

Special Purpose Financial Statements and Independent Auditor's Report

Grove Holdings 2 S.a.r.l.

31 March 2023

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Grove Holdings 2 S.a.r.l

### Report on the Audit of the Special Purpose Financial Statements

#### Opinion

We have audited the accompanying special purpose financial statements of Grove Holdings 2 S.a.r.l (“the Company”), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the period then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as “the Special Purpose Financial Statements”). As explained in Note 2.1 to the Special Purpose Financial Statements, these Special Purpose Financial Statements include limited information and have been prepared by the Management of Wipro Limited (“the Parent”) solely for inclusion in the annual report of Wipro limited for the year ended 31 March 2023 under the requirements of section 129(3) of the Companies Act, 2013, in accordance with the accounting policies of the Parent and in compliance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose financial statements give a true and fair view in conformity with the basis of presentation referred to in Note 2.1 to the Special Purpose Financial Statements, of the state of affairs of the Company as at 31 March 2023, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Special Purpose Financial Statements section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) 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 Special Purpose Financial Statements.

#### Basis of Accounting and Restriction on Use

Without modifying our opinion, we draw attention to Note 2.1 to the Special Purpose Financial Statements. The Special Purpose Financial Statements are prepared for inclusion in the annual report of Ultimate Holding Company under the requirements of section 129(3) of the Companies Act, 2013. As a result, the special purpose financial statements may not be suitable for any other purpose. Our report is intended solely for the company and Wipro Limited and should not be distributed to or used by parties other than the company and Wipro Limited.

## Management Responsibility for the Special Purpose Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these special purpose financial statements that give a true and fair view of the financial position, financial performance and total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 special purpose financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## Auditors' Responsibilities for the Audit of the Special Purpose Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 special purpose 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 special purpose financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances on whether the company has adequate internal financial controls with reference to the special purpose financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

# **D Prasanna & Co.**

*Chartered Accountants*

No.192, S.C. Road, Basavanagudi,  
Bangalore, 560 004  
Contact No.: 98451-67131  
Email id: caprasanna.64@gmail.com

- 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 auditors' report to the related disclosures in the special purpose 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure, and content of the special purpose financial statements, including the disclosures, and whether the special purpose financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Bengaluru  
23 May 2023

**For D. Prasanna & Co.**  
Chartered Accountants  
Firm's Registration No.009619S

**Sd/-**

D Prasanna Kumar  
Proprietor  
Membership No. 211367

**Grove Holdings 2 S.a.r.l.**  
**Balance Sheet**

(Amount in '000 USD, except share and per share data, unless otherwise specified)

	Note	As at	
		31 March 2023	31 March 2022*
<b>ASSETS</b>			
Investments	5	29,422	29,384
		<u>29,422</u>	<u>29,384</u>
<b>Current assets</b>			
Financial assets			
Cash and cash equivalents	7	124	300
Other financial assets	6	-	2
Other current assets	8	-	26
		<u>124</u>	<u>328</u>
<b>TOTAL ASSETS</b>		<u><u>29,546</u></u>	<u><u>29,712</u></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	9	72,584	70,595
Other equity	10	(43,192)	(43,436)
		<u>29,392</u>	<u>27,159</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Financial liabilities			
Trade payables	12		
i)total outstanding dues of micro enterprises and small enterprises		-	-
ii)total outstanding dues of creditors other than micro enterprise and small		151	92
Other financial liabilities	11	2	2,461
		<u>153</u>	<u>2,553</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>29,546</u></u>	<u><u>29,712</u></u>

\*refer note 2

Summary of significant accounting policies

2

The accompanying notes form an integral part of these financial statements

As per our report of even date  
for D. Prasanna & Co.  
Chartered Accountants  
Firm Registration No.: 009619S

For and on behalf of the Board of  
Directors of Grove Holdings 2  
S.a.r.l.

Sd/-

Sd/-

D Prasanna Kumar  
Proprietor  
Membership No: 211367  
Place: Bangalore  
Date: 23 May 2023

Director  
Barath Narayanan S S  
Place: Zurich  
Date: 23 May 2023

**Grove Holdings 2 S.a.r.l.**  
**Statement of Profit and Loss**

(Amount in '000 USD, except share and per share data, unless otherwise specified)

		For the year ended	
	Notes	31 March 2023	31 March 2022*
<b>REVENUE</b>			
Other income	13	271	187
<b>Total income</b>		<b>271</b>	<b>187</b>
<b>EXPENSES</b>			
Finance costs	14	-	2,027
Other expenses	15	408	64
<b>Total expenses</b>		<b>408</b>	<b>2,091</b>
<b>(Loss) before tax</b>		(137)	(1,905)
Current tax		-	-
Deferred tax		-	-
<b>Tax expense</b>		-	-
<b>(Loss) for the period</b>		<b>(137)</b>	<b>(1,905)</b>
Other comprehensive income		-	-
<b>Total comprehensive (loss) for the period</b>		<b>(137)</b>	<b>(1,905)</b>

\*refer note 2

The accompanying notes form an integral part of these financial statements

As per our report of even date  
for D. Prasanna & Co.  
Chartered Accountants  
Firm Registration No.: 009619S

Sd/-

D Prasanna Kumar  
Proprietor  
Membership No: 211367  
Place: Bangalore  
Date: 23 May 2023

For and on behalf of the Board of  
Directors of Grove Holdings 2  
S.a.r.l.

Sd/-

Director  
Barath Narayanan S S  
Place: Zurich  
Date: 23 May 2023

**Grove Holdings 2 S.a.r.l.**  
**Statement of Changes in Equity**

(Amount in '000 USD, except share and per share data, unless otherwise specified)

	As at			
	31 March 2023		31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>(A) Equity share capital</b>				
Equity shares issued, subscribed and fully paid				
Opening	400,020	70,595	400,020	70,595
Changes in equity share capital due to prior period errors				
Changes in equity share capital during the year	-	1,989	-	-
Closing	<b>400,020</b>	<b>72,584</b>	<b>400,020</b>	<b>70,595</b>

**(B) Other equity**

	Common control transactions capital reserve*	Retained earnings	Total
Balance as at 1 April 2022	10,844	(54,280)	(43,436)
(Loss) for the period	-	(137)	(137)
Addition during the period*	381	-	381
<b>Balance as at 31 March 2023</b>	<b>11,225</b>	<b>(54,417)</b>	<b>(43,192)</b>

	Common control transactions capital reserve*	Retained earnings	Total
Balance as at 29 April 2021	-	(52,376)	(52,376)
(Loss) for the period	-	(1,905)	(1,905)
Addition during the period*	10,844	-	10,844
<b>Balance as at 31 March 2022</b>	<b>10,844</b>	<b>(54,280)</b>	<b>(43,436)</b>

\*Refer note 2 and 2.7.(c)

The accompanying notes form an integral part of these financial statements

As per our report of even date  
for D. Prasanna & Co.  
Chartered Accountants  
Firm Registration No.: 009619S

For and on behalf of the Board of  
Directors of Grove Holdings 2 S.a.r.l.

Sd/-

Sd/-

**D Prasanna Kumar**  
Proprietor  
Membership No: 211367

**Director**  
**Barath Narayanan S S**

Place: Bangalore  
Date: 23 May 2023

Place: Zurich  
Date: 23 May 2023

**Grove Holdings 2 S.a.r.l.**  
**Statement of Cash Flows**

(Amount in '000 USD, except share and per share data, unless otherwise specified)

For the year ended  
31 March 2023    31 March 2022\*

<b>A. Cash flow from operating activities</b>		
(Loss) for the period	(137)	(1,905)
Adjustments		
Unrealised foreign exchange gain, net	(255)	(177)
Interest income	(16)	-
Interest expense	-	2,027
<b>Operating (loss) before working capital changes</b>	<b>(408)</b>	<b>(54)</b>
<b>Adjustments for working capital changes:</b>		
Loans and advances and other assets	283	(16)
Trade and other payables	(2,399)	(73,641)
<b>Net cash used in operations before taxes</b>	<b>(2,524)</b>	<b>(73,710)</b>
Direct taxes paid	-	-
<b>Net cash used in operating activities</b>	<b>(2,524)</b>	<b>(73,710)</b>
<b>B. Cash flows from investing activities:</b>		
Investment in subsidiary	(37)	-
Interest received	16	-
<b>Net cash (used in) investing activities</b>	<b>(21)</b>	<b>-</b>
<b>C. Cash flows from financing activities:</b>		
Proceeds from issuance of equity share capital	2,370	76,000
Interest paid	-	(2,027)
<b>Net cash generated from financing activities</b>	<b>2,370</b>	<b>73,973</b>
<b>Net increase/ (decrease) in cash and cash equivalents during the period</b>	<b>(176)</b>	<b>264</b>
Cash and cash equivalents at the beginning of the period	300	35
<b>Cash and cash equivalents at the end of the period (Refer Note 7)</b>	<b>124</b>	<b>300</b>

\*refer note 2

The accompanying notes form an integral part of these financial statements

As per our report of even date  
for D. Prasanna & Co.  
Chartered Accountants  
Firm Registration No.: 009619S

Sd/-

**D Prasanna Kumar**  
Proprietor  
Membership No: 211367  
Place: Bangalore  
Date: 23 May 2023

For and on behalf of the Board of  
Directors of Grove Holdings 2  
S.a.r.l.

Sd/-

**Director**  
**Barath Narayanan S S**  
Place: Zurich  
Date: 23 May 2023



**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

**1 General Information**

Grove Holdings 2 S.a.r.l. is a subsidiary of Wipro IT Services UK Societas., incorporated and domiciled in Luxembourg. The Company is provider of IT Services, Consulting, Business Process Services (BPS) services, globally and IT Products. The functional currency of the Company is USD. The Company's ultimate holding company, Wipro Limited ("Wipro") is incorporated and domiciled in India.

**2 Significant accounting policies**

**2.1 Basis of preparation of financial statements**

**(i) Statement of compliance and basis of preparation**

The special purpose financial statement of Grove Holdings 2 S.a.r.l. comprises the balance sheets as at 31 March 2023; the statement of profit and loss, the statement of cash flow, the statement of changes in equity and a summary of significant accounting policies and other explanatory information for the year ended 31 March 2023, and other additional financial disclosures.

The special purpose financial statement is prepared for inclusion in the annual report of the Ultimate Holding Company (Wipro limited) under the requirements of section 129(3) of the Companies Act, 2013. Since, the Company was acquired on 29 April 2021, the restated comparative financial information is provided only for the period 29 April 2021 to 31 March 2022 for which the Company was subsidiary of Wipro Limited. Comparatives are restated for merger of Grove Holdings 2 S.a.r.l., Cardinal Foreign Holdings S.a.r.l. & Cardinal Foreign Holdings 2 S.a.r.l. effective 1 Oct 2022. Accounting of merger was done basis pooling of interest method. Previous year figures have been regrouped/rearranged, wherever necessary.

**(ii) Basis of measurement**

These financial statements have been prepared on a historical cost convention and on an accrual basis.

**(iii) Use of estimates and judgement**

The preparation of the financial statements in conformity with IND AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

**2.2 Financial instruments**

**Non-derivative financial instruments:**

**Non derivative financial instruments consist of:**

- financial assets ,which includes cash and cash equivalents, trade receivables and eligible current and non current asset;
- financial liabilities, which includes trade payables, eligible current and non current liabilities.

These financial instruments are recognised initially at fair value. Financial assets are derecognised when substantial risks and rewards of ownership of the financial asset has been transferred. In cases where substantial risks and rewards of ownership of the financial asset are neither transferred or retained ,financial asset are de-recognised only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

**A. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand, cash in banks and short-term deposits net of bank overdraft.

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

**B. Other financial assets**

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less any impairment losses. These comprise trade receivables and other assets

**C. Trade and other payables**

Trade and other payables are initially recognized at fair value, and subsequently carried at amortised cost using the effective interest method. For these financial Instruments, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

**D Other income**

Interest is recognized using the time proportion method, based on the rates implicit in the transaction.

**2.3 Business combinations**

**Common Control business combinations**

The Company accounts for business combinations involving entities or businesses under common control using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts. The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor shall be transferred to capital reserve and should be presented separately as Common Control Transactions Capital reserve.

**2.4 Foreign currency transactions and translations**

**Functional currency**

The functional currency of the Company is United States Dollar. These financial statements are presented in United States Dollar.

**Transaction**

The Company is exposed to currency fluctuations on foreign currency transactions. Foreign currency transactions are accounted in the books of account at the exchange rates prevailing on the date of transaction. Monetary foreign currency assets and liabilities at period-end are translated at the exchange rate prevailing at the date of balance sheet. The exchange difference between the rate at which foreign currency transactions are accounted and the rate at which they are re-measured/ realized is recognized in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

## 2.5 Taxes

### Income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the period end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

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

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

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 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 and deferred tax is recognised in 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.

## 2.6 Cash flow statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

## 2.7 Equity and share capital

### (a) Share capital

The authorized share capital of the Company as on 31 March 2023 is USD 72,584,108 divided into 400,020 equity shares

The voting right of an equity share holder on a poll (not on show of hands) are in proportion to his/its share of the paid-up equity. Voting right cannot be exercised in respect of shares on which any call or other sums presentably payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture.

### (b) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes.

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

**(c) Common Control Transactions Capital Reserve**

The Common Control Transactions Capital Reserve is on account of merger of certain wholly owned subsidiaries during the year ended 31 March 2023. As on 31 March 2023, this reserve amounts to USD 11,225 (31 March 2022: USD 10,844).

**2.8 Earnings per share**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

**3 Significant accounting judgments, estimates and assumptions**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

**3.1 Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the period end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**(a) Taxes**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Company has determined that it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation.

**4 New Accounting standards adopted by the Company**

The accounting policies adopted in the preparation of the standalone financial statements are consistent with those followed in the preparation of the Company's annual standalone financial statements for the period ended 31 March 2023

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

**5 Investments**

	As at	
	31 March 2023	31 March 2022
Investment in equity instrument designated as at fair value through OCI (fully paid) Unquoted equity shares - Refer Note 2	29,422	29,384
Current	-	-
Non- Current	29,422	29,384
	<b>29,422</b>	<b>29,384</b>

**Aggregate book value of:**

Quoted investments	-	-
Unquoted investments	29,422	29,384

Note 1:

Name	Percentage of Holding as on 31 March 2023	Percentage of Holding as on 31 March 2022
The Capital Markets Company BVBA	100%	100%
Capco Brasil Serviços e Consultoria em Informática Ltda	99.95%	99.95%
Capco Solution Services GmbH	100%	-
The Capital Markets Company Srl	100%	-

Note 2: Details of investment in unquoted equity instruments of subsidiaries (fully paid up)

Name of the subsidiary	Currency	Face Value	No of Units as on 31-3-2023	Balances as at 31 March 2023		
				Gross Value	Impairment	Net Value
The Capital Markets Company BVBA	USD	EUR 0.0046	434,459,730	28,936	-	28,936
Capco Brasil Serviços e Consultoria em Informática Ltda	USD	BRL 1	11,792	448	-	448
Capco Solution Services GmbH	USD	*	*	27	-	27
The Capital Markets Company Srl	USD	*	*	11	-	11
<b>Total</b>				<b>29,422</b>	<b>-</b>	<b>29,422</b>

Name of the subsidiary	Currency	Face Value	No of Units as on 31-3-2022	Balances as at 31 March 2022		
				Gross Value	Impairment	Net Value
The Capital Markets Company BVBA	USD	EUR 0.0046	434,459,730	28,936	-	28,936
Capco Brasil Serviços e Consultoria em Informática Ltda	USD	BRL 1	11,792	448	-	448
<b>Total</b>				<b>29,384</b>	<b>-</b>	<b>29,384</b>

\* As per local laws, there is no concept of issuance of share certificate. Hence the investment by the company is considered as equity contribution.

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

	As at	
	31 March 2023	31 March 2022
<b>6 Other financial assets</b>		
<b>Current</b>		
Balance with Group Companies	-	<u>2</u>
	-	<u>2</u>
<b>7 Cash and cash equivalents</b>		
Balances with banks		
- in current account	124	300
	<u>124</u>	<u>300</u>
<b>8 Other current assets</b>		
<b>Current</b>		
Prepaid expenses	-	15
Other receivable	-	11
	-	<u>26</u>
<b>9 Share capital</b>		
<b>Authorised</b>		
400,020 equity shares	72,584	70,595
	<u>72,584</u>	<u>70,595</u>
<b>Issued, subscribed and paid-up</b>		
400,020 equity shares	72,584	70,595
	<u>72,584</u>	<u>70,595</u>

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

	Number of shares	Number of shares
Outstanding at the beginning of the period	400,020	400,020
Add: Issued during the period	-	-
Outstanding at the end of the period	<u>400,020</u>	<u>400,020</u>

**(b) Rights, preferences and restrictions attached to shares**

Equity Shares: The Company has 272,200 Class A Shares, 40,000 Class B Shares, 67,800 Class C Shares, 16,000 Class D Shares, 4,000 Class E Shares and 20 Class F Shares. Each shareholder is entitled to one vote per share held. Dividend if any declared is payable in United States Dollar. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

On merger of Grove Holdings 2 S.a.r.l., Cardinal Foreign Holdings S.a.r.l. & Cardinal Foreign Holdings 2 S.a.r.l. effective 1 Oct 2022, the existing shares of Grove Holdings 2 S.a.r.l. were cancelled and new shares of same class & value were issued to Wipro IT Services UK Societas

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

c) Shares held by holding Company/ultimate holding Company and/ or their subsidiaries/ associates

	31 March 2023		31 March 2022	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Wipro IT Services UK Societas	400,020	100	400,020	100
	<b>400,020</b>	<b>100</b>	<b>400,020</b>	<b>100</b>

d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	31 March 2023		31 March 2022	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Wipro IT Services UK Societas	400,020	100	400,020	100
	<b>400,020</b>	<b>100</b>	<b>400,020</b>	<b>100</b>

e) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of two years immediately preceding the current period end.

f) No class of shares have been bought back by the Company during the period of two years immediately preceding the current period end.

10 Other equity

	31 March 2023	31 March 2022
<b>Surplus/(deficit) in the statement of profit and loss</b>		
Opening balance	(43,436)	(52,376)
Add: Net Profit/(Loss) for the current period	(137)	(1,905)
Add: Common Control Merger Reserve	381	10,844
<b>Closing balance</b>	<b>(43,192)</b>	<b>(43,436)</b>

11 Other financial liabilities

Current

Payable to group companies	2	2,461
	<b>2</b>	<b>2,461</b>

12 Trade payables

i) Total outstanding dues to micro, small and medium enterprises	-	-
ii) Total outstanding dues to creditors other	151	92
	<b>151</b>	<b>92</b>

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

	<b>For the year ended</b>	
	<b>31 March 2023</b>	<b>31 March 2022</b>
<b>13 Other income</b>		
Interest income*	16	-
Foreign exchange gain, net	255	177
Miscellaneous Income	-	10
* The amount includes related party transaction. Refer Note 18	<b>271</b>	<b>187</b>
<b>14 Finance cost</b>		
Interest on loans and advances*	-	2,027
* The amount includes related party transaction. Refer Note 18	<b>-</b>	<b>2,027</b>
<b>15 Other expenses</b>		
Bank Charges	5	4
Legal and professional charges	342	46
Miscellaneous expenses	62	14
	<b>408</b>	<b>64</b>

**16 Earning per share (EPS)**

Basic earnings / (loss) per share amounts are calculated by dividing the profit/loss for the period attributable to equity holders by the weighted average number of equity shares outstanding during the period.

Diluted earnings / (loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares

The following reflects the income and share data used in the basic and diluted EPS computations:

	<b>31 March 2023</b>	<b>31 March 2022</b>
Loss attributable to equity holders	(137)	(1,905)
Less: Preference dividend after-tax	-	-
Loss attributable to equity holders after preference dividend	(137)	(1,905)
Add: Interest on convertible preference shares	-	-
Loss attributable to equity holders adjusted for the effect of dilution	(137)	(1,905)
Weighted average number of equity shares - for basic and diluted EPS	400,020	400,020
Earnings per share - Basic and diluted	(0.34)	(4.76)

**17 Current tax**

	<b>31 March 2023</b>	<b>31 March 2022</b>
<b>Income tax expense</b>		
Current tax	-	-
Deferred tax	-	-
<b>Total income taxes</b>	<b>-</b>	<b>-</b>
Profit / (Loss) before taxation	(137)	(1,905)
Enacted income tax rate	25%	25%
Computed expected tax expenses	-	-

Note : Deferred tax asset in respect of unutilized losses has not been recognized by the Company, because it is probable that future taxable profits will not be available against which the unused tax losses can be utilized in the foreseeable future



**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

**18 Related party disclosures**

a) **Parties where control exists:**

<u>Name</u>	<u>Relationship</u>	<u>Country of Incorporation</u>
Wipro Limited	Ultimate Holding company	India
Wipro IT Services UK Societas	Holding Company	UK
The Capital Markets Company BVBA	Subsidiary	Belgium
Capco Belgium BV	Subsidiary	Belgium
<u>Others</u>		
Cardinal US Holdings Inc	Fellow subsidiary	US

b) **The Company has the following related party transactions:**

<u>Particulars</u>	<u>For the year ended</u>	
	<u>31 March 2023</u>	<u>31 March 2022</u>
<u>Interest income</u>		
The Capital Markets Company BVBA	16	-
<u>Interest expenses</u>		
The Capital Markets Company BVBA	-	318
Cardinal US Holdings Inc	-	1,709

c) **Balances with related parties as at period end are summarised below:**

<u>Particulars</u>	<u>As at</u>	
	<u>31 March 2023</u>	<u>31 March 2022</u>
<u>Balances other than loans :</u>		
<u>Other financial liabilities</u>		
The Capital Markets Company BVBA	2	2,461
<u>Trade receivables</u>		
Capco Belgium BV	-	2

**19 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating result of the whole Company as one segment i.e. IT Services. Thus, as defined in Ind AS 108 "Operating Segments", the Company's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the balance sheet and the statement of profit and loss.

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

**20 Fair values of financial assets and financial liabilities**

There are no financials assets and liabilities that have been offset in the financials

The fair value of cash and cash equivalents, trade payables, other current financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments.

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. The Company's investments are primarily in short-term investments, which do not expose it to significant interest rate risk.

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company does not foresee such a risk as its current assets (excluding intercompany balance) are greater than its current liability (excluding intercompany balance)

**Fair value hierarchy**

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

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

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Particular	As at 31 March 2023			
	Fair value measurements at reporting date			
	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>				
Investments	29,422	-	-	29,422
Cash and cash equivalents	124	-	-	124
<b>Total</b>	<b>29,546</b>	<b>-</b>	<b>-</b>	<b>29,546</b>
<b>Financial liabilities</b>				
Trade payables	151	-	-	151
Payable to related parties	2	-	-	2
<b>Total</b>	<b>154</b>	<b>-</b>	<b>-</b>	<b>154</b>

Particular	As at 31 March 2022			
	Fair value measurements at reporting date			
	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>				
Investments	29,384	-	-	29,384
Other financial assets	2			2
Cash and cash equivalents	300	-	-	300
<b>Total</b>	<b>29,686</b>	<b>-</b>	<b>-</b>	<b>29,686</b>
<b>Financial liabilities</b>				
Trade payables	92	-	-	92
Payable to related parties	2,461	-	-	2,461
<b>Total</b>	<b>2,552</b>	<b>-</b>	<b>-</b>	<b>2,552</b>

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
**(Amount in '000 USD, except share and per share data, unless otherwise specified)**

**21 Financial risk management objectives and policies**

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

**(A) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

**(i) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. There are no long-term debt obligations as at 31 March 2023.

**(ii) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

**(B) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Company also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. The Company does not foresee any credit risks on deposits with regulatory authorities.

**(C) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. (For example: The key liquidity risk the Company can face is the risk of subscription fee refund. As per the Company policy, no refunds are allowed once a subscription has been taken and it is only in exceptional cases that fee is refunded with proper approvals from senior Management. The Management believes that the probability of a liquidity risk arising due to fee refund is not there.)

**Grove Holdings 2 S.a.r.l.**  
**Notes forming part of Financial Statements**  
(Amount in '000 USD, except share and per share data, unless otherwise specified)

The table below summarizes the maturity profile of the Company's financial liabilities:

	<u>31 March 2023</u>	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years
Borrowings			-		
Trade payables		-	151	-	-
Other financial liability		-	2	-	-
		-	154	-	-

	<u>31 March 2022</u>	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years
Trade payables		-	92	-	-
Other financial liability		-	2,461	-	-
		-	2,552	-	-

22 There are no contingent liabilities as at 31 March 2023.

As per our report of even date  
for D. Prasanna & Co.  
Chartered Accountants  
Firm Registration No.: 009619S

Sd/-

D Prasanna Kumar  
Proprietor  
Membership No: 211367  
Place: Bangalore  
Date: 23 May 2023

For and on behalf of the Board of  
Directors of Grove Holdings 2 S.a.r.l.

Sd/-

Director  
Barath Narayanan S S  
Place: Zurich  
Date: 23 May 2023