users or counterparty; or
- Default or delinquency in interest or principal payments; or
- It becoming probable that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables. For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Expected Credit Losses on Trade Receivable

For trade receivables the Company measures the loss allowance at an amount equal to life time expected credit losses. Further, for the purpose of measuring life time expected credit losses for trade receivables, the company follows simplified approach as permitted under IndAS 109.

De-recognition of financial assets

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

Impairment of Non-Financial Assets

The carrying value of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If, any such indication exists, the Company estimates

their recoverable amount and impairment is recognised if, the carrying amount of these assets/cash generating units exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit & Loss.

2.11 Financial Liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deduction all its liabilities.

Financial liabilities:

i. Initial Recognition and Measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

ii. Subsequent Measurement :

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Derecognition of financial liabilities

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

2.12 Operating Cycle

Based on the activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes to the Financial Statements

for the year ended March 31, 2025

2.13 Recent pronouncements

Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

2.14 Rounding of amounts

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

2.15 Critical Accounting Estimates and Judgement

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

Estimation of current tax expenses and payable

Estimated useful life of intangible assets

Estimation of defined benefit obligation

Estimation of fair values of contingent liabilities refer

Estimation of Variable and Performance pay

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Other Accounting Policies

2.16 Foreign currency translation and transactions

(i) Functional and Presentation Currency

Items included in the financial statements of the Company are measured using the currency of the

primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian currency (INR), which is the Company's functional and presentation currency.

(ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at period /year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

2.17 Tax on Income

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

i. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'Profit Before Tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Notes to the Financial Statements

for the year ended March 31, 2025

ii. Deferred tax

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

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination, affects neither accounting nor taxable profit or loss at the time of the transaction.

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

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

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.18 Earnings / Loss per share

(i) Basic Earnings per share:

The basic Earnings Per Share is computed by dividing the net profit/(loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted Earnings per share:

Diluted Earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing cost associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive equity shares.

Notes to the Financial Statements

for the year ended March 31, 2025

Note - 3 Property Plant and Equipments, Intangible Assets , Right of Use Assets , Capital Work in Progress and Intangible Assets under Development

PARTICULARS	TANGIBLE ASSETS				INTANGIBLE ASSETS			RIGHT OF USE ASSETS		(₹ in Lakhs)
Gross Block	Computers	Communication Equipments	Office Equipments	Total Tangible Assets	Computer Software	Total Intangible Assets	Right of Use Assets	Total Right of Use Assets		
As at April 01, 2023	464.38	35.05	29.83	529.26	1,289.05	1,289.05	1,050.11	1,050.11		
Additions during the year ended 31 March 2024	68.58	25.29	10.00	103.87	397.79	397.79	-	-		
Deductions / Modifications	-	-	-	-	-	-	-	-		
Adjustment on Intangible Assets under development	-	-	-	-	-	-	-	-		
As at March 31 2024	532.96	60.34	39.83	633.13	1,686.84	1,686.84	1,050.11	1,050.11		
Additions during the year ended 31 March 2025	230.20	-	7.26	237.46	175.04	175.04	-	-		
Deductions / Modifications	-	6.84	17.69	24.53	137.86	137.86	-	-		
Adjustment on Intangible Assets under development	-	-	-	-	-	-	-	-		
As at March 31 2025	763.16	53.50	29.40	846.06	1,724.02	1,724.02	1,050.11	1,050.11		
PARTICULARS	TANGIBLE ASSETS				INTANGIBLE ASSETS			RIGHT OF USE ASSETS		(₹ in Lakhs)
Accumulated Depreciation and Amortization	Computers	Communication Equipments	Office Equipments	Total Tangible Assets	Computer Software	Total Intangible Assets	Right of Use Assets	Total Right of Use Assets		
As at April 01, 2023	257.45	9.30	17.89	284.64	609.49	609.49	209.44	209.44		
Depreciation and amortisation during the year ended 31 March 2024	68.46	5.73	4.51	78.70	307.67	307.67	209.45	209.45		
Deductions / Modifications	-	-	-	-	-	-	-	-		
Provision for Impairment	-	-	-	-	-	-	-	-		
As at March 31 2024	325.91	15.03	22.40	363.34	917.16	917.16	418.89	418.89		
Depreciation and amortisation during the year ended 31 March 2025	90.26	8.86	4.88	104.00	338.89	338.89	210.02	210.02		
Deductions / Modifications	-	6.50	16.58	23.08	46.29	46.29	-	-		
Reversal of Provision for Impairment	-	-	-	-	-	-	-	-		
As at March 31 2025	416.17	17.39	10.70	444.26	1,209.76	1,209.76	628.91	628.91		
PARTICULARS	TANGIBLE ASSETS				INTANGIBLE ASSETS			RIGHT OF USE ASSETS		(₹ in Lakhs)
Net Block	Computers	Communication Equipments	Office Equipments	Total Tangible Assets	Computer Software	Total Intangible Assets	Right of Use Assets	Total Right of Use Assets		
As at March 31 2024	207.05	45.31	17.43	269.79	769.68	769.68	631.22	631.22		
As at March 31 2025	346.99	36.11	18.70	401.80	514.26	514.26	421.20	421.20		

Notes to the Financial Statements

for the year ended March 31, 2025

Note 3(a) : Capital work-in-progress and Intangible Asset Under Development (IAUD)

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital work-in-progress	1,150.31	-
Intangible Asset Under Development	171.32	77.36
Total	1,321.63	77.36

3 (a)(i) Movement of Capital work-in-progress (CWIP) and Intangible Asset Under Development (IAUD)

(₹ in Lakh)

Capital work-in-progress (CWIP)	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-
Additions during the year	1,150.31	-
Capitalised during the year	-	-
Balance as at the end of the year	1,150.31	-

(₹ in Lakh)

Intangible Asset Under Development (IAUD)	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	77.36	7.43
Additions during the year	234.24	392.23
Capitalised during the year	140.28	322.30
Balance as at the end of the year	171.32	77.36

Capital Work in Progress (CWIP) Ageing as on March 31 2025

(₹ in Lakh)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,150.31	-	-	-	1,150.31
Projects temporarily suspended	-	-	-	-	-
Total	1,150.31	-	-	-	1,150.31

Capital Work in Progress (CWIP) Ageing as on March 31 2024

(₹ in Lakh)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

Notes to the Financial Statements

for the year ended March 31, 2025

Intangible Assets Under Development Ageing as on March 31 2025

(₹ in Lakh)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	157.07	14.25	-	-	171.32
Projects temporarily suspended	-	-	-	-	-
Total	157.07	14.25	-	-	171.32

Intangible Assets Under Development Ageing as on March 31 2024

(₹ in Lakh)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	77.36	-	-	-	77.36
Projects temporarily suspended	-	-	-	-	-
Total	77.36	-	-	-	77.36

There is no time and cost overrun for any of the projects forming part of IAUD in view of readiness of an asset for intended management use, except disclosed below

For Intangible Assets under development whose completion is overdue or has exceeded its cost compared to its original plan

Intangible Assets under development to be completed as on March 31 2025

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Surepay Recon Application	14.25	-	-	-	14.25
Total	14.25	-	-	-	14.25

During the year, the Company has reviewed its Property, Plant and Equipment, Intangible assets and Intangible assets under development for impairment loss as required by Ind AS 36 – "Impairment of Assets". In the opinion of management no provision for impairment loss is considered necessary.

Note 4 : Non-current investments

(₹ in Lakh)

Particulars	Rate of Interest	Year of Maturity	No. of bonds / G.Sec / shares/ units	Face value	As at March 31, 2025	As at March 31, 2024
(a) Investment in Equity Instrument at Cost (fully paid up)						
Unquoted Equity Instruments at Cost						
In Fellow Subsidiary Company						
NSDL Payment Bank Limited			2,00,00,000	10	2,000.00	2,000.00
Total (a)					2,000.00	2,000.00
(b) Investment in Bonds						
Quoted Bonds - at Amortised Cost						
(i) Indian Railway Finance Corporation Limited *	8.63	2029	40,000	1,000	441.30	442.94
(ii) Housing and Urban Development Corporation Limited *	8.56	2028	100	10,00,000	1,086.68	1,095.91

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	Rate of Interest	Year of Maturity	No. of bonds / G.Sec / shares/ units	Face value	As at March 31, 2025	As at March 31, 2024
(iii) India Infrastructure Finance Company Limited *	8.66	2034	30,000	1,000	333.23	335.48
(iv) Housing and Urban Development Corporation Limited *	8.51	2028	50,000	1,000	538.07	542.73
(v) NHPC Limited *	8.67	2033	10,000	1,000	117.22	117.92
(vi) NTPC Limited*	7.37	2035	12,491	1,000	129.44	129.44
(vii) Power Finance Corporation of India Limited *	7.35	2035	1,540	1,000	15.92	15.92
(viii) Rural Electrification Corporation Limited *	7.18	2035	11,450	1,000	117.24	117.26
(ix) National Highway Authority of India *	7.28	2030	50	10,00,000	540.67	541.16
(x) Indian Railway Finance Corporation Limited *	7.28	2030	12,080	1,000	124.88	124.86
(xi) National Highway Authority of India *	7.35	2031	28,313	1,000	304.00	303.94
(xii) National Highway Authority of India *	7.35	2031	50,000	1,000	555.78	558.30
(xiii) National Bank For Agriculture And Rural Development *	7.35	2031	1,20,000	1,000	1,266.03	1,274.08
(xiv) India Infrastructure Finance Company Limited *	7.40	2033	50,000	1,000	543.26	546.77
(xv) National Housing Bank *	8.46	2028	50	10,00,000	557.19	565.44
(xvi) NTPC Limited*	8.48	2028	1,00,000	1,000	1,104.92	1,123.62
(xvii) National Housing Bank *	8.68	2029	20,000	5,000	1,080.20	1,097.02
(xviii) Rural Electrification Corporation Limited *	7.17	2025	50	10,00,000	-	521.33
(xix) Power Finance Corporation of India Limited	8.03	2026	50	10,00,000	546.74	555.21
(xx) Power Finance Corporation of India Limited	6.09	2026	50	10,00,000	518.66	518.97
(xxi) Rural Electrification Corporation Limited	7.52	2026	50	10,00,000	523.37	529.36
(xxii) Rural Electrification Corporation Limited	5.85	2025	50	10,00,000	-	508.06
(xxiii) Rural Electrification Corporation Limited	7.54	2026	50	10,00,000	519.29	524.38
(xxiv) Power Finance Corporation of India Limited	6.09	2026	50	10,00,000	516.51	515.45
(xxv) Power Finance Corporation of India Limited	9.46	2026	21	10,00,000	230.65	235.83
(xxvi) Power Finance Corporation of India Limited	7.23	2027	50	10,00,000	508.77	508.90
(xxvii) Indian Railway Finance Corporation Limited	10.04	2027	50	10,00,000	552.94	565.06
(xxviii) National Bank For Agriculture And Rural Development	5.70	2025	50	10,00,000	-	510.35
(xxix) National Bank For Agriculture And Rural Development	7.40	2026	50	10,00,000	-	506.19

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Lakh)

Particulars		Rate of Interest	Year of Maturity	No. of bonds / G.Sec / shares/ units	Face value	As at March 31, 2025	As at March 31, 2024
(xxx)	Indian Railway Finance Corporation Limited	7.33	2027	50	10,00,000	534.50	534.19
(xxxi)	Indian Railway Finance Corporation Limited	6.92	2031	50	10,00,000	516.01	513.96
(xxxii)	National Bank For Agriculture And Rural Development	7.62	2028	500	1,00,000	506.72	504.92
(xxxiii)	National Bank For Agriculture And Rural Development	7.62	2028	1,000	1,00,000	1,015.51	-
(xxxiv)	National Bank For Agriculture And Rural Development	7.70	2027	1,000	1,00,000	1,041.60	-
(xxxv)	Power Finance Corporation of India Limited	9.10	2029	50	10,00,000	528.56	-
Total (b)						16,915.86	16,484.95
(c) Investment in Government Securities							
Quoted Government Securities - at Amortised Cost							
(i)	6.10% GOI 2031	6.10	2031	10,00,000	100	957.30	950.38
(ii)	6.68% GOI 2031	6.68	2031	5,00,000	100	487.91	486.31
(iii)	6.54% GOI 2032	6.54	2032	12,50,000	100	1,207.88	1,201.38
(iv)	6.64% GOI 2035	6.64	2035	7,00,000	100	678.28	676.00
(v)	7.54% GOI 2036	7.54	2036	10,00,000	100	1,035.14	1,035.63
(vi)	7.26% GOI 2033	7.26	2033	5,00,000	100	504.79	504.72
(vii)	7.50% GOI 2034	7.50	2034	5,00,000	100	514.43	515.09
Total (c)						5,385.73	5,369.51
(d) Investment in Mutual Funds (at Fair Value through Profit and Loss)							
(i)	Axis AAA Bond Plus SDL ETF - 2026 Maturity - Growth			75,00,000		939.22	872.09
(ii)	Bandhan Mutual Fund Gov Sec FD Const Mat Pl Dir Growth			13,38,811		609.70	553.46
(iii)	Nippon India Nivesh Lakhsay Fund - Growth			34,98,506		632.96	576.00
(iv)	Axis Corporate Debt Fund - Growth			33,46,979		-	541.31
(v)	Axis Corporate Debt Fund - Growth			13,77,318		242.78	-
(vi)	ICICI Prudential Corporate Bond Fund - Direct Plan - Growth			35,97,233		-	1,012.45
Total (d)						2,424.66	3,555.31
Total (a+b+c+d)						26,726.25	27,409.77
<i>* Investment in Tax Free Bonds</i>							
Aggregate amount of quoted investment						22,301.59	21,854.46
Aggregate market value of quoted investment						22,417.69	21,814.41
Aggregate amount of unquoted investments						4,424.66	5,555.31
Aggregate amount of impairment in value of investment						-	-

Notes to the Financial Statements

for the year ended March 31, 2025

Note 5: Other Financial Assets

(₹ in Lakh)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Non current	Current	Total	Non current	Current	Total
(Unsecured, considered good unless stated otherwise)						
Security deposits	163.38	12.19	175.57	154.87	12.19	167.06
Interest receivable on Investments	-	-	-	-	1.46	1.46
Interest accrued on Fixed Deposits	-	13.92	13.92	-	11.72	11.72
Interest accrued on Auto Sweep FD's	-	-	-	-	0.29	0.29
Others		3.38	3.38		-	-
Total	163.38	29.49	192.87	154.87	25.66	180.53

Note 6 : Income Tax Assets (Net)

(₹ in Lakh)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Non current	Current	Total	Non current	Current	Total
Advance Income Tax (Net of Provision)	198.20	-	198.20	45.44	-	45.44
Total	198.20	-	198.20	45.44	-	45.44

Note 7 : Other Assets

(₹ in Lakh)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Non current	Current	Total	Non current	Current	Total
(Unsecured, considered good unless stated otherwise)						
Prepaid Expenses	83.31	139.71	223.02	2.94	78.22	81.16
Prepaid Lease Rental	8.56	8.52	17.08	17.06	8.53	25.59
Balances with GST Authorities	-	353.99	353.99	-	150.84	150.84
Deposit with GST Authorities	-	4.50	4.50	-	4.50	4.50
Advance to Employee	-	3.98	3.98	-	2.01	2.01
Others Deposits	-	29.02	29.02	-	22.16	22.16
Others	-	29.08	29.08	-	15.57	15.57
Total	91.87	568.80	660.67	20.00	281.83	301.83

Notes to the Financial Statements

for the year ended March 31, 2025

Note 8 : Current Investments

(₹ in Lakh)

Particulars	Rate of Interest	Year of Maturity	No. of bonds / units	Face Value	As at March 31, 2025	As at March 31, 2024
Other Current Investments :						
(a) Investment in Bonds						
Quoted Bonds - at Amortised cost						
Rural Electrification Corporation Limited *	7.17	2025	50	10,00,000	514.13	-
National Bank For Agriculture And Rural Development	5.70	2025	50	10,00,000	516.80	-
Rural Electrification Corporation Limited	5.85	2025	50	10,00,000	508.13	-
National Bank For Agriculture And Rural Development	7.40	2026	50	10,00,000	506.18	-
Total (a)					2,045.24	-
(b) Investment in Mutual Funds						
Mutual funds (at Fair Value through Profit and Loss)						
(i) Bandhan Liquid Fund - Direct Plan Growth			14,822		-	432.42
Total (b)					-	432.42
Total (a+b)					2,045.24	432.42
<i>* Investment in Tax Free Bonds</i>						
Aggregate amount of quoted investment					2,045.24	-
Aggregate market value of quoted investment					1,995.37	-
Aggregate amount of unquoted investments					-	432.42
Aggregate amount of impairment in value of investment					-	-

Note 9 : Trade Receivables

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables Considered Good - Secured,	12.59	9.41
Trade Receivables Considered Good - Unsecured,	1,238.18	1,118.49
Trade Receivables Credit Impaired - Unsecured	60.90	37.99
	1,311.67	1,165.89
Less: Expected Credit Loss / Allowance for Doubtful Debts		
Trade Receivables Credit Impaired - Unsecured	60.90	37.99
	1,250.77	1,127.90
Total	1,250.77	1,127.90

Foot note :

- The average credit period on sale of services is 30 days. No interest is charged on trade receivables for the first 30 days from the date of invoice. Thereafter, interest is charged at the range of 12% to 24% p.a. on certain categories of receivables.
- The Company has appropriate levels of control procedures for new customers which ensures the potential customer's credit quality. Credit limits attributed to customers are reviewed periodically by the Management

Notes to the Financial Statements

for the year ended March 31, 2025

3) Movement of Credit impaired

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	37.99	59.26
Provision during the year	27.17	37.01
Reversal during the year	4.26	58.28
Balance at the end of the year	60.90	37.99

Trade Receivables Ageing schedule as on March 31, 2025

(₹ in Lakh)

Particulars	Outstanding for following periods from Invoice date						Total
	Unbilled	Less than 6 Months	6 Months -1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables – considered good	-	1,005.95	175.69	49.82	19.30	-	1,250.77
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	16.61	19.30	24.99	60.90
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	-	1,005.95	175.69	66.43	38.60	24.99	1,311.67
Less : Credit impaired	-	-	-	16.61	19.30	24.99	60.90
Total	-	1,005.95	175.69	49.82	19.30	-	1,250.77

Trade Receivables Ageing schedule as on March 31, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from Invoice date						Total
	Unbilled	Less than 6 Months	6 Months -1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables – considered good	-	918.13	168.97	36.64	4.16	-	1,127.90
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	12.22	14.92	10.85	37.99
Disputed trade receivables – considered good	-	-	-	-	-	-	-

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	Outstanding for following periods from Invoice date						Total
	Unbilled	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	-	918.13	168.97	48.86	19.08	10.85	1,165.89
Less : Credit impaired	-	-	-	12.22	14.92	10.85	37.99
Total	-	918.13	168.97	36.64	4.16	-	1,127.90

Note 10 : Cash and Cash Equivalents

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash and cash equivalents		
(i) in current accounts	109.11	151.19
(ii) in sweep deposit for meeting short term commitment	349.50	767.00
	458.61	918.19

Note 11 : Bank Balances Other than Cash and Cash Equivalents

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
	Non Current		Current	
Other bank balances				
(i) In current account#	-	-	239.70	63.48
(ii) In Deposits with original maturity for more than 12 months	-	-	-	-
(iii) Earmarked Deposits with original maturity for more than 12 months *	56.00	59.00	9.00	193.00
Total	56.00	59.00	248.70	256.48

representing fund collected from customers in nodal account which is earmarked towards payment of corresponding liability of Payments project.

* These balances are earmarked towards Performance Bank Gaurantee

Note 12 : Equity Share Capital

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
80,000,000 (previous year 80,000,000) Equity Shares of ₹ 10 each	8,000.00	8,000.00
Issued, Subscribed and Fully Paid - Up		
61,050,000 (previous year 61,050,000) Equity Shares of ₹ 10 each fully paid-up with voting rights	6,105.00	6,105.00
	6,105.00	6,105.00

Notes to the Financial Statements

for the year ended March 31, 2025

12a. The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, (except in case of interim dividend), is subject to the approval of the share holders 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 dues proportionate to their shareholding.

The Board of Directors, in their meeting on May 02, 2025, have proposed a final dividend of ₹ 3.00 per equity share for the financial year ended March 31, 2025. The proposal is subject to approval of the shareholders at the ensuing annual general meeting to held and if approved would result in cash outflow of approximately ₹ 1,831.50 lakhs.

The Board of Directors, in their meeting on May 02, 2024, have proposed a final dividend of ₹ 3.00 per equity share which has been approved by the shareholders at the annual general meeting held on August 26, 2024, the total dividend paid during the year ended March 31, 2025 amounts to ₹ 1,831.50 lakhs.

The Board of Directors, in their meeting on April 26, 2023, have proposed a final dividend of ₹ 3.00 per equity share which has been approved by the shareholders at the annual general meeting held on August 29, 2023, the total dividend paid during the year ended March 31, 2024 amounts to ₹ 1,831.50 lakhs.

12b. Reconciliation of the shares outstanding at the end of the year

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Number of equity shares at the beginning of the year	6,10,50,000	6,10,50,000
Add: Issued during the year	-	-
Number of equity shares at the end of the year	6,10,50,000	6,10,50,000

12c. Details of shareholders holding more than 5% equity shares

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Name of the Shareholder		
National Securities Depository Limited (Holding company) and its nominees		
Number of equity shares held	6,10,50,000	6,10,50,000
% of Holding	100	100

12d. Equity Shares in the company held by its holding company or its ultimate holding company in aggregate

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Name of the Shareholder		
National Securities Depository Limited (Holding company) and its nominees		
Number of equity shares held	6,10,50,000	6,10,50,000
% of Holding	100	100

12e. Promoters Shareholdings

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Name of the Shareholder		
National Securities Depository Limited (Holding company) and its nominees		
Number of equity shares held	6,10,50,000	6,10,50,000
% of Holding	100	100

Notes to the Financial Statements

for the year ended March 31, 2025

Note 13 : Other Equity

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Retained Earnings		
Balance at the beginning of the year	21,606.60	19,891.19
Profit for the year	3,557.25	3,546.91
Dividend paid	(1,831.50)	(1,831.50)
Balance at the end of the year	23,332.35	21,606.60
Other Comprehensive Income		
Balance at the beginning of the year	25.58	16.95
Other Comprehensive Income	(127.37)	8.63
Balance at the end of the year	(101.79)	25.58
Total	23,230.56	21,632.18

Retained Earnings

Retained earnings are the profits that the company has earned till date, less dividends or other distributions paid to shareholders.

Note 14 : Deferred Tax

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Tax Liability		
On difference between book balance and tax balance of fixed assets	37.82	62.66
Cumulative gain on Fair Market Price after indexation	62.06	48.76
Total (a)	99.88	111.42
Deferred Tax Assets		
Provision for employee benefits	87.01	63.81
Provision for doubtful debts	15.33	9.56
Interest related to IND AS 116 Lease	37.03	30.53
IND AS 109 deposit	-	0.12
Total (b)	139.37	104.02
Deferred Tax (Assets) / Liability (a-b)	(39.49)	7.40

(₹ in Lakh)

The movement in Deferred Tax Asset and Liabilities:	As at March 31, 2023	(Credited) /charged to Profit and Loss Account	As at March 31, 2024	(Credited) /charged to Profit and Loss Account	As at March 31, 2025
Deferred Tax Liability					
On difference between book balance and tax balance of fixed assets	65.30	(2.64)	62.66	(24.84)	37.82
Cumulative gain on FMP after indexation	24.94	23.82	48.76	13.30	62.06
Total (a)	90.24	21.18	111.42	(11.54)	99.88

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Lakh)

The movement in Deferred Tax Asset and Liabilities:	As at March 31, 2023	(Credited) /charged to Profit and Loss Account	As at March 31, 2024	(Credited) /charged to Profit and Loss Account	As at March 31, 2025
Deferred Tax Assets					
Provision for employee benefits	53.55	10.26	63.81	23.20	87.01
Provision for doubtful debts	14.92	(5.36)	9.56	5.77	15.33
Interest related to IND AS 116 Lease	20.34	10.19	30.53	6.50	37.03
IND AS 109 deposit	0.22	(0.10)	0.12	(0.12)	-
Total (b)	89.03	14.99	104.02	35.35	139.37
Deferred Tax (a-b)	1.21	6.19	7.40	(46.89)	(39.49)

Note 15 : Non Current Lease Liability

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Lease Liability	296.40	568.32
Total	296.40	568.32

Note 16 : Non Current Other Financials Liabilities

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances received from Customers	5.99	4.18
Total	5.99	4.18

Note 17 : Other Non-Current Liabilities

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Received in Advance	531.77	606.57
Total	531.77	606.57

Note 18 : Current Lease Liability

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Lease Liability	271.92	184.20
Total	271.92	184.20

Notes to the Financial Statements

for the year ended March 31, 2025

Note 19 : Trade Payables

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	134.85	98.02
Total outstanding dues of creditors other than micro enterprises and small enterprises	784.38	567.59
Total	919.23	665.61

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Principal amount remaining unpaid to any supplier as at the end of the accounting year	134.58	98.02
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	0.01	-
The amount of interest due and payable for the year	0.26	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
Total	134.85	98.02

Trade Payables ageing schedule as on March 31, 2025

(₹ in Lakh)

Particulars	Outstanding for following period from date of Invoice					Total
	Unbilled	Less than 1 year	1-2 year	2-3 year	More than 3 year	
(i) MSMED	115.64	19.21	-	-	-	134.85
(ii) Others	678.05	106.33	-	-	-	784.38
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	793.68	125.55	-	-	-	919.23

Trade Payables ageing schedule as on March 31, 2024

(₹ in Lakh)

Particulars	Outstanding for following period from date of Invoice					Total
	Unbilled	Less than 1 year	1-2 year	2-3 year	More than 3 year	
(i) MSMED	98.02	-	-	-	-	98.02
(ii) Others	493.87	50.63	23.09	-	-	567.59
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	591.89	50.63	23.09	-	-	665.61

Notes to the Financial Statements

for the year ended March 31, 2025

Note 20 : Other Financial Liabilities

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Security deposit received from customers	140.47	137.47
Payables on purchase of capital assets	42.80	49.98
Payables to staff	294.78	243.34
Gratuity payable to fund	225.00	38.49
Total	703.05	469.28

Note 21 : Other Current Liabilities

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Advances from Customers	1,096.57	1,205.49
Income Received in Advance	805.96	416.38
Statutory dues	91.73	126.21
Total	1,994.26	1,748.08

Note 22 : Provisions

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for compensated absences (refer footnote (i) below)	345.70	253.55
Total	345.70	253.55

Foot note (i): The provision for compensated absences includes ordinary leave and sick leave.

Note 23 : Current Tax Liability (Net)

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Income Tax (Net)	131.81	235.24
Total	131.81	235.24

Notes to the Financial Statements

for the year ended March 31, 2025

Note 24 : Revenue from Operations

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Annual fees	1,346.40	1,175.26
Registration fees	492.15	332.96
Transaction fees	6,392.47	6,143.61
Total	8,231.02	7,651.83

Information about Major Customers

Company significant revenue 16.44 % (previous year 18.25%) being ₹ 1,353.28 lakhs (previous year ₹ 1,396.63 lakhs) is derived from a customer to total revenue of the company. No other single customer contributed 10% or more to the company's revenue for FY-2024-25 and FY-2023-24.

Note 24.1 : Timing of Revenue Recognition

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Services transferred at a point in time	6,884.62	6,476.57
Services transferred over time	1,346.40	1,175.26
Total	8,231.02	7,651.83

Note 25 : Other Income

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income (at amortised cost)		
- from financials assets	1,203.90	1,068.64
- from government securities	388.03	336.82
- On fixed deposits with banks	22.61	28.15
	1,614.54	1,433.61
Net gain on financial assets mandatorily measured at FVTPL	200.34	262.77
Gain / (Loss) on sale of Mutual Fund	78.34	43.45
Excess Provision Written Back	-	21.22
Bad debts recovery	-	0.04
Interest on Income Tax Refund	31.15	-
Rent & Other Recovery	7.20	12.11
Income on Deposit IND-AS 109	8.51	8.09
Miscellaneous income	0.12	1.43
Total	1,940.20	1,782.72

Notes to the Financial Statements

for the year ended March 31, 2025

25 (a) Details of Fair gain on financial instruments at fair value through profit & loss

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Realised	78.34	43.45
Unrealised	200.34	262.77
Total	278.68	306.22

Note 26: Employee Benefits Expense

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and Wages	1,923.36	1,592.79
Contribution to Provident and Other Funds	169.22	150.13
Staff Welfare Expenses	50.33	53.86
Deputation Cost	-	36.47
Total	2,142.91	1,833.25

Note 27 : Finance Cost

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on Lease Liability	58.80	74.01
Total	58.80	74.01

Note 28 : Other Expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
System Support Charges	876.32	598.65
Repairs and Maintenance	117.65	115.68
Processing Charges	1,251.39	1,288.05
Communication Expenses	113.94	74.93
Rent	1.64	3.45
Insurance	49.13	43.42
Travelling and Conveyance Expenses	34.43	29.34
Legal and Professional Fees	42.39	47.28
Printing and Stationery Expenses	5.35	8.38
Payment to Auditors (net off GST setoff)*		
(a) Audit Fees	8.00	8.00
(b) Tax Audit Fees	2.25	2.20
(c) Limited Review	2.50	1.30
(d) Other Services	1.35	0.95
(e) Reimbursement of Expenses (Out of Pocket Expenses)	0.38	0.27
	14.48	12.72

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Directors Sitting Fees	27.80	28.60
Marketing Expenses	7.69	18.81
Assets Written Off (Refer note : 46)	92.99	
Bad Debts	0.37	8.09
Provision for Bad and Doubtful Debts	22.91	(21.28)
Corporate Social Responsibility Expenses (Refer note : 38)	96.00	92.21
Expense on Deposit INDAS 109	8.52	8.55
Miscellaneous Expenses	19.67	21.40
Total	2,782.67	2,378.28

* Net of ₹ 25.09 lakhs (previous year ₹ 16.88 lakhs) recoverable by the Company from NSDL for the year ended March 31, 2025.

29. Contingent Liabilities and Other Commitments (to the extent not provided for)

a) Contingent Liabilities

- On account of disputed demand of Income Tax as on March 31, 2025 is ₹ 609.98 lakhs (As at March 31, 2024 is ₹ 593.16 lakhs).
- On account of disputed demand of Goods and Service Tax as on March 31, 2025 is ₹ 90.35 lakhs (including interest and penalty) pertaining to year 2017-20. (As at March 31, 2024 is ₹ 90.35 lakhs).

The Company has filed an Appeal against the impugned order to the Commissioner (Appeals) on March 28, 2024.

- GSRTC a merchant of Payment Gateway has disputed transactions amounting to ₹ 9.20 lakhs. The merchant customer has a Bank Gaurantee of ₹ 8.00 lakhs. The Company is in discussion with the highest authority of the merchant customer and is hopeful of preventing an invocation of Bank Gaurantee.

The Company is hopeful of succeeding in appeal and does not expect any significant liability to materialise.

b) Commitments

- Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 180.37 lakhs as at March 31, 2025 (₹ 22.65 lakhs as at March 31, 2024)
- Other Commitments:** Contractual guarantee: ₹ 65.00 lakhs as at March 31, 2025 (₹ 251.67 lakhs as at March 31, 2024)"

30. Segment Reporting

The Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind-AS 108, Operating Segments. The Company's business is to provide Data Management Services to its clients in India. All other activities of the Company revolve around the main business. As such, there are no reportable segments as per the Ind AS 108-'Operating Segments'.

Company significant revenue 16.44 % (previous year 18.25%) being ₹ 1,353.28 lakhs (previous year ₹ 1,396.63 lakhs) is derived from a customer to total revenue of the company. No other single customer contributed 10% or more to the company's revenue for FY-2024-25 and FY-2023-24."

Notes to the Financial Statements

for the year ended March 31, 2025

31. Disclosure required under section 186(4) of the Companies Act, 2013

The investment made under Section 186(4) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules 2014, is as follows:

Details of the Investment made by the Company is as follows:

Sr. No.	Name of Investee Company	Class of Share	No. of Shares	₹ In Lakhs	Stake (%) in Investee Company
1	NSDL Payments Bank Ltd.	Equity	2,00,00,000	2,000.00	11.11%

32. Related Party Disclosures

a) Names of Related Parties and Relationship

i)	National Securities Depository Limited	Holding Company
ii)	NSDL Payments Bank Ltd.	Fellow Subsidiary
iii)	India International Bullion Holding IFSC Limited	Holding Company's Associates
iv)	Mr. C.M.Vasudev	Director (upto March 31, 2024)
v)	Mr. Ravindra Pandey	Director
vi)	Mr. Alok Chaturvedi	Director (w.e.f. April 01, 2024)
vii)	Ms. Padmaja Chunduru	Director (upto August 31 ,2024)
viii)	Mr. Samar Banwat	Director (upto November 17, 2023)
ix)	Mr. Gopalan Srinivasa Raghavan	Additional Director (w.e.f. December 28, 2023)
x)	Mr. Vijay Chandok	Director (w.e.f. January 15, 2025)
xi)	Mr. Sameer Gupte	MD and CEO

b) Nature and Volume of Transactions during the period with the above Related Parties (excluding GST)

		(₹ in Lakh)	
Sr. No.	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i)	Transactions during the period :		
I.	Holding Company		
A)	National Securities Depository Limited		
a)	Income		
i)	Referral Fees	43.00	9.50
ii)	Esign Fees	19.51	38.10
iii)	Others	0.01	-
iv)	Recovery of expenses	25.09	16.88
	Total Income (a)	87.61	64.48
b)	Expenses		
i)	System Support Charges	-	0.35
ii)	Deputation Cost	-	18.89
iii)	Annual Custody Fees	0.75	0.75
iv)	Others	0.90	0.13
	Total Expenses (b)	1.65	20.12
c)	Dividend paid to shareholders	1,831.50	1,831.50
d)	Net Receivable/(Payable) at the year end	64.94	15.38

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Lakh)

Sr. No.	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
II.	Fellow Subsidiary		
	B) NSDL Payment Bank Limited		
	a) Income		
	i) RTA Income	0.05	0.05
	ii) KRA Income	0.41	0.06
	iii) Other Income - Rent	7.20	7.20
	Total Income (a)	7.66	7.31
	b) Expenses		
	i) Rent	-	-
	ii) Others	0.40	0.47
	Total Expenses (b)	0.40	0.47
	c) Net Receivable/(Payable) at the year end	2.35	1.96
	d) Security Deposit Refundable at the year end	(0.10)	(0.10)
	(e) EMD Balance with NSDL Payment Bank Account No - 502 000 180781 at the year end	10.00	10.00
	f) Balance with NSDL Payment Bank Account No - 502 000 015497 & 502 000 000476 at the year end	0.47	0.41
IV.	Directors		
	a) Sitting Fees:		
	i) Mr.C.M.Vasudev	-	12.80
	ii) Mr.Ravindra Pandey	15.40	15.80
	iii) Mr. Alok Chaturvedi	12.40	-
	b) Remuneration to KMPs :		
	i) MD & CEO - Mr. Sameer Gupte*		
	Short-term employee benefits \$	136.81	115.96
	Post employment benefits	4.17	3.65
	Long-term employee benefits	-	-
	Total Remuneration to Mr. Sameer Gupte	140.98	119.61

Notes

* Managerial Remuneration does not include provision made for compensated absence and gratuity, since the same is provided for the company as a whole based on independent actuarial valuation except to the extent of amount paid.

\$ Includes provision for Performance Linked Incentive

" There are no provisions for doubtful debts or amounts written off/written back in respect of dues from/to related parties.

Notes to the Financial Statements

for the year ended March 31, 2025

33. Lease Liability

Statement showing movement in Right Of Use Assets

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at beginning	631.22	840.67
Additions	-	-
Deletions / Modifications	-	-
Depreciation	(210.02)	(209.45)
Balance as at end	421.20	631.22

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

Statement showing break up value of the Current and Non - Current Lease Liabilities on discounted basis

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Current lease liabilities	271.92	184.20
Non- Current lease liabilities	296.40	568.32
Total	568.32	752.52

Statement showing movement of lease liabilities during the year

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning	752.52	921.50
Additions	-	-
Deletions / Modifications	-	-
Finance cost accrued during the year	58.80	74.01
Payment / accrual of lease liabilities	(242.99)	(242.99)
Extinguishment of lease liabilities	-	-
Total	568.32	752.52

Statement showing contractual maturities of lease liabilities on an undiscounted basis

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Due for		
Less than one year	310.49	242.99
One year to Five years	310.49	620.99
More than Five years	-	-
Total	620.99	863.98

The Company 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.

Notes to the Financial Statements

for the year ended March 31, 2025

Statement showing amount recognised in Statement of Profit and Loss

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on Lease Liabilities	58.80	74.01
Depreciation on right of use assets	210.02	209.45
Total	268.82	283.46

Statement showing total cash outflow for leases

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Total Cash outflow for leases	242.99	242.99
Total	242.99	242.99

Rental expenses recorded for short-term leases was ₹ 1.64 lakhs for the year ended 31 March, 2025 (₹ 3.45 lakhs for the year ended 31 March, 2024)

34. Employee Benefits

- a) The Company has recognized the following amounts in the Statement of Profit and Loss under the head Company's contribution to provident fund and other funds.

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Provident fund	74.92	65.04
b. Superannuation fund	35.99	30.42
Total	110.91	95.46

b) Gratuity

Summary of Actuarial Assumptions

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Discount rate	6.73%	7.19%
Rate of return on plan assets	6.73%	7.19%
Salary escalation	7.00%	7.00%
Attrition rate	Slab (19% <5 years, 5% >=5 years)	Slab (19% <5 years, 5% >=5 years)
Mortality table	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

Notes to the Financial Statements

for the year ended March 31, 2025

Reconciliation of defined benefit obligation

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Liability at the beginning of the year	513.05	426.80
Interest cost	36.89	31.75
Current service cost	52.02	52.47
Liability Transferred In / Acquisition	-	53.35
Liability Transferred Out / Disinvestment	-	-
(Gains) / Losses on curtailment	-	(4.84)
Benefits paid	(33.44)	(36.62)
Actuarial (gain)/loss on obligations		
– due to demographic assumptions	-	-
– due to change in financials assumptions	28.78	11.76
– due to experience	137.77	(21.62)
Liability at the end of the year	735.07	513.05

Reconciliation of fair value of plan assets

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Fair value of plan assets at the beginning of the year	474.56	394.53
Interest Income	34.12	29.35
Expected return on plan assets excluding interest income	(3.66)	1.68
Contributions by the Employer	38.49	32.27
Assets transferred In / Acquisition	-	53.35
Assets transferred Out / Disinvestments	-	-
Benefits paid from fund	(33.44)	(36.62)
Fair value of plan assets at the end of the year	510.07	474.56

Amount recognised in Balance Sheet

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of funded obligation	(735.07)	(513.05)
Fair value of plan assets at the end of the year	510.07	474.56
Liability at the end of the year	(225.00)	(38.49)
Net (liability) / asset disclosed in the Balance Sheet	(225.00)	(38.49)

Net Interest cost for current period / year

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Cost	36.89	31.75
Interest Income	(34.12)	(29.35)
Net interest cost for current year	2.77	2.40

Notes to the Financial Statements

for the year ended March 31, 2025

Expenses recognised in Statement of Profit and Loss

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	52.02	52.47
Interest cost	2.77	2.40
(Gains)/Losses on curtailments and settlements	-	(4.84)
Expenses recognised in the Statement of Profit and Loss	54.79	50.03

Expenses recognised in other Comprehensive Income

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial (Gain) or Loss	166.55	(9.86)
Expected return on plan assets	3.66	(1.68)
Net (Income)/Expense for the Year Recognized in OCI	170.21	(11.54)

Balance Sheet reconciliation

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening net liability	38.49	32.27
Expenses Recognized in Statement of Profit and Loss	54.79	50.03
Expenses Recognized in OCI	170.21	(11.54)
Net Liability /(Asset) Transfer in	-	-
Net (Liability)/Asset Transfer out	-	-
Employers Contribution	(38.49)	(32.27)
Amount recognised in Balance Sheet	225.00	38.49

Category of Assets

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Insurer managed funds	510.07	474.56
Total	510.07	474.56

Description of plan assets (managed by an Insurance Company)

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Central and State Govt. securities Bonds/ debentures Equity shares Others	Funds deployed by Life Insurance Corporation of India.	Funds deployed by Life Insurance Corporation of India.

Notes to the Financial Statements

for the year ended March 31, 2025

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in Lakhs)

Particulars	Defined Benefit Obligation (Current period)		Defined Benefit Obligation (Previous year)	
	Increase in Assumption	Decrease in Assumption	Increase in Assumption	Decrease in Assumption
Discount rate (1% movement)	(60.44)	68.99	(44.66)	51.46
Future salary appreciation (1% movement)	68.13	(60.83)	51.05	(45.12)
Attrition rate (1% movement)	(2.64)	2.79	(0.63)	0.56

The details of the Company's Post- retirement benefit plans for Gratuity for its employees are given above which is certified by the actuary.

Expected contribution in the next 12 months is ₹ 52.14 lakhs (Previous Year: ₹ 68.19 lakhs)

The actuarial calculation used to estimate defined benefit commitment and expenses are based on the above assumptions which if changed would affect the defined benefit commitments and expenses.

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

35. Earnings Per Share

In accordance with the IND AS 33 'Earnings per Share':

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit for the year attributable to the equity shareholders (₹ in Lakhs)	3,557.25	3,546.91
Weighted average number of equity shares during the year	6,10,50,000	6,10,50,000
Basic earnings per share (₹)*	5.83	5.81
Diluted earnings per share (₹)*	5.83	5.81
Face value of each share (₹)	10.00	10.00

*Diluted Earnings per share is equal to the Basic Earnings per share in view of absence of any dilutive potential equity shares.

36. Fair value measurement

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets		
a) Amortised cost*		
Investments in debt instrument	24,346.83	21,854.46
Trade receivables	1,250.77	1,127.90
Cash and cash equivalents	458.61	918.19
Other bank balances	304.70	315.48
Other financial assets	192.87	180.53
	26,553.78	24,396.56

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
b) FVTPL		
Investment in mutual funds	2,424.66	3,987.73
	2,424.66	3,987.73
c) At Cost		
Investment in Fellow Subsidiary Company	2,000.00	2,000.00
	2,000.00	2,000.00
Total	30,978.44	30,384.29
Financial Liabilities		
a) Amortised cost*		
Trade payables	919.23	665.61
Lease liability	568.32	752.52
Other financial liabilities	709.04	473.46
Total	2,196.59	1,891.59

*The fair values of the above financial assets and liabilities approximate their carrying amounts except in case of investment in bonds and debentures.

Fair value hierarchy of financial assets and financial liabilities measured at amortised cost :

(₹ in Lakhs)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2025	Fair Value	Carrying Value	Fair value hierarchy
Financial Assets			
Investments in debt instruments	24,413.06	24,346.83	Level 2
Trade receivables	1,250.77	1,250.77	Level 3
Cash and cash equivalents	458.61	458.61	Level 3
Other bank balances	304.70	304.70	Level 3
Other financial assets	192.87	192.87	Level 3
Total	26,620.01	26,553.78	
Financial Liabilities			
Trade payables	919.23	919.23	Level 3
Lease liability	568.32	568.32	Level 3
Other financial liabilities	709.04	709.04	Level 3
Total	2,196.59	2,196.59	

Fair value hierarchy of financial assets and financial liabilities measured at amortised cost :

(₹ in Lakhs)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2024	Fair Value	Carrying Value	Fair value hierarchy
Financial Assets			
Investments in debt instruments	21,814.41	21,854.46	Level 2
Trade receivables	1,127.90	1,127.90	Level 3
Cash and cash equivalents	918.19	918.19	Level 3
Other bank balances	315.48	315.48	Level 3
Other financial assets	180.53	180.53	Level 3
Total	24,356.51	24,396.56	

Notes to the Financial Statements

for the year ended March 31, 2025

(₹ in Lakhs)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2024	Fair Value	Carrying Value	Fair value hierarchy
Financial Liabilities			
Trade payables	665.61	665.61	Level 3
Lease liability	752.52	752.52	Level 3
Other financial liabilities	473.46	473.46	Level 3
Total	1,891.59	1,891.59	

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

Level 1 - inputs are quoted (unadjusted) prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability either directly or indirectly.

Level 3 - inputs are unobservable inputs for the assets or liability.

37. Financial Instruments

Capital Risk Management

The Company's objectives when managing capital is to safeguard continuity as a going concern and provide adequate return to shareholders through continuing growth and maintain an optimal capital structure to reduce the cost of capital. The Company sets the amount of capital required on the basis of annual business plan and long-term operating plans which include capital investments.

Financial Risk Management

A wide range of risks may affect the Company's business and financial results. Amongst other risks that could have significant influence on the Company are market risk, credit risk and liquidity risk.

The Board of Directors of the Company manage and review the affairs of the Company by setting up short term and long term budgets by monitoring the same and taking suitable actions to minimise potential adverse effects on its operational and financial performance.

The Company is exposed to the following market risks:

(a) Credit Risk

Credit risk refers to the risk that the counter party will default on its contractual obligation resulting in financial loss to the Company. The Company has adopted a policy of dealing with only credit worthy counter parties. This risk principally arises from credit exposures to customers, deposits with banks and financial institutions and other receivables.

Trade and Other Receivables: The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Receivables mainly consist of receivables from Depository Participants (DP), Banks, Issuers of Securities, Units/Developer of SEZ and Insurance companies, SEBI registered intermediaries (such as DP/ Stock Brokers/ Bankers/AMC's /Investment Advisories etc) etc. Trade receivables consist of a large number of customers, representing diverse industries and geographical areas; hence the Company is not exposed to concentration risks. The company monitor outstanding receivables along with ageing on periodic basis. For receivables pertaining to other streams of revenues, the credit and collection team regularly follows up for the collection. The credit risk on liquid funds, banks and financial institutions is limited because the counterparties are with high credit-ratings.

Notes to the Financial Statements

for the year ended March 31, 2025

(b) Liquidity Risk

Liquidity risk refers to the risk that the Company may not be in a position to meet its financial obligations timely. Management monitors rolling forecasts of the Company's liquidity position (comprising of undrawn bank facilities and cash and cash equivalents) on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	Note	Carrying Amount	Less than 12 Months	More than 12 Months	Total
As at March 31, 2025					
Trade payables	19	919.23	919.23	-	919.23
Lease Liability	15,18	568.32	271.92	296.40	568.32
Other Financial Liabilities	16,20	709.04	703.05	5.99	709.04
Total		2,196.59	1,894.20	302.39	2,196.59
As at March 31, 2024					
Trade payables	19	665.61	665.61	-	665.61
Lease Liability	15,18	752.52	184.20	568.32	752.52
Other Financial Liabilities	16,20	473.46	469.28	4.18	473.46
Total		1,891.59	1,319.09	572.50	1,891.59

(c) Market Risk

Market Risk is the risk that the value of on and off-balance sheet positions of a Company will be adversely affected by movements in market rates or prices such as interest rates, prices resulting in a loss to earnings and capital.

The Company may be exposed to Market Risk in different ways. The market risk is potential for loss resulting from adverse movement in market risk factors such as interest rates and prices. The Company's exposure to market risk is primarily on account of interest rate risk, price risk. All investment in Bonds are at fixed rate of Interest and does not have material interest rate risks.

The Company's exposure to assets having price risk is as under:

(₹ in Lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
Mutual Fund	2,424.66	3,987.73
Total	2,424.66	3,987.73

Sensitivity

The table below summarises the impact of increases/ decreases of the Price on profit for the year. The analysis is based on the assumption that the instrument index has increased/ decreased by 5% with all other variables held constant.

(₹ in Lakh)

Particulars	Impact on profit after tax	
	As at March 31, 2025	As at March 31, 2024
Increase by 5%	121.23	199.39
Decrease by 5%	(121.23)	(199.39)

Notes to the Financial Statements

for the year ended March 31, 2025

38. Expenses towards Corporate Social Responsibility

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1	Amount required to be spent by the company during the year	95.93	92.15
2	Amount of expenditure incurred during the year	96.00	92.21
3	Excess of previous year adjusted	(0.06)	-
4	(Excess) / Shortfall at the end of the year	(0.07)	(0.06)
5	Total of previous years shortfall / (Excess)	(0.13)	-
6	Reason for shortfall	-	-
7	Nature of CSR activities	a) Mid-Day Meal Program b) Project Yogdaan (support to Thalassemia Patients) c) Eye care project to provide a comprehensive eye care for less previlged community people who are engaged in unorganised occupation. d) Setting up IT Infrastructure at Skill Development Center e) Setting up Mini Science Center in Schools	a) Chalo School Chale campaign (School Kits for underprivileged students) b) Mid-Day Meal Program c) Project Yogdaan (support to Thalassemia Patients) d) Eye care project to provide a comprehensive eye care for less previlged community people who are engaged in unorganised occupation.
8	Details of related party transactions	N.A.	N.A.
9	Provision made in current financial period due to any contractual obligation	N.A.	N.A.

39. Income Tax Expenses recognised in Statement of Profit and Loss

(₹ in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit Before Tax	4,533.93	4,553.19
Corporate tax expense rate	25.168%	25.168%
Tax on accounting profit	1,141.10	1,145.95
Effect of tax on income exempt from taxation	(153.27)	(160.82)
Effect of expenses not deductible in determining taxable income	24.31	25.06
Effect of different tax rates for capital gain on investments	21.65	-
Effect of allowance for earlier year expenses	(10.95)	-
Effect of provision of tax for earlier years	(33.27)	25.00
Others	(12.89)	(28.90)
Income Tax Expense recognised in Statement of Profit and Loss	976.68	1,006.28

The tax rate used for the year ended March 31 2025 and March 31 2024 reconciliations above is the corporate entities in India on taxable profits under the Indian Tax Law.

Notes to the Financial Statements

for the year ended March 31, 2025

40. Social Security Code : The Code on Social Security, 2020 (Code) relating to employee benefits during employment and post-employment benefits has received Presidential assent on 28th September 2020. The Code has been published in the Gazette of India. However, the date on which the Code comes into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the year the Code becomes effective.

41. Insurance Regulatory and Development Authority of India (IRDAI) had advised the Company to convert its existing Strategic Business Unit (SBU) i.e. NSDL National Insurance Repository Services (NIR) into a separate company. The company had made a representation to IRDAI to continue to allow Insurance Repository operations under SBU structure. IRDAI vide its letter dated June 26, 2023, had granted an extension to the Company to operate its 'Insurance Repository' (IR) as a Strategic Business Unit (SBU) till March 2024. The Company made further representation in December 2023 to IRDAI to permit to continue IR operations as an SBU of the Company until the Regulations are notified. IRDAI vide its letter dated February 23, 2024, had granted an extension to the Company to operate its 'Insurance Repository' (IR) as a Strategic Business Unit (SBU) till March 31, 2025 or notification of amended regulations, whichever is earlier. Further on January 09, 2025, the IRDAI has directed the company to comply with the above said communication dated February 23, 2024. The Company vide letter dated March 26, 2025, requested IRDAI to allow Company to continue operating the insurance Repository under the current framework as a SBU, until the validity of Certificate of Registration (COR) i.e. July 2027 or until new Regulations are issued.

NIR recorded revenue of ₹ 469.34 lakhs for the year ended March 31, 2025 (₹ 564.58 lakhs for the year ended March 31, 2024) and profit ₹ 18.48 lakhs for the year ended March 31, 2025 (₹ 187.80 lakhs for the year ended March 31, 2024). Considering NIR Performance to total performance of the company, the management is of the view that the NIR operations does not represent a major line of business operations and therefore related revenue, expense and pre-tax profit/loss of the NIR operations has not been separately disclosed in accordance with Ind-AS 105 "Non-current Assets Held for Sale and Discontinued Operations" in these financial statement.

42. Additional regulatory information required by Schedule III

- (i) **Details of benami property held :** No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) **Borrowing secured against current assets :** The Company had not borrowed any funds from banks and financial institutions on the basis of security of current assets.
- (iii) **Wilful defaulter :** The Company is not declared as a wilful defaulter by any bank or financial institution or government or any government authority.
- (iv) **Relationship with struck off companies :** The Company has transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956. (Annexure 1)
- (v) **Compliance with number of layers of companies :** The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (vi) **Compliance with approved scheme(s) of arrangements :** The Company has not entered into any scheme of arrangement which has an accounting impact during the year.
- (vii) **Utilisation of borrowed funds and share premium :**
 - A. The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

Notes to the Financial Statements

for the year ended March 31, 2025

- B. The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(viii) Undisclosed income : There is no income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency : The Company has not traded or invested in crypto currency or virtual currency during the year.

(x) Valuation of PP&E, intangible asset and investment property : The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year.

(xi) Registration of charges or satisfaction with Registration of companies : There are no charges or satisfaction which are yet to be registered with the registrar of companies beyond the statutory period.

(xii) Analytical Ratio : (Annexure 2)

(xiii) Core Investment Company (CIC) : There is no core investment company within the Group (as defined in Core Investment Companies (Reserve Bank) Direction, 2016).

(xiv) Loans or advances to specified persons : The Company has not granted any loans or advances to promoters, directors, KMPs and related parties either severally or jointly with any other person, that are : (a) repayable on demand or (b) without specifying any terms or period for repayment.

43. SEZ Online project is a significant vertical operated by the Company. Following the conceptualization of ICEGATE in Finance Bill 2022, Ministry of Commerce and Industry (MoCI) vide its letter dated 22.06.2024 had informed that documents for import and exports in respect of non-IT/ ITES SEZs & FTWZs shall be filed in ICEGATE w.e.f. 01.07.2024. Later, MoCI extended the date for filing of documents on SEZ-Online till 12.08.2024 and clarified that the units that have migrated to ICEGATE shall continue to file future transactions through ICEGATE. MoCI extended the date for filing of documents on SEZ-Online till 10.12.2024, vide letter dated 10.10.2024. Further, MoCI extended the date for filing of documents on SEZ Online till 17.02.2025, vide letter dated 10.01.2025. While Service category of SEZ-Online business will continue; however, consequent to the above development, the merchandise category of SEZ-Online business, constituting approximately 65% of the revenue from SEZ-Online business of the Company may ultimately be migrated to ICEGATE system operated by Department of Revenue. Further, MOCI vide its letter dated March 25, 2025, permitted filing of documents in case of specific transactions through NDML's SEZ-Online portal till further orders. SEZ Online project recorded revenue of ₹ 2,175.54 lakhs for the year ended March 31, 2025 (₹ 2,358.74 lakhs for the year ended March 31, 2024) and Total profit of ₹ 1,247.39 lakhs for the year ended March 31, 2025 (₹ 1,518.58 lakhs for the year ended March 31, 2024).

44. The company has been providing services to National Payments Corporation of India (NPCI) for managing Paper to follow process for supporting Grid Based Cheque Truncation System (CTS). NPCI has informed the Company that in consultation with RBI, it has been decided as the volume of cheques required to participate in P2F operation is negligible; the facility of P2F centers is not needed anymore. Accordingly, from July 2024 onwards NPCI has advised to close all P2F centers. P2F recorded revenue of ₹ 22.79 lakhs for the year ended March 31, 2025 (₹ 100.93 lakhs for the year ended March 31, 2024) and Total profit of ₹ 0.51 lakhs for the year ended March 31, 2025 (₹ 31.06 lakhs for the year ended March 31, 2024).

45. During the year ended March 31, 2025, RBI has granted the Company (NDML) 'Certificate of Authorisation' to operate as an 'Online Payment Aggregator' in India with effect from 22.05.2024 as per the guidelines issued by Reserve Bank of India.

Notes to the Financial Statements

for the year ended March 31, 2025

- 46.** "Easy FD" was set-up by NDML in August 2022 to facilitate digital Fixed Deposit aggregation based on API integrations, wherein the platform would consume individual (and diverse) APIs from Issuers and serve a master API to Distributors; who could in-turn direct investors to the platform for investing in FDs. The concept provided both, the issuers and the distributors with the manifold easier option of connecting to a single platform than connecting with individual distributors and issuers at scale.

However, a combination of external developments, competing platforms by distributors and needs of additional capital expenditure has rendered the project unfeasible.

During the year, the Company has written off ₹ 91.29 lakhs related to Intangible assets.

- 47.** In the opinion of the Management, Assets and Loans & Advances are approximately of the value stated if realised in the ordinary course of business. The provision for all known and determined liability is adequate and not in excess of the amount reasonably required.

- 48.** The previous year's figures have also been regrouped / reclassified and rearranged wherever necessary.

49. Events after the reporting period

There are no reportable events that occurred after the end of the reporting period.

For and on behalf of the Board of Directors

Sd/-
Sameer Gupte
MD & CEO
DIN : 09693508

Sd/-
Ravindra Pandey
Director
DIN : 07188637

Sd/-
Trisanu Ray Chaudhuri
Chief Financial Officer
AHZPC7725J
Place : Mumbai

Sd/-
Pratik Toprani
Company Secretary
A48011
Place : Mumbai

Place : Mumbai
Date : May 02, 2025

Annexure 1 : Transaction with Struck Off Company

(₹ in Lakhs)

Sr. No.	Name of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2025	As at March 31, 2024	
1	Fine Lifestyle Brands Ltd	Receivables	0.24	0.18	Customer
2	Dreams Broking Private Limited	Receivables	(0.00)	(0.00)	Customer
3	Artham Securities & Broking India Private Limited	Receivables	0.00	(0.00)	Customer
4	Clearlogix Technologies Pvt Ltd	Receivables	0.00	0.00	Customer
5	Gor Medical Gas Equipment P Ltd.	Receivables	(0.01)	(0.01)	Customer
6	Wiltech Software Solutions Private Ltd.	Receivables	0.01	0.01	Customer
7	Chakiath Motor Works Pvt. Ltd	Receivables	(0.00)	(0.00)	Customer
8	Surat Cigarettes Pvt Ltd	Receivables	(0.01)	(0.01)	Customer
9	MDL Technologies India Private Limited	Receivables	(0.00)	(0.00)	Customer
10	Resonance Outsourcing Services Private Limited	Receivables	(0.02)	(0.02)	Customer
11	Jungsan Diamond Tools India Private Limited	Receivables	(0.09)	(0.09)	Customer
12	Costal Energy Limited	Receivables	(0.01)	(0.01)	Customer
13	M/s. Mam Power Electroncs Solutions Pvt Ltd	Receivables	(0.00)	(0.00)	Customer
14	Nutmeg Infotech Private Limited	Receivables	(0.02)	(0.02)	Customer
15	Galaxe Solutions India Pvt. Ltd.	Receivables	-	(0.06)	Customer
16	Parkview Warehouses Pvt. Ltd.	Receivables	(0.02)	(0.02)	Customer
17	CRAYSOL BUSINESS SOLUTIONS PRIVATE LIMITED	Receivables	(0.10)	(0.10)	Customer
18	Itek Business Solutions Pvt Ltd	Receivables	(0.08)	(0.08)	Customer
19	Ms Ozone Warehousing Private Limited	Receivables	(0.02)	(0.02)	Customer
20	Sod Technologies Pvt Ltd	Receivables	(0.06)	(0.06)	Customer
21	Ms Enlit Softech Private Limited	Receivables	0.04	0.04	Customer
22	Vens It Solutions Private Limited	Receivables	(0.01)	(0.01)	Customer
23	Colonialistslandmark Cosmetics India Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
24	Mach 3 Machine Tools India Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
25	Sunray Designs Private Limited	Receivables	(0.00)	(0.00)	Customer
26	Wilson Associates Interior Architectural Design Private Limited	Receivables	0.07	0.07	Customer
27	Feofus Solutions Private Limited	Receivables	0.06	0.06	Customer
28	Faes Packaging Solutions Pvt Ltd	Receivables	0.01	0.01	Customer
29	M/s. Spatika Digital Solutions Pvt Ltd	Receivables	0.06	0.06	Customer
30	I2 Software Tech Solutions Private Limited	Receivables	0.01	0.01	Customer
31	Qagate Technologies Private Limited	Receivables	(0.04)	(0.04)	Customer
32	Rajeshwar Exports Private Limited	Receivables	(0.16)	(0.16)	Customer
33	Hanin Enterprises Private Limited	Receivables	(0.19)	(0.19)	Customer

(₹ in Lakhs)

Sr. No.	Name of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2025	As at March 31, 2024	
34	M/s. Nile Logistics Pvt. Ltd.	Receivables	(0.03)	(0.03)	Customer
35	Norjimm Private Limited	Receivables	(0.05)	(0.05)	Customer
36	Abacsys Technologies Private Limited	Receivables	(0.11)	(0.11)	Customer
37	Precieux Diamond Manufacturing & Sorting Private Limited	Receivables	(0.02)	(0.02)	Customer
38	Hilado Spintex Private Limited	Receivables	(0.05)	(0.05)	Customer
39	Bigdataint Engineers Private Limited	Receivables	(0.00)	(0.00)	Customer
40	Bombay Jewellery Manufacturers Private Limited	Receivables	(0.11)	(0.11)	Customer
41	Powernet Technologies India Limited	Receivables	(0.03)	(0.03)	Customer
42	Kbs Designs Private Limited	Receivables	(0.11)	(0.11)	Customer
43	Quality Engineers Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
44	Nyay Bharat International Media Private Limited	Receivables	(0.23)	(0.23)	Customer
45	Shree Ganesh Exports Imports Pvt Ltd	Receivables	(0.01)	(0.00)	Customer
46	Vmt Systems India Private Limited	Receivables	(0.01)	(0.01)	Customer
47	Universal Packaging Private Limited	Receivables	(0.01)	(0.07)	Customer
48	Orbit Softwares Pvt Ltd	Receivables	(0.05)	(0.00)	Customer
49	Vhn Diamonds Private Limited	Receivables	(0.03)	(0.03)	Customer
50	Kinjal Trade Exports Pvt Ltd	Receivables	(0.06)	(0.06)	Customer
51	Deepak Gems Private Limited	Receivables	0.01	0.01	Customer
52	Laxmi Ideal Interiors Private Limited	Receivables	(0.27)	(0.99)	Customer
53	Kaushal Exports Private Limited	Receivables	(0.03)	(0.03)	Customer
54	Novitas Infotech Private Limited	Receivables	(0.03)	(0.03)	Customer
55	Viraj Diamond Jewellery Private Limited	Receivables	(0.01)	(0.01)	Customer
56	Super Gems Private Limited	Receivables	(0.02)	(0.02)	Customer
57	Srg Impex Private Limited	Receivables	(0.01)	(0.01)	Customer
58	Vishnu Exports Pvt Ltd	Receivables	(0.03)	(0.19)	Customer
59	Ark International Private Limited	Receivables	(0.01)	(0.01)	Customer
60	I Woxmart It Services Pvt. Ltd	Receivables	(0.22)	(0.22)	Customer
61	Fabby Technologies Pvt Ltd	Receivables	(0.00)	(0.00)	Customer
62	A-one Jewellery Private Limited	Receivables	(0.05)	(0.04)	Customer
63	Shivaay Jewellers (opc) Private Limited	Receivables	(0.10)	(0.02)	Customer
64	Metadata Technologies Private Limited	Receivables	(0.01)	(0.02)	Customer
65	Vishwas Enterprises Limited	Receivables	(0.02)	(0.03)	Customer
66	Shrine Technologies Private Limited	Receivables	(0.01)	(0.01)	Customer
67	Isha Impex Private Limited	Receivables	0.01	(0.04)	Customer
68	Ab Warehousing Corporation Private Limited	Receivables	(0.03)	(0.07)	Customer
69	Axiogen Biotech Private Limited	Receivables	(0.00)	(0.00)	Customer
70	Surabhi Exports Pvt Ltd	Receivables	0.05	0.05	Customer
71	Neogeek Technologies Private Limited	Receivables	(0.05)	(0.05)	Customer
72	Asist Tools Pvt Ltd	Receivables	(0.00)	(0.00)	Customer

(₹ in Lakhs)

Sr. No.	Name of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2025	As at March 31, 2024	
73	Blink Consulting Private Limited	Receivables	(0.01)	(0.01)	Customer
74	GSPC Offshore Ltd	Receivables	(0.18)	0.18	Customer
75	Webtogo Mobiles Internet Private Limited	Receivables	(0.04)	(0.04)	Customer
76	JSW Electric Vehicles Pvt Ltd	Receivables	0.00	0.00	Customer
77	Vado Technology Pvt Ltd	Receivables	(0.01)	(0.01)	Customer
78	Crescent Gems LLP	Receivables	(0.12)	(0.12)	Customer
79	Dess Computers Private Limited	Receivables	(0.04)	(0.04)	Customer
80	Hanzi Healthcure Pvt Ltd	Receivables	(0.01)	(0.01)	Customer
81	Jassal Impex Private Limited	Receivables	(0.02)	(0.02)	Customer
82	Dtalkz Solutions Private Limited	Receivables	(0.01)	(0.01)	Customer
83	Bucks Gainer Advisory Services	Receivables	0.00	(0.00)	Customer
84	Divya Creations Private Limited	Receivables	(0.10)	(0.07)	Customer
85	Sugandha Exports Private Limited	Receivables	(0.04)	(0.04)	Customer
86	Krishna Enterprises Private Limited	Receivables	(0.04)	(0.05)	Customer
87	Dot Technologies (India) Limited	Receivables	(0.00)	(0.00)	Customer
88	Khodiyar Engineering Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
89	Reliance Communication Infrastructure Ltd	Receivables	(0.05)	-	Customer
90	P2525 - Punjab And Maharashtra Co-Operative Bank Limited	Receivables	(0.00)	-	Customer
91	Moser Baer Infrastructure And Developers Limited	Receivables	(0.17)	-	Customer
92	Saraf Agencies Pvt.Ltd	Receivables	(0.00)	-	Customer
93	Sarto Electro Equipments Pvt. Ltd. Trading Unit	Receivables	(0.05)	-	Customer
94	Dot In Technologies	Receivables	(0.00)	-	Customer
Total			(3.05)	(3.45)	

Annexure 2 : Analytical Ratios

Sr. No.	Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Variance	Reason for variance more or less than 25%
1	Current Ratio	Current Assets	Current Liabilities	1.05	0.86	23.19	
2	Debt–Equity Ratio	Total Debt	Shareholder's Equity	Not Applicable	Not Applicable	Not Applicable	
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	Not Applicable	Not Applicable	Not Applicable	
4	Return on Equity (ROE)	Net Profits after taxes less Pref. Dividend (if any)	Average Shareholder's Equity	12.47	13.20	(5.55)	
5	Inventory Turnover ratio	Cost of goods sold OR sales	Average Inventory	Not Applicable	Not Applicable	Not Applicable	
6	Trade receivables turnover ratio	Net Credit Sales	Avg. Accounts Receivable	6.92	6.98	(0.83)	
7	Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	3.51	3.78	(7.18)	
8	Net capital turnover ratio	Net Sales	Working Capital	34.93	(14.90)	(334.40)	Increase in Revenue from Operations and Increase in working capital
9	Net Profit Ratio	Net Profit	Net Sales	34.97	37.59	(6.97)	
10	Return on capital employed	Earning before interest and taxes	Capital Employed	15.95	17.13	(6.87)	
11	Return on investment	Income generated from invested funds	Average invested funds in treasury investments	6.99	6.83	2.34	



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