



D M AND COMPANY

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
PB Pay Private Limited

**REPORT ON THE AUDIT OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED
ON 31st MARCH, 2025**

1. Opinion

We have audited the accompanying Ind AS Financial Statements of **PB Pay Private Limited** (hereinafter referred to as "the Company"), which comprise of the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), the Statement of Change in Equity and the Cash Flow Statement for the year then ended and notes to the Ind AS Financial Statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2025;
- (b) In the case of Statement of Profit and Loss (including other comprehensive income), of the loss for the year ended on March 31, 2025;
- (c) In the case of the Cash Flow Statement and statement of change in equity, its cash flows and the change in equity for the year ended on March 31, 2025.

2. Basis for Opinion

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



3. Other Information

The Company's Board of Directors is responsible for the other information. We have been provided with the other information included in the Director's Report and Annexure thereto, which did not include the Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Financial Statements does not cover the other information referred to above and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Based on the audit work we have performed; we have nothing to report in this regard.

4. Responsibility of Management for the Ind AS 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 Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity of the company and cash flows of the company in accordance with the accounting principles generally accepted in India and other applicable Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Amendment Rules, 2023, as amended.

The Board of Directors of the company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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



5. Auditor's Responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS 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 Ind AS 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.
- With respect to the adequacy of the internal controls over financial reporting of the company and operating effectiveness of such controls, refer to our separate report in 'Annexure B'.
- 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 Ind AS 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 Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the company to express an opinion on the Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements.

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



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

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

6. Other Matters

We have nothing to report in the "Other Matters" section of this independent audit report.

7. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in 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, 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 of the aforesaid Ind AS financial statements.
 - 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 income), statement of change in equity and the Cash Flow Statement for the year ended on 31 March, 2025, dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act to the extent applicable, read with Companies (Indian Accounting Standards) Amendment Rules, 2023, as amended.
 - e) On the basis of the written representations received from the directors of the company as on 31 March, 2025 taken on record by the Board of Directors of the company, none of the directors of the company is disqualified as on 31 March, 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 controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- 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, during the year Company has not paid any managerial remuneration to its directors, accordingly reporting relation to provisions of section 197 of the Act is not applicable.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i) The company does not have any pending litigation which would have impact on its financial position.
- 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.
- iv) a) The respective managements of the company have represented that, to the best of its knowledge and belief no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- I. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- II. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The respective managements of the company have represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- I. directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- II. provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv) (a) and (iv) (b) contain any material mis-statement.
- v) There was no dividend declared or paid during the year by the company. Therefore, the compliance with the provisions of section 123 of the companies Act, 2013 is not applicable to them.

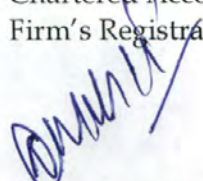


3. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is applicable for the financial year ended March 31, 2025. Based on our examination which included test checks, the group has used an 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. Furthermore, the audit trails has been preserved by the Company as per the statutory requirements for record retention.

For **D M AND COMPANY**

Chartered Accountants

Firm's Registration No.: 022527N


Dheeraj Mehta
(Partner)

Membership No.: 504305

UDIN: 25504305BMKYRD4929



Place: Gurgaon

Date: 12th May, 2025

Annexure - A to the Independent Auditors' Report

Referred to in paragraph 11 of Independent Auditors' report of even date to the Members of PB Pay Private Limited on the financial statements as of and for the year ended 31st March, 2025

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

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

(a)

(A) The Company has no Property, Plant and Equipment during the year, however relevant details of details of right-of-use assets have been properly maintained by the company.

(B) The Company has no intangible assets during the year, Therefore, the provisions of para 3 under clause (i)(a)(B) of the said order are not applicable to the company.

(b) The Company has a program of physical verification of right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The Company does not have any immovable properties during the year. Therefore, the clause (i)(c) of Para 3 is not applicable to the company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) 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 does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points 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) The Company has not made investments in, provided any guarantee or security or granted any loans and advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships, or any other parties, during the year, therefore the said clause is not applicable to the company.

(iv) According to the information and explanations given to us company has not granted any loans, investments, guarantees and security covered under section 185 and 186 of the Act. Accordingly, para 3(iv) of the order is not applicable to the company.



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

(b) According to the information and explanations given to us and based on our examination of the records of the Company, there were no dues as on March 31, 2025 in respect of income tax, Goods and Services Tax, duty of customs and other statutory dues which have not been deposited on account of any dispute.

(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) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the company.

(x)

(a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi)

(a) No fraud by the Company and no material 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 per information and explanations provided to us, there is no whistle blower complaints received by the Company during the year. Therefore, the said clause of the order is not applicable to the company.

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

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) According to size and nature of the company's business, the internal audit is not applicable to the company. Therefore, this clause is not applicable to the company.



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

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv)

(a) According to size and nature of the company's business, the internal audit is not applicable to the company. Therefore, this clause is not applicable to the company.

(b) In consideration with the clause (xiv)(a) of para 3, the said clause of order is not applicable to the company.

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

(xvi)

(a) In our opinion, 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) In our opinion, 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.

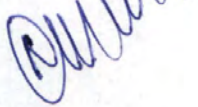


(xx)

(a) Section 135 of the Act is not applicable to the company. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) Section 135 of the Act is not applicable to the company. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For D M And Company
Chartered Accountants
FRN 022527N



Dheeraj Mehta
Partner
M No 504305



Place: Gurgaon
Date: 12th May 2025

Annexure - B to the Independent Auditors Report

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 PB Pay Private Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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.

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.

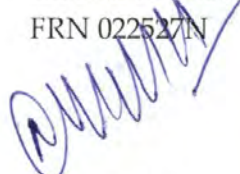
Opinion

In our opinion, 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 D M And Company

Chartered Accountants

FRN 022527N


Dheeraj Mehta
Partner
M No 504305



Place: Gurugram

Date: 12th May 2025

PB Pay Private Limited
Balance Sheet as at March 31, 2025

		(₹ in Lakhs)
Particulars	Notes	As at March 31, 2025
ASSETS		
Non-current assets		
Right-of-use assets	4	274.98
Financial assets		
(i) Other financial assets	5(c)	5.07
Other non-current assets	6	0.37
Total non-current assets		280.42
Current assets		
Financial assets		
(i) Cash and cash equivalents	5(a)	9.20
(ii) Bank balances other than (i) above	5(b)	31.12
(iii) Other financial assets	5(c)	2,739.40
Other current assets	7	2.31
Total current assets		2,782.03
Total assets		3,062.45
EQUITY AND LIABILITIES		
Equity		
Equity share capital	8	2,700.00
Other Equity	9	69.85
Total equity		2,769.85
Non-current liabilities		
Financial liabilities		
(i) Lease liabilities	4	269.80
Total non-current liabilities		269.80
Current liabilities		
Financial liabilities		
(i) Lease liabilities	4	13.64
(ii) Trade payables		
(a) total outstanding dues of micro and small enterprises	10	0.46
(b) total outstanding dues other than (i) (a) above	10	6.82
Other current liabilities	11	1.69
Income tax liabilities (net)	12	0.19
Total current liabilities		22.80
Total liabilities		292.60
Total equity and liabilities		3,062.45

The above balance sheet should be read in conjunction with the accompanying notes.

This balance sheet referred to in our report of even date

For D M And Company
Firm Registration Number: 022527N

Dheeraj Mehta
Partner
Membership No. 504305

Place: Gurugram
Date: May 12, 2025



For and on behalf of the Board of Directors

Sarbjit Singh
Director
DIN : 00509959

Place: Gurugram
Date: May 12, 2025



Rajiv Kumar Gupta
Director
DIN : 06998728

Place: Gurugram
Date: May 12, 2025

PB Pay Private Limited
Statement of Profit and Loss for the period ended March 31, 2025

		(₹ in Lakhs)
Particulars	Notes	Period ended April 09, 2024 to March 31, 2025
Income		
Other income	13	183.77
Total income		183.77
Expenses		
Finance costs	14	9.35
Depreciation and amortization expenses	15	8.47
Network and internet expenses	16	0.01
Other expenses	17	56.66
Total expenses		74.49
Profit before tax		109.28
Income tax expense:		
Current tax	18(a)	39.43
Deferred tax	18(a)	-
Tax expenses		39.43
Profit for the period		69.85
Other comprehensive income		
Items that will not be reclassified to profit or loss		
- Remeasurement of post employment benefit obligations [Gain/(Loss)]		-
Other comprehensive income for the period, net of tax		-
Total comprehensive income for the period		69.85

Earnings per equity share [Face Value per share of ₹ 10]

Basic (₹)	19	0.26
Diluted (₹)	19	0.26

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes.

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

For D M And Company
Firm Registration Number: 022527N

Dheeraj Mehta
Partner
Membership No. 504305

Place: Gurugram
Date: May 12, 2025



For and on behalf of the Board of Directors

Saurav Singh
Saurav Singh
Director
DIN : 00509959

Place: Gurugram
Date: May 12, 2025

Rajiv Kumar Gupta
Rajiv Kumar Gupta
Director
DIN : 06998728

Place: Gurugram
Date: May 12, 2025

PB Pay Private Limited
Statement of Cash Flows for the period ended March 31, 2025

Particulars	Period ended March 31, 2025 (₹ in Lakhs)
A. Cash flow from operating activities	
Profit before tax	109.28
Adjustments for:	
Depreciation and amortization expense	8.47
Interest income	(183.77)
Finance costs	9.35
Change in operating assets and liabilities	
Increase in trade payables	7.28
Increase in other current assets	(2.31)
Increase in other financial assets	(10.13)
Increase in other non-current assets	(0.37)
Increase in other current liabilities	1.69
Cash outflow from operations	(60.51)
Income taxes paid	(39.24)
Net cash outflow from operating activities (A)	(99.75)
B. Cash flows from investing activities	
Investment in bank deposits	(2,786.00)
Proceeds from maturity of bank deposits	175.00
Interest received	24.05
Net cash outflow from investing activities (B)	(2,586.95)
C. Cash flows from financing activities	
Proceeds from issue of equity shares	2,700.00
Principal payment of lease liabilities	(1.03)
Interest paid on lease liabilities	(3.07)
Net cash inflow from financing activities (C)	2,695.90
Net increase in cash and cash equivalents	9.20
Cash and cash equivalents at the beginning of the period	-
Cash and cash equivalents at end of the period	9.20
Non-cash financing and investing activity	
- Acquisition of right-of-use assets	283.46
Reconciliation of cash and cash equivalents as per cash flow statement	Period ended March 31, 2025 (₹ In Lakhs)
Cash and cash equivalents as per above comprise of the following	
Balances with banks - in current accounts	9.20
Balances per statement of cash flows	9.20

Notes:

1. The above Statement of Cash Flows has been prepared under the Indirect Method as set out in the Indian Accounting Standard [Ind AS - 7 on "Statement of Cash Flows"].
2. The above Standalone Statement of Cash Flows should be read in conjunction with the accompanying notes.
3. Figures in brackets indicate cash outflow.

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

For D M And Company
Firm Registration Number: 022527N

Dheeraj Mehta
Partner
Membership No. 504305

Place: Gurugram
Date: May 12, 2025



For and on behalf of the Board of Directors

Sarbjit Singh
Director
DIN : 00509959

Place: Gurugram
Date: May 12, 2025

Rajiv Kumar Gupta
Director
DIN : 06998728

Place: Gurugram
Date: May 12, 2025

PB Pay Private Limited
Statement of Changes in Equity for the period ended March 31, 2025

I) Equity share capital

	As at March 31, 2025	
	Number of Shares	Amount (₹ in Lakhs)
Balance at the beginning of the period	-	-
Add: changes in equity share capital	-	-
Shares outstanding at the end of the period	-	-

**II) Other equity
Reserves and surplus**

		(₹ in Lakhs)
Particulars	Notes	Retained earnings
Balance as at April 01, 2024		-
Profit for the period	9	69.85
Other comprehensive income	9	-
Total comprehensive income for the period		69.85
Balance as at March 31, 2025		69.85

The above Statement of changes in equity should be read in conjunction with the accompanying notes.

This is the Statement of changes in equity referred to in our report of even date.

For D M And Company
Firm Registration Number: 022527N

Dheeraj Mehta
Partner
Membership No. 504305

Place: Gurugram
Date: May 12, 2025



For and on behalf of the Board of Directors

Sarbjit Singh
Director
DIN : 00509959

Place: Gurugram
Date: May 12, 2025



Rajiv Kumar Gupta
Director
DIN : 06998728

Place: Gurugram
Date: May 12, 2025

PB Pay Private Limited

Notes to the financial statements for the period ended March 31, 2025

1. General Information

PB Pay Private Limited is a private limited company and incorporated under the provisions of the Companies Act, 2013. The company is incorporated on April 9, 2024 and is a wholly-owned subsidiary of PB Fintech Limited. The Company is incorporated to carry the business of payment aggregator, payment gateway services, payment facilitation activities by handling offline and a digital payment acceptance infrastructure.

The Company has applied for the license to the Reserve Bank of India to operate as an Online Payment Aggregator under the Payment and Settlement Systems Act, 2007.

2. Summary of Material Accounting Policies

2.1 Basis of Preparation of Financial Statements

a) Compliance with IND AS

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

b) Historical Cost Convention

The financial statements have been prepared on the historical cost basis, except for the following items:

- Certain financial assets measured at fair value;
- Defined benefit plans - plan assets measured at fair value

c) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

d) Property, plant and equipment

All items of property, plant and equipment are carried at cost less accumulated depreciation / amortization and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.



PB Pay Private Limited**Notes to the financial statements for the period ended March 31, 2025****Depreciation methods, estimated useful lives and residual value**

Depreciation is recognised so as to write off the cost of assets less their residual values over the useful lives, using the straight line method. The useful lives have been determined based on technical evaluation done by the management's expert which in some cases are different as those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

The residual values of the assets are assessed to be nil. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

The useful lives of assets have been considered as follows:

Description	Useful life
Computers	3 years
Furniture & Fixtures*	7 years
Office Equipment*	3 years
Lease Hold Improvements	Period of Lease or 3 years whichever is earlier

* For these class of assets, based on internal assessment the management believes that the useful lives as given above best represents the period over which the management expects to use these assets. Hence, useful lives of these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

e) Intangible assets

Intangible assets including internally generated are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

The Company has software licenses under intangible assets which are amortized over a period of 3 years.



PB Pay Private Limited

Notes to the financial statements for the period ended March 31, 2025

f) Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period

g) Revenue Recognition

The Company earns revenue significantly from gateway operations. Revenue is recognised as the related services are rendered/performed in accordance with the specific terms of the contracts with the customers and no significant uncertainty exists regarding the amount of consideration that will be derived from rendering the services.

Earnings in excess of billing are classified as unbilled revenue.

All the above streams of revenue are shown net of applicable tax.

h) Employee Benefits

i) Provident Fund

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

ii) Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each period/year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the period/year in which they arise.

iii) Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the period/year in which they arise.



PB Pay Private Limited

Notes to the financial statements for the period ended March 31, 2025

i) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.



PB Pay Private Limited**Notes to the financial statements for the period ended March 31, 2025**

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

j) Earnings per share (EPS)

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares, except where results are anti-dilutive.

k) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit 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.

l) Income Taxes

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that tax profits will be available against which those deductible temporary differences can be utilized.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.



PB Pay Private Limited**Notes to the financial statements for the period ended March 31, 2025**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

m) Provisions and contingencies

A provision is recognized when the Company has a present legal or constructive 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 measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities and contingent assets

Contingent liabilities are disclosed 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 assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. A contingent asset is disclosed, where an inflow of economic benefits is probable. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

n) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets**Classification:**

The Company classifies its financial assets in the following measurement categories

- those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and
- those measured at amortized cost.



PB Pay Private Limited

Notes to the financial statements for the period ended March 31, 2025

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Initial Recognition:

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.

Subsequent measurement:

After initial measurement, financial assets classified at amortised cost are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit and loss.

Financial assets at fair value through other comprehensive income are carried at fair value at each reporting date. Fair value changes are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the income statement. On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to statement of profit and loss.

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the statement of profit and loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instruments that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income/ (expenses). Interest income from these financial assets is included in other income using the effective interest rate method.



PB Pay Private Limited

Notes to the financial statements for the period ended March 31, 2025

- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is derecognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

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

Income recognition

Interest income

Interest income from fixed deposits is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.



PB Pay Private Limited
Notes to the financial statements for the period ended March 31, 2025

o) Financial liabilities and equity instruments

Initial recognition and measurement

Financial liabilities are recognised initially at fair value minus transaction costs that are directly attributable to the issue of financial liabilities. Financial liabilities are classified as subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective rate of interest.

Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit or Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of any entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

p) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency.

q) Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.



PB Pay Private Limited

Notes to the financial statements for the period ended March 31, 2025

3. Critical estimates and Judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

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.

Critical estimates and judgements

The areas involving critical estimates or judgements are:

- Right-of-use assets and lease liability – refer note 4
- Recognition of deferred tax assets – refer note 18

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



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 4 : Leases

This note provides information for the leases where the Company is a lessee. The Company has taken Office premises on lease. Rental Contracts are typically made for fixed period of 1 year to 9 years, but may have extension options as described in (iv) below.

(i) Amount recognised in balance sheet

The balance sheet shows the following amount relating to leases:

		(₹ in Lakhs)
(a) Right-of-use assets		
Particulars	Right-of-use assets - Office premises	Total
Period ended March 31, 2025		
Gross carrying amount		
Opening gross carrying amount	-	-
Additions	283.46	283.46
Disposals	-	-
Closing gross carrying amount	283.46	283.46
Accumulated depreciation		
Opening accumulated depreciation	-	-
Depreciation charge during the period	8.47	8.47
Disposals	-	-
Closing accumulated depreciation	8.47	8.47
Net carrying amount as at March 31, 2025	274.98	274.98

(b) Lease liabilities

Set out below are the carrying amounts of lease liabilities and movements during the period:

		(₹ in Lakhs)
Particulars	As at March 31, 2025	
Opening lease liabilities		-
New leases recognised		278.19
Termination/withdrawal of leases		-
Interest expense on lease liabilities		9.35
Payment of lease liabilities		(4.10)
Closing lease liabilities		283.44

The following is the break-up of current and non- current lease liabilities

		(₹ in Lakhs)
Particulars	As at Mar 31, 2025	
Current		13.64
Non-current		269.80
Total		283.44

(ii) Amounts recognised in statement of profit and loss

The statement of profit and loss shows the following amount relating to leases:

		(₹ in Lakhs)
Particulars	Period ended March 31, 2025	
(a) Depreciation charge on right-of-use assets [refer Note 15]		8.47
(b) Interest expenses - lease liabilities (included in finance cost) [Refer Note 14]		9.35
Total (a+b)		17.82



(iii) The total cash outflow for leases for the period ended March 31, 2025 was ₹ 4.10 Lakhs.

(iv) Extension and termination options:-

Extension and termination options are included in a lease agreements. These are used to maximize operational flexibility in terms of managing the assets used in the Company's operations. The extension and termination options held are exercisable by both the Company and the respective lessor.

(v) Critical judgments in determining the lease term:-

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

For leases, the following factors are normally the most relevant:

- a) If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate).
- b) If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate).
- c) Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

Most extension options in leases have been included in the lease liability, because the Company could not replace the assets without significant cost or business disruption.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 5 : Financial assets**Note 5(a) : Cash and cash equivalents**

	As at March 31, 2025 (₹ in Lakhs)
Balances with bank	
-in current accounts	9.20
Total	9.20

Note 5(b) : Other bank balances

	As at March 31, 2025 (₹ in Lakhs)
Balances in fixed deposit accounts with original maturity with more than 3 months but less than 12 months	31.12
Total	31.12

Note 5(c) : Other financial assets

	As at March 31, 2025 (₹ in Lakhs)
Non-Current	
	5.07
Balances in fixed deposit accounts with original maturity more than 12 months*	
Total	5.07
*Includes fixed deposits of ₹ 5.00 lakhs under lien	
Current	
Security deposits	4.96
Balances in fixed deposit accounts with original maturity with more than 12 months	2,734.44
Total	2,739.40

Note 6 : Other Non-current assets

	As at March 31, 2025 (₹ in Lakhs)
Prepaid expenses	0.37
Total	0.37

Note 7 : Other current assets

	As at March 31, 2025 (₹ in Lakhs)
Balances with government authorities	2.24
Prepaid expense	0.07
Total	2.31



Note 8: Equity

Equity share capital

Authorised equity share capital	Number of shares	Amount (₹ in Lakhs)
As at April 09, 2024	-	-
Add: Increase during the period	27,000,000	2,700.00
As at March 31, 2025	27,000,000	2,700.00

(i) Movements in equity share capital

Issued, subscribed and paid-up capital	Number of shares	Amount (₹ in Lakhs)
As at April 09, 2024	-	-
Add: Shares issued during the period	27,000,000	2,700.00
As at March 31, 2025	27,000,000	2,700.00

Rights, preferences and restrictions attached to shares

Equity Shares: The company has only one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Shares of the company held by holding / ultimate holding company

	As at March 31, 2025	
	Number of shares	Amount (₹ in Lakhs)
PB Fintech Limited (the Holding Company)	27,000,000	2,700.00
	27,000,000	2,700.00

(iii) Details of shareholders holding more than 5% shares in the company

	As at March 31, 2025	
	Number of shares	% holding
PB Fintech Limited (the Holding Company)	27,000,000	100.00%
	27,000,000	

(iv) Details of shareholding of promoters:

Disclosure of shareholding of promoters as at March 31, 2025 is as follows:

	As at March 31, 2025	
Name of the promoter	Number of shares	% holding
PB Fintech Limited (the Holding Company)	27,000,000	100.00%
Total	27,000,000	



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 9: Other Equity

Other equity

		(₹ in Lakhs)
		As at
Particulars		March 31, 2025
Retained earnings		69.85
Total		69.85

i) Retained earnings

		As at
		March 31, 2025
Particulars		
Opening balance		-
Profit for the period		69.85
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax		-
Closing Balance		69.85



PB Pay Private Limited
Notes forming part of the financial statements for the period ended March 31, 2025

Financial liabilities

Note 10 : Trade payables

Current

Trade payables : micro and small enterprises (refer note 20)

Trade payables : others

Total

As at
March 31, 2025
(₹ in Lakhs)

0.46

6.82

7.28

Ageing of trade payables as at March 31, 2025:

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for following periods from due date				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro and small enterprises	-	0.46	-	-	-	-	0.46
Others	6.30	0.52	-	-	-	-	6.82
Disputed trade payables							
Micro and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	6.30	0.98	-	-	-	-	7.28

Note 11 : Other current liabilities

As at
March 31, 2025
(₹ In Lakhs)

Statutory dues payable

Total

1.69

1.69

Note 12 : Income tax liabilities (net)

As at
March 31, 2025
(₹ in Lakhs)

Income tax provision

Total

0.19

0.19



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 13 : Other income**Period ended
March 31, 2025
(₹ in Lakhs)**

Interest income

- On bank deposits - measured at amortised cost

183.66

- On unwinding of discount - measured at amortised cost

0.11

Total**183.77****Note 14 : Finance costs****Period ended
March 31, 2025
(₹ in Lakhs)**

Interest expenses - lease liabilities measured at amortised cost [refer note 4]

9.35

Total**9.35****Note 15 : Depreciation and amortisation expense****Period ended
March 31, 2025
(₹ in Lakhs)**

Depreciation of right-of-use assets

8.47

Total**8.47****Note 16 : Network and internet expenses****Period ended
March 31, 2025
(₹ in Lakhs)**

Internet and server charges

0.01

Total**0.01****Note 17 : Other expenses****Period ended
March 31, 2025
(₹ in Lakhs)**

Legal and professional charges

12.94

Rates and taxes

41.65

Payment to auditors

As Auditor:

Audit fee

2.05

Miscellaneous expenses

0.01

Total**56.66**

PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 18(a): Income tax expense**(i) Income tax expense**

	Year ended March 31, 2025 (₹ in Lakhs)
Current tax	
Current tax on profits for the year	39.43
Total current tax expense	39.43
Deferred tax	
Decrease/(Increase) in deferred tax assets	-
Total deferred tax expense/(benefit)	-
Income tax expense	39.43

(ii) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Profit before tax	109.28
Tax at the Indian tax rate of 25.168% (March 31, 2024 - 25.168%) #	27.50
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	
Tax losses and temporary differences for which no deferred tax assets/(liabilities) is recognised	8.65
Others	3.28
Income tax expense	39.43

Pursuant to the Taxation Laws (Amendment) ordinance, 2019 (ordinance) dated September 20, 2019, the Company opted for the concessional



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 18(b) : Deferred Tax Assets**(a) Deferred tax assets (net)**

	As at March 31, 2025 (₹ in Lakhs)
Particulars	
Deferred tax liability	(70.51)
Deferred tax assets*	70.51
Net Deferred tax asset / (liability)	-

* Deferred tax assets have been recognised only to the extent of deferred tax liabilities

(b) Components of deferred tax assets

	As at March 31, 2025 (₹ in Lakhs)
Particulars	
Lease liabilities	71.34
Others	7.82
Total	79.15

(c) Components of deferred tax liabilities

	As at March 31, 2025 (₹ in Lakhs)
Particulars	
Unwinding of discount measured at amortised cost	1.30
Right-to-use assets	69.21
Total	70.51

(d) Unused tax losses and unrecognised temporary differences:

	As at March 31, 2025 (₹ in Lakhs)
Particulars	
Deductible temporary differences	34.35
Total	34.35
Potential tax benefit @ 25.168%	8.65

Note: The company in its initial years of operations have not recognised deferred tax benefit in the absence of reasonable certainty that taxable income will be generated by the company against which unused tax losses and unused tax credits can be utilised.



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 19: Earnings per share (EPS)

Particulars		Period ended March 31, 2025
Basic and diluted		
Profit attributable to equity shareholders (₹ in lakhs)	A	69.85
Weighted average number of shares of ₹ 10 each outstanding	B	27,000,000
Basic earnings per share (in ₹)	A/B	0.26
Diluted earnings per share (in ₹)	A/B	0.26
Face value per share (₹)		10

The Company does not have any outstanding potential dilutive equity shares.



PB Pay Private Limited**Notes forming part of the financial statements for the period ended March 31, 2025****Note 20 : Dues to micro and small enterprises**

According to the information available with the management, on the basis of intimation received from suppliers, regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to Micro and Small Enterprises under the said Act as follows:

	As at March 31, 2025 (₹ in Lakhs)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end [refer note 10]	0.46
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end [refer note 10]	0.00
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the period	0.54
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the period	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the period	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	0.00
Interest accrued and remaining unpaid at the end of each accounting year	0.00
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	0.00



PB Pay Private Limited**Notes forming part of the financial statements for the period ended March 31, 2025****Note 21 : Related Party Disclosures:**

Disclosures in accordance with the requirements of IND AS - 24 on Related Party Disclosures, as identified and certified by the management are set out as below:

(a) Names of Related Parties and nature of relationship:

(i) where control exists

Holding Company:

PB Fintech Limited

***Key Management Personnel:**

- Mr. Yashish Dahiya, Director
- Mr. Sarbvir Singh, Director
- Mr. Rajiv Kumar Gupta, Director

(b) Related Party Transactions

The following transactions occurred with related parties :

(₹ in Lakhs)

Particulars	Holding Company / Fellow Subsidiaries	Key Management Personnel (KMP)
	March 31, 2025	March 31, 2025
1. Subscription of 27,000,000 equity shares of ₹10 each (refer note 8) PB Fintech Limited	2,700.00	-
2. Amount reimbursed to holding company for other expenses PB Fintech Limited	44.82	-

(c) Related parties balances as at year end

Particulars	Holding Company / Fellow Subsidiaries	Key Management Personnel (KMP)
	March 31, 2025	March 31, 2025
Balance as at year end		
1. Other financial liabilities PB Fintech Limited	-	-

*The Directors do not take any remuneration from PB Pay Private Limited.



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 22 : Fair value measurements**a) Financial instruments by category**

	March 31, 2025 (₹ in lakhs)		Amortised cost
	FVTPL	FVOCI	
Financial assets			
Cash and cash equivalents	-	-	9.20
Other bank balances	-	-	31.12
Other financial assets	-	-	2,744.47
Total financial assets	-	-	2,784.79
Financial liabilities			
Trade payables	-	-	7.28
Lease liabilities	-	-	283.44
Total financial liabilities	-	-	290.72

b) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of cash and cash equivalents, other bank balances, other financial assets, trade payables and other financial liabilities are considered to be the same as their fair values due to their short term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.



Note 23 : Financial risk and Capital management

A) Financial risk management framework

The company's activities expose it to liquidity risk and credit risk.
This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, other financial assets measured at amortised cost and other assets	Aging analysis	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Other financial liabilities	Rolling cash flow forecasts	Availability of surplus cash and support from parent company

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Trade receivables related credit risk

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry. A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which Company operates and other macro-economic factors.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Company, market intelligence and goodwill. Outstanding customer receivables are regularly monitored.

The Company has established an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables and 12-month expected credit loss for other receivables. An impairment analysis is performed at each reporting date on an individual basis for major parties. The calculation is based on historical data of actual losses. The Company evaluates the concentration of risk with respect to trade receivables as low.

Trade receivables are written off when there is no reasonable expectation of recovery.

Provision for expected credit losses

The Company provides for expected credit loss based on the following:

Category	Description of category	Basis for recognition of expected credit loss provision		
		Security deposits	Other assets	Trade receivables
High quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil			
Quality assets, low credit risk	Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past	12-month expected credit loss	12-month expected credit loss	Lifetime expected credit losses

Year ended March 31,

(a) Expected credit loss for security deposits & loans to employees:

(₹ in Lakhs)							
Particulars	Category	Description of category	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	High quality assets, negligible credit risk	Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil	Security deposits	4.96	0.00%	-	4.96

Note 24: Segment information

An operating segment is the one whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. The Company's business activities fall within a single business segment as the Company is engaged in the business of providing support services in motor vehicle claims and related assistance. As the company has a single reportable segment, the segment wise disclosure requirements of Ind AS 108 on Operating segment is not applicable.



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 25 : Ratio Analysis and its elements

Ratios	Numerator		Denominator		Ratio		Change	Explanation for change in the ratio by more than 25% as compared to the previous year
	March 31, 2025 (₹ in lakhs)	March 31, 2024 (₹ in lakhs)	March 31, 2025 (₹ in lakhs)	March 31, 2024 (₹ in lakhs)	March 31, 2025	March 31, 2024		
Current Ratio (in times) = Current assets / Current liabilities	2,782.03	NA	22.80	NA	122.00	NA	NA	NA
Debt- Equity Ratio (in times) = Total Debt / Shareholder's equity	NA	NA	NA	NA	NA	NA	NA	NA
Debt Service Coverage ratio (in times) = Earnings available for debt service / Debt Service	NA	NA	NA	NA	NA	NA	NA	NA
Return on Equity ratio (in percentage) = Net Profit / Average Shareholder's Equity	69.85	NA	2,769.85	NA	2.52%	NA	NA	NA
Trade Receivable Turnover Ratio (in times) = Total sale of services / Average trade receivables	-	NA	-	NA	0.00%	NA	NA	NA
Trade Payable Turnover Ratio (in times) = Total Purchases / Average trade payables	56.66	NA	7.28	NA	7.78	NA	NA	NA
Net Capital Turnover Ratio (in times) = Total sale of services / Working capital	-	NA	2,759.22	NA	0.00	NA	NA	NA
Net Profit ratio (in percentage) = Net Profit / Revenue from operations	69.85	NA	-	NA	0.00%	NA	NA	NA
Return on Capital Employed ratio (in percentage) = Earning before interest and taxes / Capital Employed	118.63	NA	2,769.85	NA	4.28%	NA	NA	NA
Return on Investment (in percentage) = Income generated from invested funds / Average invested funds	183.66	NA	2,779.83	NA	6.61%	NA	NA	NA

Notes:

Net Profit = Profit for the period

Shareholder's equity = Total equity

Total Purchases = Network and internet expenses + Other expenses

Working Capital = Current assets - Current liabilities

Earning before interest and tax = Profit before tax + Finance Cost

Capital Employed = Total equity

Income generated from invested funds = Interest Income on fixed deposits

Invested funds = Amount invested in fixed deposits



PB Pay Private Limited

Notes forming part of the financial statements for the period ended March 31, 2025

Note 26 : 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 has no borrowings from any banks or financial institutions during the current financial year.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Company has no balances outstanding/ transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 as at and for the year ended March 31, 2025 (March 31, 2024 - Nil).

(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 on current or previous financial year.

(vii) Undisclosed income

There is no amount surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(ix) 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 current or previous year.

(x) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(xi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) 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
- (ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

Note 27 : Events occurring after the reporting period

a) Subsequent to the year ended March 31, 2025 the Company has obtained the In-Principle authorisation from Reserve Bank of India to operate as an Online Payment Aggregator under the Payment and Settlement Systems Act, 2007 vide its letter dated April 15, 2025.

b) These financial statements were approved and adopted by Board of Directors of the Company in their meeting held on May 12, 2025.

For D M And Company
Firm Registration Number: 022527N

Dheeraj Mehta
Partner
Membership Number: 504305

Place: Gurugram
Date: May 12, 2025



For and on behalf of the Board of Directors

Sarbjit Singh
Director
DIN : 00509959

Place: Gurugram
Date: May 12, 2025

Rajiv Kumar Gupta
Director
DIN : 06998728

Place: Gurugram
Date: May 12, 2025

