

MediaAgility UK Ltd.
Balance Sheet as at March 31, 2025
(All amounts in INR Million, unless stated otherwise)

	Notes	As at March 31, 2025	As at March 31, 2024
Assets			
Non-current assets			
Deferred tax assets (net)	5	-	1.77
		-	1.77
Current assets			
Financial assets			
- Trade receivables	6	2.03	8.84
- Cash and cash equivalents	7	27.37	80.09
		29.40	88.93
Total			
		29.40	90.70
Equity and liabilities			
Equity			
Equity share capital	8A	0.10	0.10
Other equity	8B	(19.15)	(14.48)
		(19.05)	(14.38)
Current liabilities			
Financial liabilities			
- Borrowings	10	40.31	39.24
- Trade payables	11	6.52	62.44
Other current liabilities	12	1.62	3.40
		48.45	105.08
Total			
		29.40	90.70
Summary of material accounting policies	1-4		
The accompanying notes are an integral part of financial statements	5-31		

As per our report of even date attached

For Ahuja Valecha & Associates LLP
Chartered Accountants
Firm Reg. No.126791W/W100132

Ankit Shah
Partner
Membership No.: 118976

Place: Pune
Date : April 21, 2025

For and on behalf of the Board of Directors of
Media Agility UK Ltd.

Sachin Dewasthalee
Sachin Dewasthalee (Apr 21, 2025 16:08 GMT+5.5)
Sachin Dewasthalee
Director

Place: India
Date : April 21, 2025

Rajasekar Sukumar
Rajasekar Sukumar (Apr 21, 2025 12:08 GMT+1)
Rajasekar Sukumar
Director

Place: UK
Date : April 21, 2025

MediaAgility UK Ltd.
Statement of Profit and Loss for the year ended March 31, 2025
(All amounts in INR Million, unless stated otherwise, except earnings per share)

	Notes	For the period January 01, 2025 to March 31, 2025	For the period January 01, 2024 to March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Income					
Revenue from operations	13	1.88	1.43	8.57	22.93
Other income	14	1.49	3.40	-	5.32
Total income (A)		3.37	4.83	8.57	28.25
Expenses					
Depreciation expense	15	-	-	-	0.02
Finance costs	16	0.64	0.72	2.81	2.80
Other expenses	17	1.57	3.65	7.82	26.31
Total expenses (B)		2.21	4.37	10.63	29.13
Profit / (loss) before tax (A - B)		1.16	0.46	(2.06)	(0.87)
Tax expense					
Current tax		-	-	-	-
Deferred tax charge / (credit)		1.83	0.35	1.85	(1.48)
Total tax expense		1.83	0.35	1.85	(1.48)
Net profit / (loss) after tax for the period (C)		(0.67)	0.11	(3.91)	0.61
Other comprehensive income					
Items that may be reclassified to profit or loss					
- Exchange differences in translating the financial statements of foreign operations		1.07	0.10	(0.75)	(0.48)
Total other comprehensive income for the period (D)		1.07	0.10	(0.75)	(0.48)
Total comprehensive income for the period (C) + (D)		0.40	0.21	(4.66)	0.13

Earnings per equity share	17				
[Nominal value of share GBP 1000]					
Basic (In ₹)		(6,70,656.50)	1,08,762.29	(39,14,444.88)	6,06,418.97
Diluted (In ₹)		(6,70,656.50)	1,08,762.29	(39,14,444.88)	6,06,418.97
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Rajasekar Sukumar
Director

Place: UK
Date : April 21, 2025

MediaAgility UK Ltd.**Cash flow statement for the year ended March 31, 2025***(All amounts in INR Million, unless stated otherwise)*

	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from operating activities		
(Loss)/ Profit before tax	(2.06)	(0.87)
Adjustments for:		
Finance cost	2.81	2.80
Provision for doubtful receivables/ (provision for doubtful receivables written back) (net)	0.07	(0.34)
Currency translation reserve	(0.85)	(0.48)
Unrealised foreign exchange (gain)/loss (net)	0.60	0.03
Operating profit before working capital changes	0.57	1.14
Movements in working capital :		
Changes in trade receivables	6.15	42.31
Changes in other current assets (including financial assets)	-	2.37
Changes in trade payables and current liabilities	(54.86)	25.42
Operating profit after working capital changes	(48.14)	71.24
Direct taxes paid (net of refunds)	-	0.03
Net cash used in operating activities	(A) (48.14)	71.27
Cash flows from investing activities	-	-
Net cash flow from investing activities	(B) -	-
Cash flows from financing activities		
Interest paid	(4.59)	(2.80)
Net cash used in financing activities	(C) (4.59)	(2.80)
Net (Decrease)/ increase in cash and cash equivalents	(A+B+C) (52.73)	68.47
Cash and cash equivalents at the beginning of the year	80.09	11.63
Cash and cash equivalents at the end of the year	27.37	80.09
Components of cash and cash equivalents		
Balances with banks		
On current accounts	27.37	80.09
Cash and cash equivalents as per note 7	27.37	80.09

Summary of material accounting policies 1-4

The accompanying notes are an integral part of financial statements 5-31

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Director

Place: India
Date : April 21, 2025

Place: UK
Date : April 21, 2025

MediaAgility UK Ltd.

Statement of Change In Equity for the year ended March 31, 2025

(All amounts in INR Million, unless stated otherwise)

Equity Share Capital (Refer note 9A)

Balance as at March 31, 2023	Changes in Equity Share Capital due to prior period errors	Changes in equity share capital during the year	Balance as at March 31, 2024
0.10	-	-	0.10

Balance as at March 31, 2024	Changes in Equity Share Capital due to prior period errors	Changes in equity share capital during the year	Balance as at March 31, 2025
0.10	-	-	0.10

Other equity

Particulars	Reserves and surplus	Items of other comprehensive income	Total
	Retained earnings	Foreign currency translation reserve	
Balance at March 31, 2023	(13.69)	(0.92)	(14.61)
Net profit for the period	0.61	-	0.61
Other comprehensive income for the period	-	(0.48)	(0.48)
Balance as at March 31, 2024	(13.08)	(1.40)	(14.48)
Net profit for the year	(3.91)	-	(3.91)
Foreign currency translation difference	0.11	(0.86)	(0.75)
Balance as at March 31, 2025	(16.89)	(2.26)	(19.15)

Nature and purpose of reserves

a) Foreign currency translation reserve

The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in other comprehensive income and is presented under equity in the foreign currency translation reserve.

Summary of material accounting policies

1-4

The accompanying notes are an integral part of financial statements

5-31

As per our report of even date attached

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Place: Pune

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Director

Place: India

Date : April 21, 2025

Rajasekar Sukumar

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Rajasekar Sukumar

Director

Place: UK

Date : April 21, 2025

MediaAgility UK Ltd.
Notes to the Financial Statements for the year ended March 31, 2025
(All amounts in INR Million, unless stated otherwise)

8A. Share capital

	As at		As at
	March 31, 2025		March 31, 2024
Authorised (in GBP)			
1 Ordinary Share of GBP 1000 each	0.10		0.10
	0.10		0.10
Issued, subscribed and paid-up (in million)			
1 Ordinary Share of GBP 1000 each	0.10		0.10
Issued, Subscribed and fully paid-up share capital	0.10		0.10

* All the Shares are held by MediaAgility Inc., USA

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning of the reporting period	1	0.10	1	0.10
Add : Additional Shares issued during the period	-	-	-	-
Number of shares at the end of the reporting period	1	0.10	1	0.10

b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of GBP 1000 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in the proportion to the number of equity shares held by shareholders

c) Details of shares held by promoters

	As at March 31, 2025			
	No of shares held at the beginning of the period	Changes during the period	No of shares at the end of the period	% of Total Shares
MediaAgility Inc., USA	1	-	1	100%
				-

	As at March 31, 2024			
	No of shares held at the beginning of the period	Changes during the period	No of shares at the end of the period	% of Total Shares
MediaAgility Inc., USA	1	-	1	100%
				-

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MediaAgility UK Ltd.

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

(All amounts in INR Million, unless stated otherwise)

8B. Other equity

	As at March 31, 2025	As at March 31, 2024
Reserves and Surplus		
Retained earnings	(17.00)	(13.08)
	(17.00)	(13.08)
Items of other comprehensive income		
Foreign currency translation reserve	(2.15)	(1.40)
	(2.15)	(1.40)
Total Other equity	(19.15)	(14.48)
(i) Retained earnings		
	As at March 31, 2025	As at March 31, 2024
Balance as per last financial statements	(13.08)	(13.69)
Loss after tax for the reporting year	(3.91)	0.61
	(17.00)	(13.08)
(ii) Foreign currency translation reserve		
	As at March 31, 2025	As at March 31, 2024
Balance as per last financial statements	(1.40)	(0.92)
Addition/reduction during the period	(0.75)	(0.48)
	(2.15)	(1.40)

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1. Nature of operations

MediaAgility UK Limited (a UK based wholly owned subsidiary of MediaAgility Inc.). The Company is a digital consulting Company with the vision of making work meaningful for all. The Company is a premier Google Cloud partner across Cloud, Maps, G Suite with Google certified specialists on board and the Data Analytics & Location-based Services specialization awarded by Google Cloud, the Company is a full spectrum digital consulting firm creating AI and Analytics based innovative solutions, building conversational intelligence and designing powerful operational intelligence and machine learning capabilities for customers.

2. Basis of preparation

The accompanying Special Purpose Financial Statements have been prepared solely to assist the management of Persistent Systems Limited ('the Holding Company') in the preparation of its consolidated financial statements for the year ended March 31, 2025. These have been prepared on an accrual basis and under the historical cost convention except for certain financial instruments which have been measured at fair value. Historical cost is generally based on the fair value of consideration given in exchange of goods and services. The accounting policies are consistently applied by the Company during the year and are consistent with those used in previous year 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.

Statement of compliance

These financial statements have been prepared in accordance with Ind AS 34 Financial Reporting for the period ended January 01, 2025 to March 31, 2025 as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

3. Summary of material accounting policies

(a) Accounting year

The accounting year of the Company for consolidation is from April 01, 2024 to March 31, 2025.

(b) Functional currency

The Company's functional currency is Great Britain Pound (GBP) however for the purpose of preparation and presentation in the financial statement INR currency is used.

(c) Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities at the end of year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(d) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as Non-current liabilities.

Critical accounting estimates

i) Revenue recognition

The Company contracts with customers include promises to transfer multiple services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

Fixed-price maintenance revenue is recognized rateably either on (1) a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or (2) using a percentage-of-completion method when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. The use of method to recognize the maintenance revenues requires judgment and is based on the promises in the contract and nature of the deliverables.

Revenue is measured at the transaction price, which is the amount of consideration expected to be received in exchange for transferring the service. This excludes any amounts collected on behalf of third parties.

Further, the Company uses significant judgement while determining the transaction price allocated to performance obligations using the expected cost plus margin approach.

ii) Income taxes

The Company's tax jurisdictions is in UK. Significant judgements are involved in determining the provision for income taxes.

iii) Provisions and Contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities.

(e) Expected credit loss:

The Company has considered the current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered related credit information for its customers to estimate the probability of default in future using the forward-looking approach as prescribed by Ind AS 109.

(f) Financial Instruments

i) Financial assets

Initial recognition and measurement

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

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified as:

- Financial assets at amortized cost

Financial assets that are held within a business model whose objective is to hold assets for collecting contractual cash flows and whose contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at amortized cost using the effective interest rate method. The change in measurements are recognized as finance income in the statement of profit and loss.

- Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets and the assets' contractual cash flows represent solely payments of principal and interest on the principal amount outstanding are subsequently measured at fair value. Fair value movements are recognized in other comprehensive income.

- Financial assets at fair value through profit or loss (FVTPL)

Any financial assets which does not meet the criteria for categorization as financial assets at amortized cost or as FVTOCI, is classified as financial assets at FVTPL. Financial assets included within the FVTPL category are subsequently measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

The Company derecognizes a financial asset 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 party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity, if any, is recognised in profit or loss.

ii) Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

For the purpose of subsequent measurement, financial liabilities are classified as:

- Financial liabilities at amortized cost

Financial liabilities such as loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. The change in measurements are recognized as finance costs in the statement of profit and loss.

- Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss if the recognition criteria as per Ind AS 109 are satisfied. Gains or losses on liabilities held for trading are recognized in statement of profit and loss. Fair value gains or losses on liabilities designated as FVTPL attributable to changes in own credit risk are recognized in other comprehensive income. All other changes in fair value of liabilities designated as FVTPL are recognized in the statement of profit and loss. The Company has not designated any financial liability as at FVTPL.

Derecognition

The Company derecognizes financial liabilities when the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in profit or loss.

iii) Impairment

i) Financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on financial assets measured at amortized cost and financial assets that are debts instruments and are measured at fair value through other comprehensive income (FVTOCI). ECL is the difference between contractual cash flows that are due and the cash flows that the Company expects to receive, discounted at the original effective interest rate.

For trade receivables, the Company recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

ii) Non-financial assets

The carrying amounts of property, plant and equipment and Goodwill are reviewed at each balance sheet date or whenever there is any indication of impairment based on internal/external factors. If any indications exist, the Company estimates the asset's recoverable amount 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. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Recoverable amount of intangible under development that is not yet available for use is estimated at least at each financial year end even if there is no indication that the asset is impaired.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

(g) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable taking into account the amount of any trade discounts and volume rebates allowed by the Company. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

(i) Income from software services and products

The Company derives revenues primarily from sale of computer hardware, accessories and computer software.

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

Arrangements with customers for software related services are either on a time-and-material or a fixed-price basis.

Revenue on time-and-material contracts are recognized as and when the related services are performed. Revenue from fixed-price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized at a point of time.

The Company has applied the principles under Ind AS 115 to account for revenues from these performance obligations.

When support services are provided in conjunction with the licensing arrangement and the license and the support services have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. Maintenance revenue is recognized proportionately over the period in which the services are rendered.

In the case of reselling agreements, the revenue is recognized on a net basis i.e. amount paid to the vendor for reselling the products or services as reduced by the amount collected from the customer.

Unbilled revenue represents revenue recognized in relation to work done until the balance sheet date for which billing has not taken place.

Unearned revenue represents the billing in respect of contracts for which the revenue is not recognized.

The Company collects Valued added tax ("VAT") @ 20% on revenue from the customers. The Company does not keep this VAT, it is a liability owed to the tax authority. VAT collected from customers is not recognized as revenue and is presented as a current liability in the statement of financial position until it is remitted to the relevant tax authorities.

(ii) Interest

Interest income is recognized on a time proportion basis taking into account the carrying amount and the effective interest rate. Interest income is included under the head 'Other income' in the statement of profit and loss.

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(h) Foreign currency translation

i) Foreign currency transactions and balances Initial recognition

Foreign currency transactions are recorded in the functional currency viz. GBP, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion

The transactions are in GBP, which are converted for reporting in Indian currency on the following basis. The equity share capital is translated on the date of transaction and fixed assets are translated at the closing rate as at the date of the balance sheet. All current assets and current liabilities are translated at the closing rate as at the date of the balance sheet. All Income and Expense items are converted at weighted average of Inter Bank Selling Rate for the period.

The exchange difference arising out of the period / year end conversion is translated to Currency Translation Reserve and the said amount is shown under the head "Other equity".

iii) Exchange Difference

Revenue and expenses denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit or loss for the period in which the transaction is settled.

Exchange differences arising on conversion / settlement of foreign currency monetary items and on foreign currency liabilities relating to Property, plant and equipment acquisition are recognized as income or expenses in the period in which they arise.

(i) Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the HM Revenue and Customs. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of temporary differences between tax base of assets and liabilities and their carrying amounts. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except deferred tax liability arising from initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, affects neither accounting nor taxable profit/loss at the time of transaction. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses, except deferred tax assets arising from initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, affects neither accounting nor taxable profit/ loss at the time of transaction. Deferred tax assets are recognized only to the extent that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognized outside the statement of profit and loss is recognized in co-relation to the underlying transaction either in other comprehensive income or directly in equity.

(j) Earnings per share (EPS)

Basic earnings per share are calculated by dividing the net profit for the period / year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period / year. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), if any occurred during the reporting period, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period/ year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period / year, are adjusted for the effects of all dilutive potential equity shares.

(k) Provisions

A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the reporting date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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MediaAgility UK Ltd.

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

(l) Contingent liabilities and commitments

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements .

(m) Cash and cash equivalents

Cash comprises demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(n) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

4 Going Concern

The Company had accumulated losses of Rs.19.15 Millions (March 31, 2024 Rs.14.48 millions) against an equity of Rs. 0.10 Millions (March 31, 2024 - Rs. 0.10 Millions) as at the balance sheet date, resulting in a complete erosion of the Company's Net Worth. Additionally, as at the balance sheet date, the financial statements disclose a net current liabilities over current assets of Rs. 19.05 Millions (March 31, 2024 - Rs. 16.15 Millions).

The Company has no intention of curtailing materially the scale of operations. Further, the Company has been able to meet its obligations in the ordinary course of business through sales of Google products and as per the support letter provided by the holding Company, it will support the Company for any working capital requirement which may arise for the next one year. Accordingly the financial statements have been prepared assuming that the Company will continue as a going concern.

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5. Deferred tax assets (net)

	As at March 31, 2025	As at March 31, 2024
Deferred tax assets		
- On tax losses	-	1.77
	-	1.77

6. Trade receivables

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good	2.03	8.84
Unsecured, considered doubtful	0.27	0.17
	2.30	9.01
Less: Allowance for credit impairment	0.27	0.17
	2.03	8.84
(Refer note no. 23 for ageing)		

7. Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Cash and cash equivalents		
Balances with banks		
- On current accounts	27.37	80.09
	27.37	80.09

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MediaAgility UK Ltd.**Notes to the Financial Statements for the year ended March 31, 2025***(All amounts in INR Million, unless stated otherwise)***9. Borrowings**

	As at March 31, 2025	As at March 31, 2024
Current		
Borrowings from related parties		
Term loans		
- Inter Company loan from MediaAgility Inc., USA (Repayment terms : On demand)	40.31	39.24
	40.31	39.24

The rate of interest on this term loan is Secured Overnight Financial Rate ("SOFR") plus 2%, currently SOFR being 4.40%

10. Trade payables

	As at March 31, 2025	As at March 31, 2024
Trade payables for goods and services	6.52	62.44
	6.52	62.44

(Refer note no. 24 for ageing)

11. Other current liabilities

	As at March 31, 2025	As at March 31, 2024
Other payables		
- Statutory liabilities	0.84	0.79
Advance from customers	0.15	0.21
Interest accrued but not due	0.63	2.40
	1.62	3.40

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MediaAgility UK Ltd.**Notes to the Financial Statements for the year ended March 31, 2025***(All amounts in INR Million, unless stated otherwise)***12. Revenue from operations**

	For the period January 01, 2025 to March 31, 2025	For the period January 01, 2024 to March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from services and softwares	1.88	1.43	8.57	22.93
	1.88	1.43	8.57	22.93
The revenue consists of:				
Software licence	1.88	1.43	8.57	2.79
Software services	-	-	-	20.14
	1.88	1.43	8.57	22.93

13. Other income

	For the period January 01, 2025 to March 31, 2025	For the period January 01, 2024 to March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Provision no longer required (written back)	0.29	0.34	-	0.34
Foreign exchange gain (net)	1.20	-	-	-
Miscellaneous income	-	3.06	-	4.98
	1.49	3.40	-	5.32

14. Depreciation and amortization

	For the period January 01, 2025 to March 31, 2025	For the period January 01, 2024 to March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation and amortization expense	-	-	-	0.02
	-	-	-	0.02

15. Finance Cost

	For the period January 01, 2025 to March 31, 2025	For the period January 01, 2024 to March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense	0.64	0.72	2.81	2.80
	0.64	0.72	2.81	2.80

16. Other expenses

	For the period January 01, 2025 to March 31, 2025	For the period January 01, 2024 to March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Legal and professional fees	0.07	3.06	0.54	23.69
Travelling and conveyance	-	-	-	0.07
Provision for doubtful receivables (net)	-	-	0.07	-
Software and subscription charges	-	-	2.35	-
Foreign exchange loss (net)	-	0.59	0.60	1.94
Rates and Taxes	-	-	0.16	-
Miscellaneous expenses	1.50	-	4.10	0.61
	1.57	3.65	7.82	26.31

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17. Earnings per share

		For the period January 01, 2025 to March 31, 2025	For the period January 01, 2024 to March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
<u>Numerator for Basic and Diluted EPS</u>					
Net profit / (loss) after tax	(A)	(0.67)	0.11	(3.91)	0.61
<u>Denominator for Basic EPS</u>					
Weighted average number of equity shares	(B)	1	1	1	1
<u>Denominator for Diluted EPS</u>					
Number of equity shares	(C)	1	1	1	1
Basic Earnings per share of face value of GBP 1 each (In ₹)	(A/B)	(6,70,656.50)	1,08,762.29	(39,14,444.88)	6,06,418.97
Diluted Earnings per share of face value of GBP 1 each (In INR)	(A/C)	(6,70,656.50)	1,08,762.29	(39,14,444.88)	6,06,418.97

18. Income taxes

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before tax is summarized below:

	For the year ended March 31, 2025	For the year ended March 31, 2024
(Loss) / profit before tax	(2.06)	(0.87)
Enacted tax rate	19.00%	19.00%
Computed tax expense at enacted tax rate	(0.39)	(0.17)
Others	0.39	0.17
Deferred tax asset recognised on Tax losses	1.85	(1.48)
Income tax expense	1.85	(1.48)

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MediaAgility UK Ltd.

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

(All amounts in INR Million, unless stated otherwise)

19 Financial assets and liabilities

The carrying values of financial instruments by categories are as follows:

	March 31, 2025		
	FVTPL	FVTOCI	Amortised Cost
Financial Assets:			
Cash and cash equivalents	-	-	27.37
Trade receivables (net)	-	-	2.03
Other financial assets	-	-	-
Total Financial Assets	-	-	29.40
Financial Liabilities:			
Borrowings	-	-	40.31
Trade payables	-	-	6.52
Total Financial Liabilities	-	-	46.83

	March 31, 2024		
	FVTPL	FVTOCI	Amortised Cost
Financial Assets:			
Cash and cash equivalents	-	-	80.09
Trade receivables (net)	-	-	8.84
Other financial assets	-	-	-
Total Financial Assets	-	-	88.93
Financial Liabilities:			
Borrowings	-	-	39.24
Trade payables	-	-	62.44
Total Financial Liabilities	-	-	101.68

***Fair value hierarchy:**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. In respect of equity instruments of unlisted companies, in limited circumstances, insufficient more recent information is available to measure fair value, or if there are a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. The Company recognises such equity instruments at cost, which is considered as appropriate estimate of fair value.

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MediaAgility UK Ltd.**Notes to the Financial Statements for the year ended March 31, 2025***(All amounts in INR Million, unless stated otherwise)***20 Financial risk management****Financial risk factors and risk management objectives**

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary financial risk to the Company is credit risk. The Company's exposure to credit risk is mainly for receivables that are overdue for more than 180 days.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result in interest rate risk and exchange rate risk. Financial instruments affected by market risk include receivables, payables and other financial instruments.

The following table analyses unhedged foreign currency risk from financial instruments as of March 31, 2025.

	USD in INR	EUR in INR	Total
Trade receivables	-	0.44	0.44
Borrowings	40.31	-	40.31
Trade and other payables	0.32	-	0.32

The following table analyses unhedged foreign currency risk from financial instruments as of March 31, 2024.

	USD in INR	EUR in INR	Total
Trade receivables	-	2.86	2.86
Borrowings	41.64	-	41.64
Trade and other payables	0.96	-	0.96

Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 2.30 million as at March 31, 2025 (Rs. 9.01 million as at March 31, 2024) respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in the UK. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss. The Company uses a provisioning policy approved by the management to compute the expected credit loss allowance for trade receivables. The policy takes into account available external and internal credit risk factors and the Company's historical experience for customers.

Credit risk is perceived mainly in case of receivables overdue for more than 180 days. The following table gives details of risk concentration in respect of percentage of receivables overdue for more than 180 days:

	As at March 31, 2025	As at March 31, 2024
Receivables overdue for more than 180 days (₹ million)*	0.08	0.20
Total receivables (gross) (₹ million)	2.30	9.01
Overdue for more than 180 days as a % of total receivables	3.4%	2.2%

* Out of this amount, Rs. 0.27 million as at March 31, 2025 (Rs.0.17 million as at March 31, 2024) have been provided for.

Ageing of trade receivables

	As at March 31, 2025	As at March 31, 2024
Within the credit period	0.27	8.27
1 to 30 days past due	1.78	-
31 to 60 days past due	0.15	-
61 to 90 days past due	-	-
91 to 120 days past due	-	0.26
121 and above past due	0.37	0.48
Less: Expected credit loss	(0.27)	(0.17)
Net trade receivables	2.30	8.84

Movement in expected credit loss allowance

	As at March 31, 2025	As at March 31, 2024
Opening balance	0.17	0.50
Movement in expected credit loss allowance	0.07	(0.33)
Translation differences	(0.03)	-
Closing balance	0.27	0.17

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MediaAgility UK Ltd.

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

(All amounts in INR Million, unless stated otherwise)

Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. As companies working capital is not sufficient to meet its current fund requirements, Company is completely dependent on the financial support from the group. Accordingly, no liquidity risk is perceived. As at March 31, 2025, the Company had a working capital of Rs. (19.05) million [as at March 31, 2024 Rs. (16.15) million] including cash and cash equivalents of Rs 27.37 million (as at March 31, 2024 Rs. 80.09 million).

The table below provides details regarding the contractual maturities of significant financial liabilities:

	As at		As at	
	March 31, 2025		March 31, 2024	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Borrowings	40.31	-	39.24	-
Trade payables and deferred payment liabilities	4.04	2.48	62.44	-

21 Un-hedged foreign currency exposures

Details of un-hedged foreign currency exposures at the end of March 31, 2025

	Amount	Foreign currency (In million)	Conversion rate (₹)
Trade and Other Payables	0.32	USD 0.0038	85.47
Trade Receivables	0.44	EUR 0.0048	92.46
Borrowings	40.31	USD 0.4716	85.47

Details of un-hedged foreign currency exposures at the end of March 31, 2024

	Amount	Foreign currency (In million)	Conversion rate (₹)
Trade and Other Payables	0.96	USD 0.01	83.35
Trade Receivables	2.86	EUR 0.03	90.01
Borrowings	41.64	USD 0.50	83.35

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MediaAgility UK Ltd.

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

(All amounts in INR Million, unless stated otherwise)

22 Related Party Disclosure

(i) Names of related parties and related party relationships

Related parties where control exists	
Ultimate Holding Company	Persistent Systems Limited, India
Holding Company	Mediaagility Inc., USA
Fellow subsidiaries	MediaAgility India Private Limited, India Persistent Systems Limited (UK Branch)
Key Managerial personnel	
	Mr. Sachin Dewasthalee (w.e.f November 18, 2024)
	Mr. Rajeskar Sukumar, UK (w.e.f November 18, 2024)
	Mr. Rajesh Abhyankar (till November 22, 2024)
	Mr. Nilesh Chavda (till November 22, 2024)

(ii) List of transactions with related parties

Particulars	For the period April 01, 2024 to March 31, 2025	For the period April 01, 2023 to March 31, 2024
Revenue from operations	1.46	-
Legal and professional fees	-	21.90
Finance cost	2.81	2.80
Advance received from related party	-	18.91
	4.27	43.61

(iii) Transactions with related parties at year end:-

	Name of the related party and nature of relationship	For the period April 01, 2024 to March 31, 2025	For the period April 01, 2023 to March 31, 2024
Revenue from operations	Fellow subsidiaries Persistent Systems UK Limited	1.46	-
Legal and professional fees	Ultimate Holding Company Persistent Systems limited	-	14.43
	Fellow subsidiaries Persistent Systems limited (UK Branch)	-	7.47
Finance costs	Holding Company Mediaagility Inc., USA	2.81	2.80
Advance received from related party	Holding Company Mediaagility Inc., USA	-	12.96
	Fellow subsidiaries Persistent Systems Limited - UK Branch	-	5.95

(iv) Outstanding balances as at year end:-

	Name of the related party and nature of relationship	As at March 31, 2025	As at March 31, 2024
Trade receivables	Fellow subsidiaries Persistent Systems UK Limited (FKA Aepona Limited)	1.78	-
Trade payables	Ultimate Holding Company Persistent Systems limited	-	20.67
	Fellow subsidiaries Persistent Systems limited (UK Branch)	-	19.06
	Holding Company Mediaagility Inc., USA	-	13.14
Inter Company loan payable	Holding Company Mediaagility Inc., USA	40.31	41.64

MediaAgility UK Ltd.

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

(All amounts in INR Million, unless stated otherwise)

23 Trade receivables ageing schedule

Outstanding as on March 31, 2025 from the due date							
Particulars	Not due	Less than 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed trade receivables							
- Considered good	-	1.95	0.08	-	-	-	2.03
- Significant increase in credit risk	0.27	-	-	-	-	-	0.27
- Credit impaired	-	-	-	-	-	-	-
Disputed trade receivables							
- Considered good	-	-	-	-	-	-	-
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit impaired	-	-	-	-	-	-	-
As at March 31, 2025	0.27	1.95	0.08	-	-	-	2.30

Outstanding as on March 31, 2024 from the due date							
Particulars	Not due	Less than 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed trade receivables							
- Considered good	8.11	0.54	0.18	-	-	-	8.84
- Significant increase in credit risk	0.16	-	0.01	-	-	-	0.17
- Credit impaired	-	-	-	-	-	-	-
Disputed trade receivables							
- Considered good	-	-	-	-	-	-	-
- Significant increase in credit risk	-	-	-	-	-	-	-
- Credit impaired	-	-	-	-	-	-	-
As at March 31, 2024	8.27	0.54	0.20	-	-	-	9.01

24 Trade payable ageing schedule

Outstanding as on March 31, 2025 from the due date						
Particulars	Not due	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Outstanding dues of creditors other than micro enterprises and small enterprises	3.78	0.26	2.48	-	-	6.52
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
As at March 31, 2025	3.78	0.26	2.48	-	-	6.52

Outstanding as on March 31, 2024 from the due date						
Particulars	Not due	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Outstanding dues of creditors other than micro enterprises and small enterprises	24.39	38.06	-	-	-	62.44
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
As at March 31, 2024	24.39	38.06	-	-	-	62.44

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25 Ratio Analysis

Particulars	Numerator/ Denominator	As at March 31, 2025	As at March 31, 2024	% change	Remarks , if change is more than 25%
Current Ratio (in times)	Current Assets/ Current Liabilities	0.61	0.85	-28.30%	There has been a significant decline in Cash which indicates that it has been used to settle Trade payables and Borrowings which has resulted a decline in Current Ratio.
Debt-Equity Ratio (in times)	Total debt/ shareholder's equity	(2.12)	(2.73)	-22.43%	There has been a payment of interest as a result of which the borrowings have declined.
Debt Service Coverage Ratio (in times)	[PAT + non-cash operating expenses+finance cost] / [finance cost + principal repayments]	(0.39)	1.22	-132.03%	There has been a significant decline in revenue resulting into Loss after tax for financial year ended March 2025.
Return on Equity Ratio (in %)	PAT / Average shareholder's equity	20.55%	-4%	-587.44%	During the year, there is decrease in revenue of the Company which has resulted in significant decrease in the ratio.
Inventory Turnover Ratio (in times)	Cost of goods sold / Average Inventory	NA	NA	NA	
Trade Receivables Turnover Ratio (in times)	Sales (net) / Average trade receivables	1.33	0.67	98.64%	Revenue has decreased during the year ended March 2025
Net Capital Turnover Ratio (in times)	Sales (net) / [current assets - current liabilities]	(0.45)	(1.42)	-68.31%	During the year, there is decrease in revenue of the entity which has resulted in significant decrease in the ratio.
Net Profit Ratio (in %)	PAT / Sales (net)	(0.46)	0.03	-1826.57%	The entity has incurred loss during year ended March 2025
Return on Capital Employed (in %)	EBIT / [Net worth+long term debt+deferred tax liability]	-3.97%	-13%	-70.28%	During the year, there is decrease in revenue of the Company which has resulted in significant decrease in EBIT and ratio.
Return on Investment (in %)	Profit on Investment /Cost of Investment	NA	NA	NA	

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MediaAgility UK Ltd.

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

(All amounts in INR Million, unless stated otherwise)

- 26** The Company does not have any contingent liability as at March 31, 2025 (as at March 31, 2024 - Nil).
- 27** The Company does not have any Capital Commitments as at March 31, 2025 (as at March 31, 2024 - Nil).
- 28** The Company has not invested or traded in crypto currency or virtual currency during the financial year.
- 29** The employees are been transferred to holding company viz. Persistent Systems Ltd. as on January 01 , 2023. Accordingly, no expense is made for employee benefit expense in the books of account during the year ended March 31, 2025 (March 31, 2024 - Nil)
- 30** The financial statements are presented in INR Million and decimal thereof except for per share information or as otherwise stated.
- 31 Previous year figures:**
Previous year numbers have been regrouped / rearranged to confirm to current year presentation.

As per our report of even date attached

For Ahuja Valecha & Associates LLP

Chartered Accountants

Firm Reg. No.126791W/W100132

Ankit Shah
Partner
Membership No.: 118976

Place: Pune
Date : April 21, 2025

For and on behalf of the Board of Directors of
MediaAgility UK Limited

Sachin Dewasthalee
Sachin Dewasthalee (Apr 21, 2025 16:08 GMT+5.5)
Sachin Dewasthalee
Director

Place: India
Date : April 21, 2025

Rajasekar Sukumar
Rajasekar Sukumar (Apr 21, 2025 12:08 GMT+1)
Rajasekar Sukumar
Director

Place: UK
Date : April 21, 2025