



Orchasp Limited

CIN : L72200TG1994PLC017485

Date: September 07, 2026

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

BSE Scrip Code: **532271**

To
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051.
NSE Scrip Code: **ORCHASP**

Dear Sir/ Madam,

Subject: 32nd Annual Report of Orchasp Limited for the Financial Year 2025-26

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 32nd Annual Report of Orchasp Limited for the financial year 2025-26.

The 32nd Annual General Meeting of the Company is scheduled to be held on Wednesday, September 30, 2026 from 10.30 A.M.

The Annual Report is available on the website of the Company at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Orchasp-Annual-Report-2025-26.pdf>

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Orchasp Limited

CHANDRA
SEKHAR
PATTAPURATHI
Digitally signed by
CHANDRA SEKHAR
PATTAPURATHI
Date: 2026.09.07
21:56:03 +05'30'

P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212



Encl: a/a.



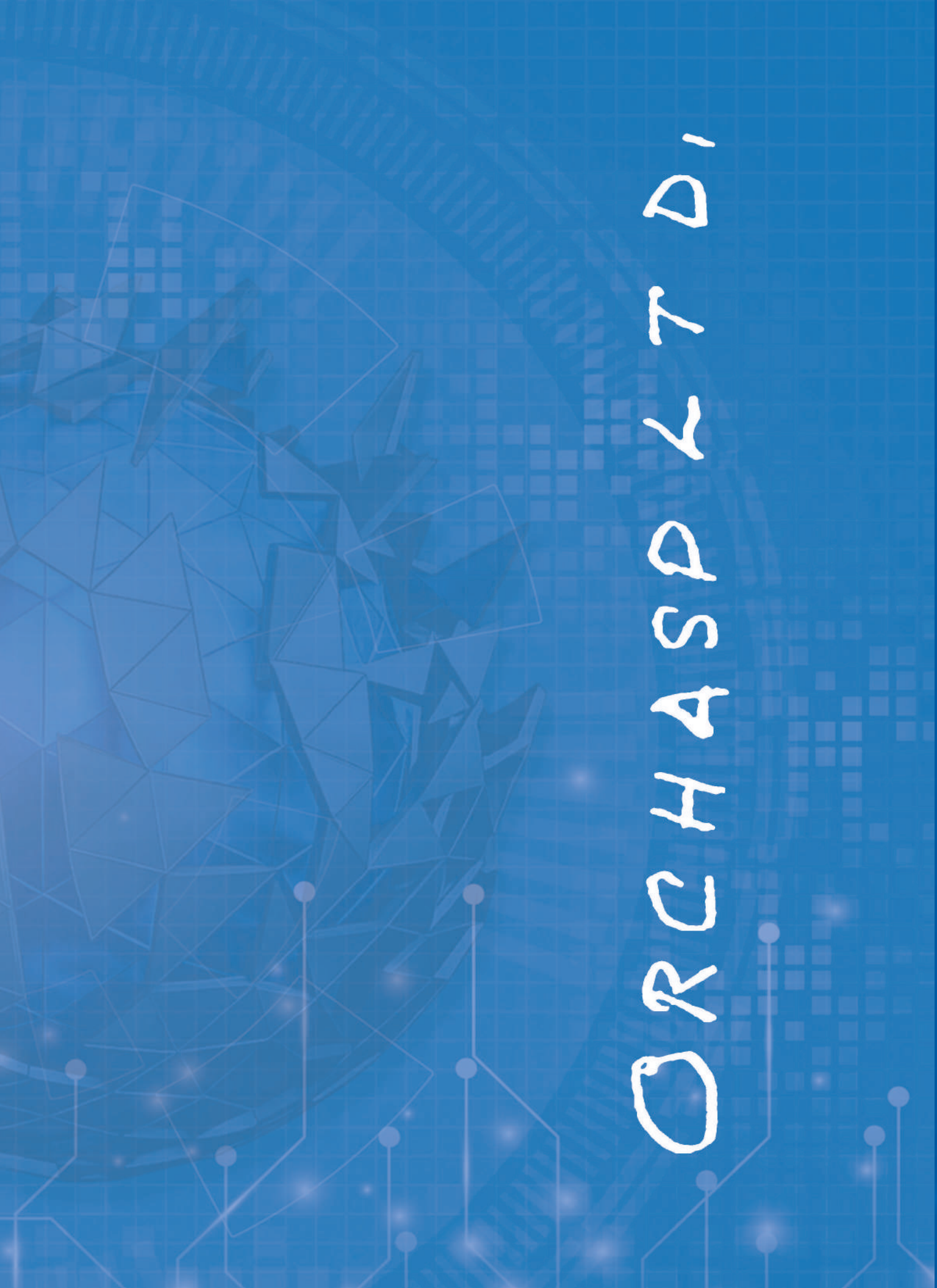
ORCHASP LTD,

A Year of Innovation & Technological Excellence

32nd

Annual Report

2025-26

The background is a solid blue color with a subtle grid pattern. Overlaid on this are several geometric and technical elements: a large, complex, low-poly shape on the left side, resembling a stylized leaf or a cluster of crystals; a series of white lines and dots at the bottom, mimicking a circuit board or a data network; and a faint, curved, textured shape at the top, possibly representing a lens or a part of a machine.

ORCHASP LTD,

CONTENTS

Corporate Overview	1-29
Board of Directors	04
Platforms Showcase	07
IT Offerings & Graphs	22
Chairman's Message	28

Notice	31-53
---------------	--------------

Board's Report	55-129
-----------------------	---------------

Board's Report	56
Management Discussion and Analysis	75
Corporate Governance Report	108
CG Compliance and Non-Disqualification Compliance MD, CFO	128-129

Standalone Independent Auditor's Report	130
--	------------

Standalone Financial Statements, Accounting Policies and Notes	142
---	-----

Consolidated Independent Auditor's Report	176
--	------------

Consolidated Financial Statements, Accounting Policies and Notes	186
---	-----

Board Of Orchasp Limited	226
---------------------------------	------------

Board of Directors



Mr. P. CHANDRA SEKHAR

Managing Director & CFO

DIN: 01647212

Committee Membership:



Mr. K. KRISHNA SHANKAR

Additional Director

DIN: 10946978

Committee Membership:



Ms. SIRISHA PATTAPURATHI

Non-Executive & Non-Independent

Woman Director

DIN: 02185189

Committee Membership:





Mr. Ravi Prasad
Independent Director
DIN: 06603818

Committee Membership:



Mr. K. Sunkara Srinivas
Independent Director
DIN: 02185189

Committee Membership:



Ms. B.V.B RAVI KISHORE
Independent Director
DIN: 03217596

Committee Membership:





Mr. V. S. ROOP KUMAR

Independent Director

DIN: 05317482

Upto 06 March, 2026

Committee Membership:



Ms. G. PONNARI

Independent Director

DIN: 09075036

Upto 12 February, 2026

Committee Membership:



Mr. B. SRINIVASA REDDY

Independent Director

DIN: 01384074

Upto 06 March, 2026

Committee Membership:



Audit Committee



Nomination & Remuneration Committee



Stakeholders Relationship Committee



Corporate Social Responsibility Committee

C - Chairman

M - Member

Platforms



indusayush

smarter health Records, better care

www.indusayush.in



induscargo

Where Innovation Meets Mobility.

www.induscargo.in



induskare

Intelligent Resource for Better
health Care

www.induskare.in





indusretail

Unifying Retail. Amplifying Growth

www.indusretail.in



indusnetworkx

Work smarter. Automate faster

www.indusnetworkx.in



induscrafts

Curating India's Finest Handcrafted

www.induscrafts.in

Smarter Health Records, Better Care



indusayush

smarter health Records, better care



With smarter digital health records, healthcare providers can access accurate patient information instantly, indusayush, simplifies every step of the patient journey while ensuring minimum errors, and make faster clinical decisions. Because when information flows seamlessly, better care follows



Health Records

Check Up List

	Healthy 1 Basic Check Up	Healthy 2 Male Age > 35 y	Healthy 3 Female Age > 35 y
Physical Examination	✓	✓	✓
Chest X-Ray	✓	✓	✓
EKG	✓	✓	✓
Urine Exam	✓	✓	✓
CBC	✓	✓	✓
Lipid Profile :	✓	✓	✓
Uric Acid	✓	✓	✓
Creatinine, BUN	✓	✓	✓
Pelvic Exam & Pap Smear	✓	✓	✓
Breast Exam by Obstetrician	✓	✓	✓
Health Check Up	✓	✓	✓

Secure

Store all your reports and prescriptions in a cloud database!

Family Health Records

Maintain health records of your family members online

Cloud Service

Access your reports and records anytime, anywhere!

Share

Share reports with your doctors by email or through the app – all it takes is a few seconds!

24x7x365

SupportEasily access your electronic health records any time & any where!

Experience the **New Era** of **Logistics**



Where Innovation Meets Mobility.

Experience the New Era of Logistics – where innovation meets reliability. Faster deliveries, smarter operations, real-time tracking, and seamless transportation solutions that keep your business moving forward.

Out Platform facilitates the SFO's and MFO's interaction with SME, MSME and domestic customers to achieve their goals.





Business

Connecting small and medium fleet operators to customers

Transport Vendor Scorecard

A structured evaluation tool used to assess the key performance indicators (KPIs) of transportation vendors.

GPS

The logistics site offers real time mapping and on time status reporting of cargo.

Online Booking

Integrated with the complete transportation management induscargo optimises time in the entire transportation process.

Intelligent Resource for Better **health Care**



induskare

Intelligent Resource for Better health Care

Leverage AI-powered insights to streamline resource planning, maximize utilization, and ensure the right care reaches the right patient at the right time.



Daycare Procedures

short-duration treatments or surgeries that do not require an overnight hospital stay. Patients are admitted, treated, and discharged on the same day

Nursing care services

Professional nursing support at home or in daycare settings – for chronic conditions like palliative care and hospice. At-Home Nursing Skilled nurses for wound care, medication, and monitoring Post-Surgery Care Recovery support and rehabilitation guidance Elderly Care Compassionate daily assistance and health monitoring

Post-operative services

Post-operative services include medical care, monitoring, and support provided to patients after surgery to ensure a safe and speedy recovery while preventing complications

Home care Services

Home care services involve professional medical or non-medical support provided to individuals in the comfort of their own homes.

Work **smarter.**
Automate **faster.**

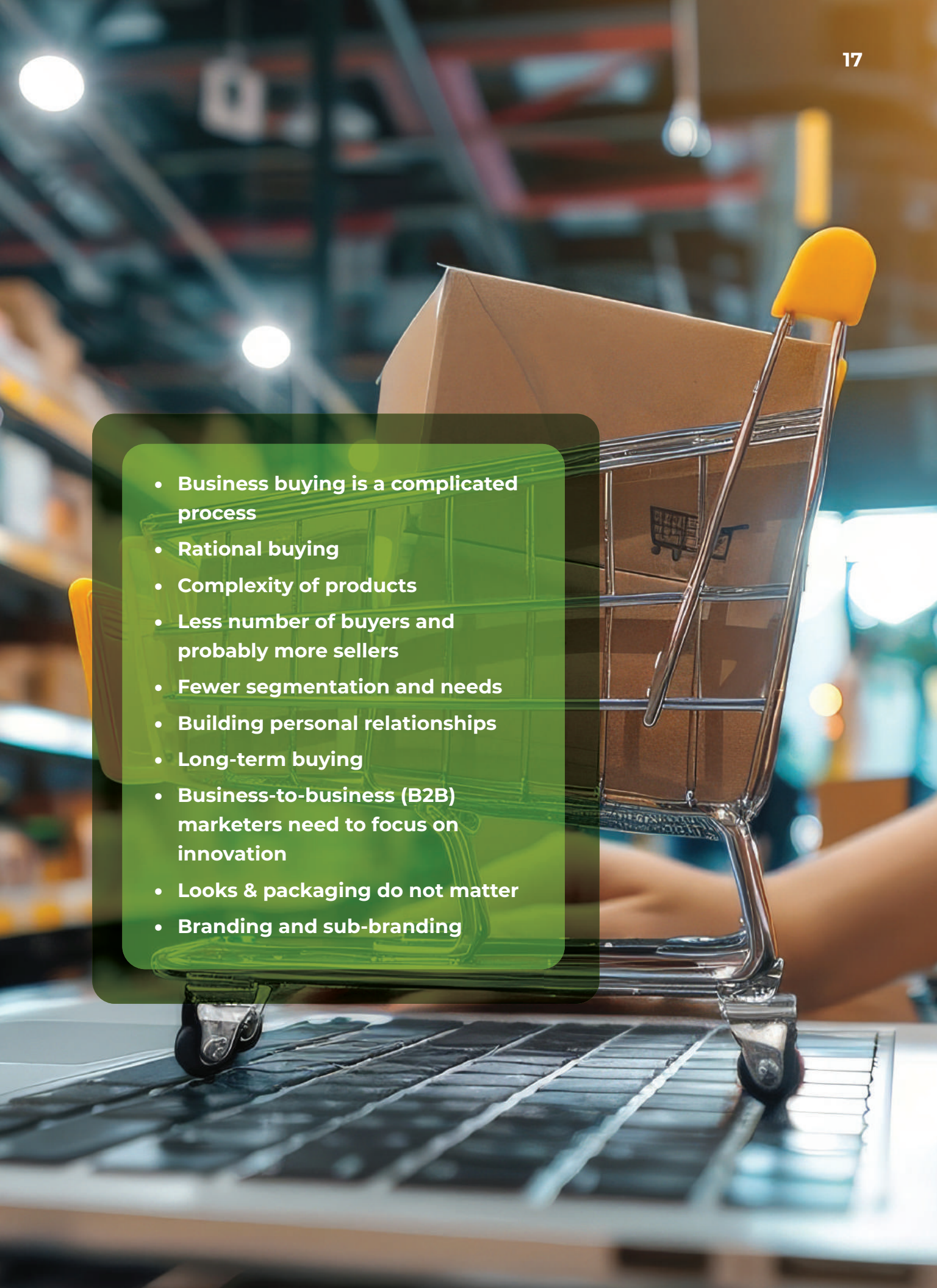


Unifying Retail. Amplifying Growth

Bridge the gap between brands, distributors, and retailers with a platform built to fuel faster growth.

Transform unorganized retail into a connected, data-driven network that creates value for every stakeholder.



- 
- Business buying is a complicated process
 - Rational buying
 - Complexity of products
 - Less number of buyers and probably more sellers
 - Fewer segmentation and needs
 - Building personal relationships
 - Long-term buying
 - Business-to-business (B2B) marketers need to focus on innovation
 - Looks & packaging do not matter
 - Branding and sub-branding

Human Capital Management System

Work **smarter.** Automate **faster**



Work smarter. Automate faster

Our Human Capital Management System brings your workforce data, attendance, payroll, performance and employee management together on one seamless platform.





Human capital management consists of the numerous tools and approaches that can help to optimise employee skills and talents. These include:

- **Recruiting**
- **Onboarding**
- **Payroll Management**
- **Tracking Time and Attendance**
- **Managing benefits and pensions**
- **Engaging employees**
- **Learning and Training**
- **Running reports for analytics**
- **HR Compliances**

Curating **India's** Finest **Handcrafted**



induscrafts

Curating India's Finest Handcrafted

Inspired by centuries of tradition and crafted with passion, our handcrafted treasures showcase India's rich artistic legacy. Designed to be cherished, admired, and passed down for generations worldwide.

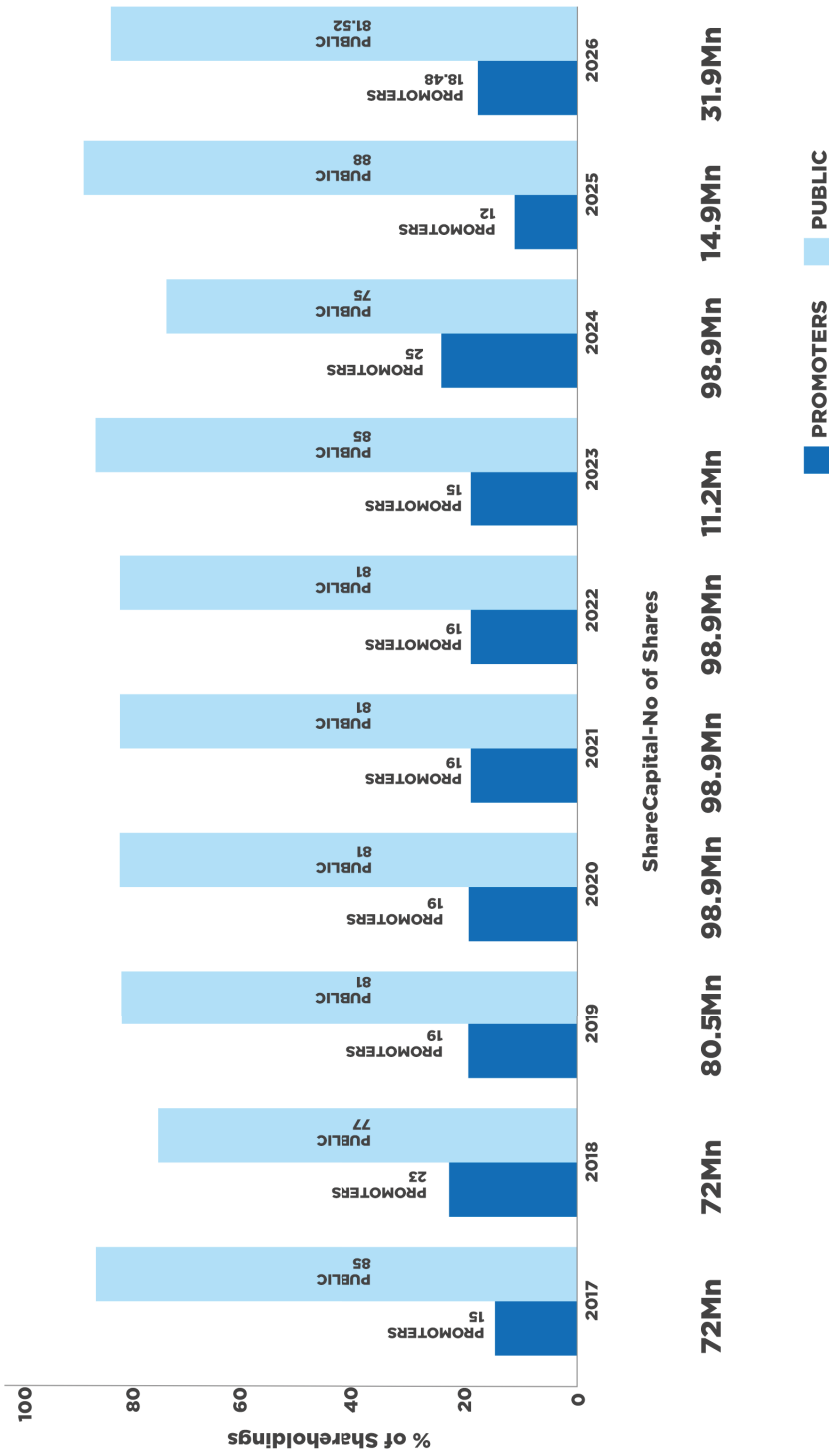
IT Offerings



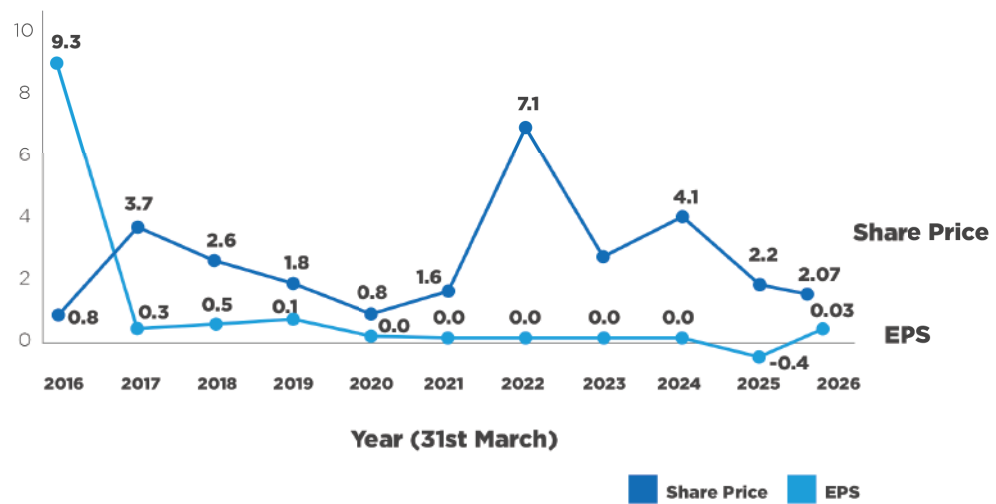
Graphs

Shareholding Pattern

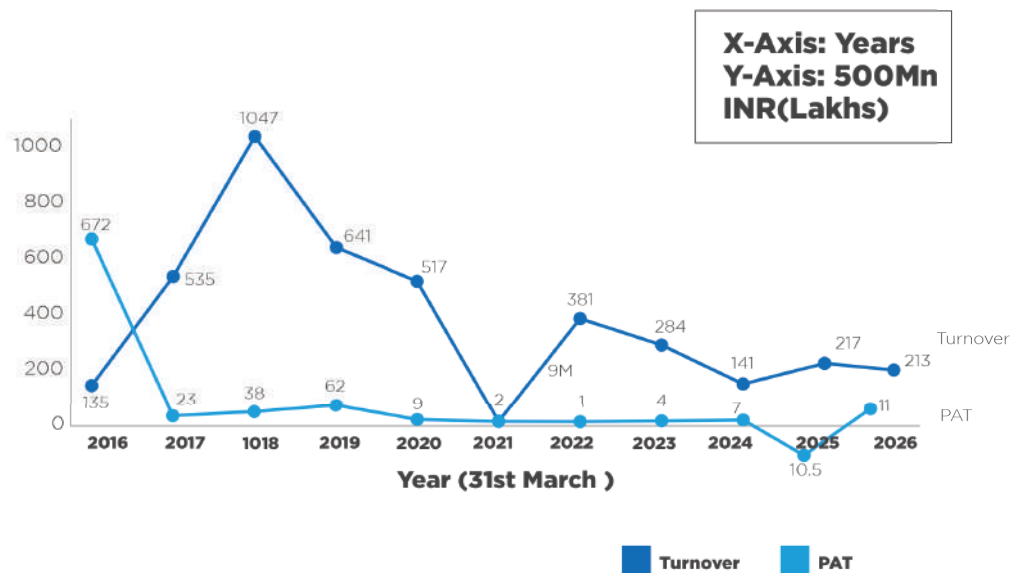
X-Axis: Years
Y-Axis: 20%



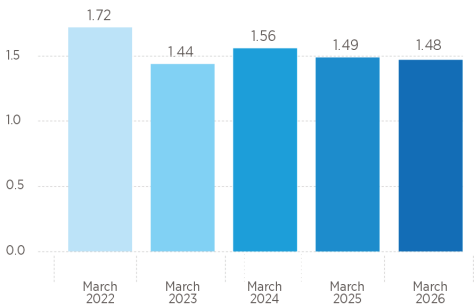
EPS Vs Share Price



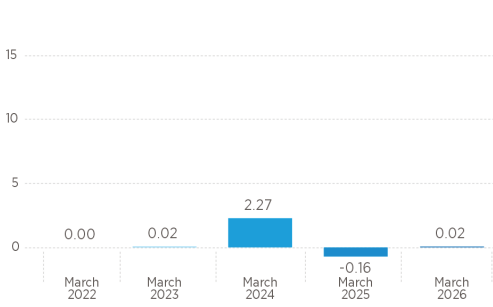
PAT Vs Turnover



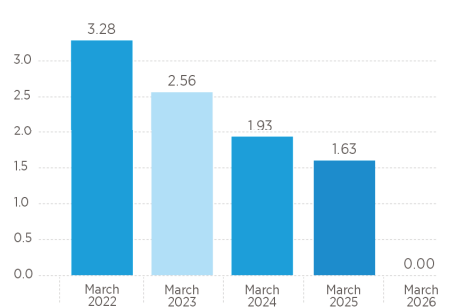
Current Ratio



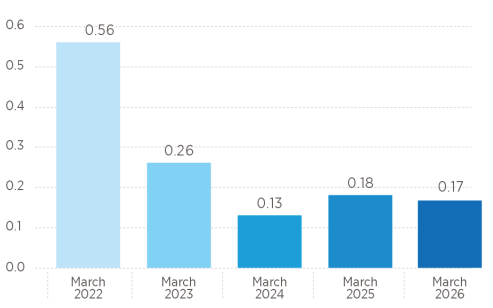
Return on Equity Ratio



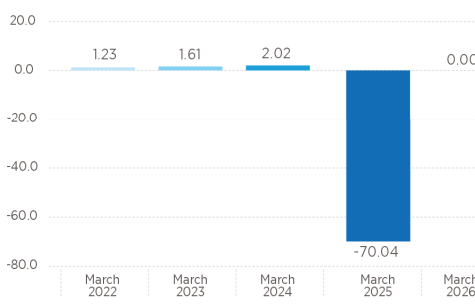
Debt-Equity Ratio



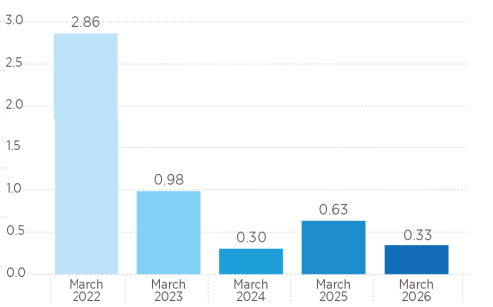
Trade Receivables/Turnover



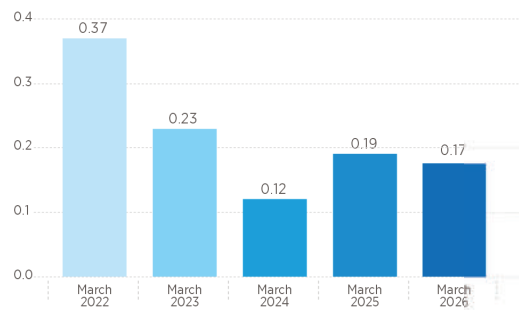
Debt Service Coverage Ratio



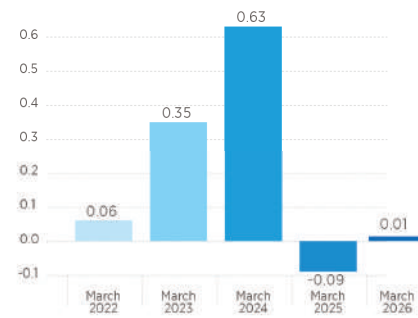
Trade Payables/Turnover Ratio



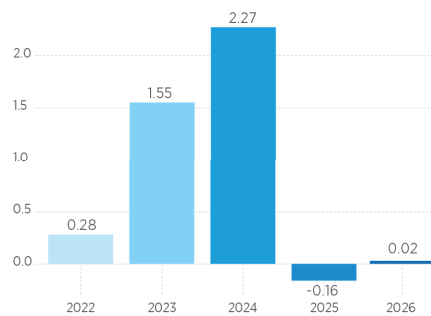
Net capital turnover ratio



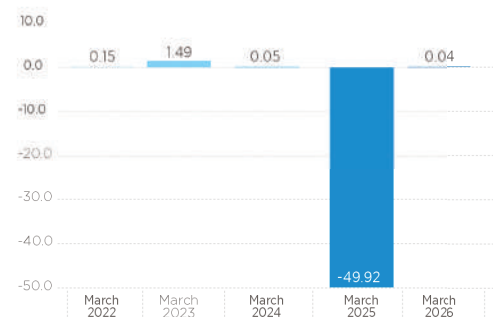
Return on Capital Employed



Return on Investment



Net profit ratio





Chairman's Message

Dear Shareholders,

Fiscal Year 2025–26 marked another significant year in our journey as a trusted IT services and digital transformation partner. During the year, we strengthened our capabilities across Artificial intelligence & cloud computing, data analytics, application development, mobile application, support and managed services. In an increasingly technology-driven business environment, we remained committed to delivering innovative, scalable, and value-driven solutions that help our clients navigate change, improve operational efficiency, and accelerate growth.

This Annual Report provides an overview of our financial performance and strategic initiatives during FY 2025–26. It reflects the collective dedication of our employees, the trust of our customers and the support of our shareholders. Our commitment to quality, customer satisfaction, employee development and responsible business practices has enabled us to achieve significant milestones.

Business Performance

We report that the turnover of the company for the period 2025-26 was Rs.2,125.62 Lakhs as against Rs. 2,108.27 Lakhs for the period 2024-25.

The Company earned a net profit of Rs.105.78 Lakhs as against incurred a net loss of Rs. 1051.35 lakhs in the previous year.

Human resources

We have spent out time and effort in building a team with domain knowledge relevant to our offerings. We continue to invest in our employees' development and their well-being. Our diverse team fosters a collaborative cultural environment.

Challenges

The company faced challenges arising from maintaining its earning due to rapid adoption of AI across domains due to which most of the clients were downgrading IT expenditure.

But with trusted client relationships and successful execution of the traditional ways with strategic and AI integration we

anticipate better outcomes. The Company invested on skilling existing work force in emerging technologies, adopting AI tools and is hopeful of improving its offerings. Though there were challenges we embrace our continuous learning and resilient nature.

Goals

As of now, we are planning to launch platforms that aligns with smart digital access services to our customers. We are into health tech, retail, cargo, Human capital management and crafts. Together, these platforms create a connected digital ecosystem that supports healthcare innovation, retail excellence, logistics efficiency, artisan empowerment, and workforce management, enabling the organizations to accelerate growth, improve productivity, and deliver exceptional experiences to their stakeholders, in b2b and b2b space.

We are in the midst of intensifying geopolitical tensions, and uneven economic growth. Across markets, corporates are prioritising resilience and productivity. With strong execution, and deep client trust,

As we look ahead, we remain focused on embracing emerging technologies, driving innovation, and delivering exceptional services that enable our clients to thrive in a rapidly evolving digital landscape. We thank our customers, employees and stakeholders for their continued trust, collaboration, and support.

Yours Sincerely

P. Chandra Sekhar

P. Chandra Sekhar



Notice

Notice to 32nd Annual General Meeting

Notice is hereby given that the **32nd Annual General Meeting** ("AGM") of the Shareholders of Orchasp Limited will be held on **Wednesday 30th September 2026 at 10:30 A.M.** at Plot No-19 & 20, Moti Valley, Trimulgherry, Secunderabad 500 015 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business

Item No. 1: To receive, consider, and adopt the Audited Financial Statement for the financial year ended on March 31, 2026

To receive, consider, and adopt the Audited Financial Statement of the Company for the financial year ended on **March 31, 2026** together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the audited financial statement (standalone and consolidated) of the Company for the financial year ended on **March 31, 2026** and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2: To appoint Mr.Krishna Shankar Kanamarlapudi (DIN: 10946978), who retires by rotation as a director

In this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr.Krishna Shankar Kanamarlapudi (DIN: 10946978), be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business:

Item No. 3: To appoint Mrs. Sirisha Pattapurathi (DIN: 02185189) as Non-Executive, Non-Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Mrs. Sirisha Pattapurathi (DIN: 02185189), who was appointed by the Board of Directors as an Additional Director of the Company with effect from **February 10, 2026** and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mrs. Sirisha Pattapurathi, for the office of Director, be and is hereby approved, and Mrs. Sirisha Pattapurathi be and is hereby appointed as a Director of the Company, in the category of Non-Executive, Non-Independent Director (Promoter Group), liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No 4: To appoint Mr. Srinivasu Sunkara (DIN: 11509166) as Independent Director of the Company.

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

“RESOLVED THAT Mr. Srinivasu Sunkara (DIN: 11509166) who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from **February 10, 2026**, on the recommendation of Nomination and Remuneration Committee by the Board of Directors, in terms of Section 161(1) of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby, appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17(1C), 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, the Articles of Association of the Company, in accordance with the recommendation of Nomination and Remuneration Committee and approval by the Board of Directors, Mr. Srinivasu Sunkara (DIN: 11509166) , who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of **five (5)** consecutive years, i.e., from **February 10, 2026 to February 09, 2031** (both days inclusive).”

“RESOLVED FURTHER THAT any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

Item No 5: To appoint Mr. Ravi Prasad Muthyam (DIN:06603818) as Independent Director of the Company.

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

“RESOLVED THAT Mr. Ravi Prasad Muthyam (DIN:06603818) who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from **March 6, 2026**, on the recommendation of Nomination and Remuneration Committee by the Board of Directors, in terms of Section 161(1) of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby, appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17(1C), 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, the Articles of Association of the Company, in accordance with the recommendation of Nomination and Remuneration Committee and approval by the Board of Directors, Mr. Ravi Prasad Muthyam (DIN:06603818), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of **five (5)** consecutive years, i.e., from **March 6, 2026 to March 5, 2031** (both days inclusive).”

“RESOLVED FURTHER THAT any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all documents or writings as may be

necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

Item No 6: To issue equity shares on preferential basis to M/s Wahtulmsylh Llmqawlat (C.R. No. 105596)

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

“RESOLVED THAT pursuant to Sections 23, 42, 62(1)(c), and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of preferential issue as contained in Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI(ICDR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 (“FEMA”), the listing agreement entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“Stock Exchange”) on which the Equity shares of the Company having face value of ₹ 10 each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Securities Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), and / or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other terms, alterations, modifications, conditions, corrections, changes, and variations that may be decided by the Board of Directors of the Company (“Board”) in its absolute discretion, the approval of the members be and is hereby accorded to the Board to create, issue, offer, and allot, in one or more tranches, up to **1,50,00,000 (One Crore Fifty Lakhs)** Equity Shares of Face value of **Rs. 2/- (Rupees Two Only)** each at an issue price of **Rs. 4.74/- (Rupees Four and Seventy Four Paise)** each, including a premium of **Rs. 2.74/- (Rupees Two and Seventy Four Paise)** each, aggregating up to **Rs. 7,11,00,000/- (Rupees Seven Crores Eleven Lakhs Only)** for cash consideration, on a preferential basis, to M/s. Wahtulmsylh Llmqawlat (C.R. No. 105596), who belongs to Promoter Category.

RESOLVED FURTHER THAT the issue of equity shares to M/s. Wahtulmsylh Llmqawlat (C.R. No. 105596) on a preferential basis is be made upon conversion of outstanding loan amount in terms of the Loan Agreement-cum-Memorandum of Understanding dated **August 18, 2025** entered into between the Company and the proposed allottee. “

“RESOLVED FURTHER THAT pursuant to Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, the minimum price/ floor price of the Equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the higher of the following:

- a) the 90 trading days’ volume weighted average price of the Company’s Equity Shares quoted on the recognised Stock Exchange preceding the “Relevant Date”; or
- b) the 10 trading days’ volume weighted average price of the Company’s Equity Shares quoted on the recognised Stock Exchange preceding the “Relevant Date”

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as **August 28, 2026**, being the date thirty days prior to the date of passing of the Special Resolution by Members at the Annual General Meeting.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares on Preferential basis shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. the Equity Shares to be allotted shall be fully paid-up and rank pari - passu in all respects (including with respect to voting powers and dividend, if any, declared plus other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares), with the existing fully paid-up Equity Shares of the Company.

- b. allotment shall only be made in dematerialized form. The monies due to the Proposed Allottee shall be utilized in accordance with Section 42 of the Companies Act, 2013.
- c. the Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, subject to receipt of necessary permission(s), sanction(s) and approval(s).
- d. the Equity Shares shall be allotted within a period of **15 (Fifteen) days** from the date of passing of this resolution, provided that where any application for any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of receipt of last of such approval or permission."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from both the Stock Exchange(s) i.e BSE Limited and National Stock Exchange of India Limited."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Equity Shares including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by persons/entities to whom the said equity shares were offered under this preferential offer."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized - for and on behalf of the Company - to take all such actions and do all such deeds, matters, and things as they may, in their absolute discretion, deem necessary, desirable or expedient, to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose of offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders / Board."

Item No 7: To appoint Secretarial Auditors of the company

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, as amended from time to time, T.Durga Pallavi, Practising Company Secretary (Peer Review No. 3876/2023) be and is hereby appointed as Secretarial Auditor of the Company for term of **four (4)** consecutive years commencing from financial year **2026-27** till financial year **2029-30**, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor."

By Order of the Board of Directors of
Orchasp Limited

P. Chandra Sekhar.

P. Chandra Sekhar
Chairman, Managing Director & CFO
DIN: 01647212

Place: Hyderabad
Date: 31-08-2026

Notes

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 , 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 2 to 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed.
3. Further, the Securities and Exchange Board of India ('SEBI'), vide Regulations 36(1), 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to security holders as well as appointing of proxy.
4. Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice and the Annual Report 2025-26 will also be available on the Company's website <https://orchasp.com/>, website of the Stock Exchanges, that is, BSE Limited at www.bseindia.com and National Stock Exchange of India Limited (NSE) <https://www.nseindia.com/>, and on the website of Company's Registrar and Transfer Agent, Aarthi Consultants Private Limited ("RTA") at <https://www.aarthiconsultants.com> and on the website of CDSL <https://www.evotingindia.com/>.
5. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at secretarial@orchasp.com or to the RTA at info@arthiconsultants.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
7. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to rkmallour@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
8. Book Closure Date for the purpose of AGM: **from September 24, 2026 to September 30, 2026** (both days included)

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://orchasp.com/investors/> and on the website of the Company's RTA, Aarthi Consultants Private Limited at <https://www.aarthiconsultants.com/Downloads/Form%20ISR-4%20Duplicate%20and%20other%20serices%20in%20demat.pdf> It may be noted that any service request can be processed only after the folio is KYC Compliant.
10. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Aarthi Consultants Private Limited ("RTA") for assistance in this regard.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, which is available on the Company's website at <https://orchasp.com/investors/> and the same is available on the RTA's website at <https://www.aarthiconsultants.com/Downloads/Form%20No.%20SH-13.pdf>. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be, which are available on the Company's website at <https://orchasp.com/investors/> and the same are available on the website of the Company's RTA, Aarthi Consultants Private Limited at <https://www.aarthiconsultants.com/Downloads/Form%20ISR-3.pdf> or <https://www.aarthiconsultants.com/Downloads/Form%20No.%20SH-14.pdf>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Aarthi Consultants Private Limited in case the shares are held in physical form.
13. For updating the signature of the securities holder, the holder / claimant shall furnish original cancelled cheque and banker's attestation of the signature in Form ISR-2. The same is available on the company's website at <https://orchasp.com/investors/>, and the same is available on the RTA's website at <https://www.aarthiconsultants.com/Downloads/Form%20ISR-2.pdf>.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login/>) and the same can also be accessed through the Company's website at <https://orchasp.com/investors/>.
16. The Board has appointed T.Durga Pallavi, Practicing Company Secretary (M. No. A23864; C P No. 19724) as the scrutinizer of the company to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner.

17. Instructions for E-Voting and Joining the AGM are as Follows:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://orchasp.com/investors/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020 dated 05.05.2020**, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2025 or 2026, to conduct their AGMs through VC or OAVM on or before 30th September, 2026 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

The Instructions of Shareholders for E-Voting and Joining Virtual Meetings are as Under:

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **September 27, 2026 at 9.00 A.M** and ends on **September 29, 2026 05.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

Type of shareholders	Login Method
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsiindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdli.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdli.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdli.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdli.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdli.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at rkmallour@gmail.com ; secretarial@orchasp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders Attending the AGM Through VC/OAVM & E-Voting During Meeting are as Under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@orchasp.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those Shareholders whose E-mail/Mobile No. are not Registered with the Company/Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@orchasp.com info@aarthiconsultants.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

18. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
19. A member can opt for only single mode of voting per EVSN, i.e., through remote e-voting or voting at the Meeting. If member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, September 23, 2026 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting at AGM.

20. Non-Resident Indian members are requested to inform VCC / respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

September 2026

Sun	Mon	Tue	Wed	Thu	Fri	Sat
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			
Record Date:			23 rd September, 2026			
E-Voting			27 th September, 2026 - 9.00 AM to 29 th September, 2026 - 5.00 PM			
Book closure			24 th September, 2026 to 30 th September, 2026			
AGM			30 th September, 2026 at 10.30 AM			



Registered & Corporate Office:

Orchasp Limited

CIN: L72200TG1994PLC017485

Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Trimulgherry, Secunderabad - 500 015. Telangana State, India.
Phone: +91 40 47766123 / 24, Fax: +91 40 47766143
Email: info@orchasp.com Website: www.orchasp.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:

The following statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 7 in the Notice:

Item No. 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Sirisha Pattapurathi (DIN: 02185189) as an Additional Director of the Company in the category of Non-Executive, Non-Independent Director (Promoter Group) with effect from February 10, 2026, pursuant to Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company. In terms of Section 161(1), Mrs. Sirisha Pattapurathi holds office as an Additional Director only up to the date of this Annual General Meeting, and it is proposed that she be appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain shareholders' approval for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The approval of shareholders for this appointment is being sought at this Annual General Meeting, being the next general meeting of the Company following the date of appointment.

Accordingly, the Board of Directors in its meeting held on August 31, 2026 has resolved to obtain approval from shareholders for the appointment of Mrs. Sirisha as Non-Executive, Non-Independent of the Company as mentioned in Item No.3 of the notice.

Further, Mrs. Sirisha submitted that she is not disqualified to act as Director as per the provisions of Section 164 of the Companies Act, 2013, confirmed that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority and disclosed under Regulation 7 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 that she holds 1100 equity shares of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Except Mrs. Sirisha Pattapurathi, Mr. Chandra Sekhar Pattapurathi, Mrs. Rajeswari Pattapurathi, none of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on February 10, 2026, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Mr. Srinivasu Sunkara (DIN: 11509166) as an Additional Director (Category: Non-Executive Independent) of the Company. The appointment of Mr. Srinivasu Sunkara has been made pursuant to Section 149 read with Schedule IV of the Act and in accordance with the Articles of Association of the Company as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years with effect from February 10, 2026 to February 9, 2031 (both days inclusive), subject to approval of the Members.

Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain shareholders' approval for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The approval of shareholders for this appointment is being sought at this Annual General Meeting, being the next general meeting of the Company following the date of appointment.

In terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of the independent director of a listed entity shall be subject to the approval of members by way of Special Resolution.

Mr. Srinivasu Sunkara is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The

Company has received consent from him to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has also received a declaration from Mr.Srinivasu Sunkara, confirming that he meets the criteria of independence as specified under the Act and the SEBI Listing Regulations and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr.Srinivasu Sunkara is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and is independent of the Management.

Mr.Srinivasu Sunkara holds M.Sc (Computer Science); Ph.D. in Data Mining (Clustering) from Andhra University and is a IT consultant with over two decades of experience.

Further, he has confirmed that he is in compliance with Rules 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

He is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any shares in the Company.

Apart from the sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participation in such meetings, no other remuneration is being proposed to be paid to Mr.Srinivasu.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr.Srinivasu and all other documents referred to in the accompanying Notice and this statement are available for inspection by members, without any fee, at the Company's Registered office during business hours on all working days till the end of the remote e-voting period.

The Board considers that the appointment of Mr.Srinivasu as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 4 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on March 6, 2026, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Mr. Ravi Prasad Muthyam (DIN:06603818) as an Additional Director (Category: Non-Executive Independent) of the Company. The appointment of Mr. Ravi has been made pursuant to Section 149 read with Schedule IV of the Act and in accordance with the Articles of Association of the Company as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years with effect from March 6, 2026 to March 5, 2031 (both days inclusive), subject to approval of the Members.

Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain shareholders' approval for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The approval of shareholders for this appointment is being sought at this Annual General Meeting, being the next general meeting of the Company following the date of appointment.

In terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of the independent director of a listed entity shall be subject to the approval of members by way of Special Resolution.

Mr.Ravi is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received consent from him to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has also received a declaration from Mr.Ravi, confirming that he meets the criteria of independence as specified under the Act and the SEBI Listing Regulations and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr.Ravi is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and is independent of the Management.

Mr.Ravi holds MBA from Osmania University and is a Management and Financial Services Consultant with over two decades of experience.

Further, he has confirmed that he is in compliance with Rules 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

He is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any shares in the Company.

Apart from the sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participation in such meetings, no other remuneration is being proposed to be paid to Mr.Ravi.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr.Ravi and all other documents referred to in the accompanying Notice and this statement are available for inspection by members, without any fee, at the Company's Registered office during business hours on all working days till the end of the remote e-voting period.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

The Board considers that the appointment of Mr.Ravi as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 5 for the approval of the Members.

Item No 6:

The Special Resolution under Item No. 6 of this Notice has been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, for preferential issue of: up to 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Face value of Rs. 2/- (Rupees Two Only) each at an issue price of Rs.4.74/- (Rupees Four and Seventy Four Paise) each, including a premium of Rs.2.74/- (Rupees Two and Seventy Four Paise) each, aggregating up to Rs.7,11,00,000/- (Rupees Seven Crores Eleven Lakhs Only) for cash consideration i.e., pursuant to conversion of outstanding loan amount in terms of the Loan Agreement-cum-Memorandum of Understanding dated 18th August 2025 entered into between the Company and the proposed allottee.

The Board in its meeting held on August 31, 2026 proposes to issue Equity Shares to a Promoter Category, in one or more tranches, in such manner and on such terms and conditions as may be determined by the Board subject to and in accordance with the provisions of the SEBI(ICDR) Regulations, 2018, Companies Act, 2013 and subject to necessary approvals from BSE Ltd, National Stock Exchange of India Limited and other Regulatory Authorities.

Pursuant to provisions of Section 42, 62(1)(c) of the Companies Act, 2013 and Regulation 160 of SEBI(ICDR) Regulations, 2018, any preferential issue of securities is required to be approved by the shareholders by way of Special Resolution.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations, 2018, are set forth below:

1. Objects of the preferential issue:

The total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding dues and there will be no utilization towards general corporate purposes.

2. Kinds of securities offered, price at which security is being offered, particulars of the offer including date of passing of Board resolution:

The Board of Directors at its meeting held on August 31, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 1,50,00,000 (One Crore

Fifty Lakhs) Equity Shares of Face value of Rs. 2/- (Rupees Two Only) each at an issue price of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Face value of Rs. 2/- (Rupees Two Only) each at an issue price of Rs.4.74/- (Rupees Four and Seventy Four Paise) each, including a premium of Rs.2.74/- (Rupees Two and Seventy Four Paise) each, aggregating up to Rs.7,11,00,000/- (Rupees Seven Crores Eleven Lakhs Only) for cash consideration i.e., pursuant to conversion of outstanding loan amount in terms of the Loan Agreement-cum-Memorandum of Understanding dated 18th August 2025 entered into between the Company and the proposed allottee

3. Relevant date with reference to which the price has been arrived at:

The "Relevant Date" in relation to the issue of these Equity Shares and Warrants is in accordance with Regulation 161 of Chapter V of SEBI (ICDR) Regulations for determining the minimum issue price is Friday, August 28, 2026, being the date 30 (thirty) days prior to the date of the Annual General Meeting.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The Equity shares of the Company are listed and traded on BSE Ltd and National Stock Exchange of India Limited and the price of the said issue has been determined in compliance with Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

The minimum issue price shall be Rs. 1.79/-, being higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on BSE preceding the relevant date is Rs. 1.79/- or
- the 10 trading days' volume weighted average prices of the related equity shares quoted on BSE preceding the relevant date is Rs. 1.37/-

The above minimum issue price was determined by J M T & Associates., Chartered Accountants, who are the Statutory Auditors (Address: A Wing, Winsway Complex, 301, 304, 305, Old Police Lane, near Andheri Railway Station, Andheri East, Mumbai 400069) of the Company based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Moreover, as per Sections 42 and 62 of the Companies Act, 2013, the price arrived at on the bases of the Valuation Certificate from Mr.N V Subba Rao Kesavarapu, Registered Valuer, Vide Registration Number:IBBI/RV/02/2019/12292 (Address: Pratima Arcade, Karnataka Bank building, Flat No 201, KPHB, Phase 6, Kukatpally, Hyderabad) is Rs.1.79/- per equity share.

After considering the whole scenario above, the price of the Equity Shares and Convertible Warrants to be allotted on preferential basis is set at Rs 4.74/- each (including premium of Rs. 2.74/- each), which is not lower than the price determined by the Independent Registered Valuer. The same is in compliance with and in accordance with Regulation 164 of SEBI (ICDR) Regulations, 2018. The Articles of Association of the issuer does not provide for any method of determination of any price and accordingly, the price has been determined as mentioned above.

The report from Statutory Auditors is available on the web-site at <https://orchasp.com/wp-content/themes/orchasp/assets/files/CA-Certificate-2026.pdf>

The valuation report from the Independent register Valuer is available on the web-site at <https://orchasp.com/wp-content/themes/orchasp/assets/files/ValuationReport-2026.pdf>

5. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the Investors in Promoter Category as detailed herein below. The Company has obtained the PAN of the proposed allottee:

Proposed Allottee	Maximum No of Equity Shares	Total Amount Rs	Category
M/s. Wahtulmsylh Llmqawlat	1,50,00,000	7,11,00,000	Promoter

6. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee: Mr. Kanamarlapudi Krishna Shankar

7. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The Equity Shares are being offered to the proposed allottee, who belongs to the category of Promoters & Promoter Group of the Company.

Apart from Mr. Krishna Shankar Kanamarlapudi (Director, DIN: 10946978) and Mr. Koteswara Rao Kanamarlapudi (Promoter) no other Promoter, Director or Key Managerial Personnel or Senior Management of the Company intends to subscribe to the Offer.

8. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of resolution by the members in the ensuing Annual General Meeting, subject to receipt of any approval or permission from BSE and NSE, any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

9. Shareholding pattern of the Company before and after the preferential issue:

SL. No	Category	Pre-Issue [^]		Post-Issue	
		No. of Equity Shares	% of Shares Holding	No. of Equity Shared	% of Shares Holding
A	Promoter's & Promoter Group				
1	Indian				
	Individual	6,40,14,368	18.48	7,90,14,368	21.86
	Bodies Corporate	-	-	-	-
	Sub-Total	6,40,14,368	18.48	7,90,14,368	21.86
2	Foregin Promoter & Promoter Group				
	Individual	-	-	-	-
	Sub-Total (A)	6,40,14,368	18.48	7,90,14,368	21.86
B	Non-Promotor's holding				
1	Institutional Investores	-	-	-	-
2	Non-institutional Investores				
	Private Corporate Bodies	1,66,19,976	4.80	1,66,19,976	4.60
	Directors and relatives	-	-	-	-
	Indian Public	15,65,85,476	45.20	15,65,85,476	43.32
	Others [including Non-resident Indians]	10,92,05,546	31.52	10,92,05,546	30.22
	Sub-Total (B)	28,24,10,998	81.52	28,24,10,998	78.14
	GRAND TOTAL (A+B)	34,64,25,366	100.00	36,14,25,366	100.00
	[^] As on February 28, 2026				

10. The percentage of post Preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

S. No	Proposed Allottees	Pre Issue		Post Issue	
		No. of Equity Shares	%	No. of Equity Shares	%
1	M/s. Wahtulmsylh Llmqawlat	-	-	1,50,00,000	4.15

11. Lock In Period:

The Equity Shares to be allotted shall be under lock-in for such period as specified under Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding, if any, of the proposed allottee shall also be subject to the lock-in restrictions for such period as specified under Chapter V of SEBI ICDR Regulations.

12. Principle terms of assets charged as securities:

No assets were charged as securities.

13. Certificate from Practicing Chartered Accountant

A certificate from JMT & Associates, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate is available at the website of the Company at <https://orchasp.com/wp-content/themes/orchasp/assets/files/CA-Certificate-2026.pdf>

14. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Currently, the Proposed Allottee does not hold any securities but post the preferential issue, it is categorized as promoter.

15. Issue of specified securities for consideration other than cash: Not Applicable**16. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the period from April 1, 2026 till the date of this Notice.

17. Undertakings:

The Company hereby undertakes and confirms the following:

- That the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018 where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees;
- None of the proposed allottees have sold or transferred any Equity Shares of the Company during 90 trading days preceding the relevant date;
- The Company is eligible to make the Preferential Issue to its Investors under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd and National Stock Exchange of India Limited at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and the relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

18. Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares as specified in the resolution is being sought by way of a special resolution as set out in the said items of the Notice.

Though Mr. Krishna Shankar Kanamarlapudi, Director of the Company is a 100% Shareholder and Founder of Wahtulmsylh Llmqawlat, Doha, Qatar, the issue of specified securities on preferential basis is not a related party transaction as per Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations"), subject to compliance of the requirements specified there-in.

Issue of the Equity Shares would be well within the Authorized Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out in the said Item in the accompanying notice for approval by the members.

Except Mr. Krishna Shankar Kanamarlapudi (Director, DIN: 10946978) and Mr. Koteswara Rao Kanamarlapudi (Promoter), none of the Directors, Promoters, Key Managerial Personnel or their respective relatives, beyond the shares held by them, is in any way, concerned or interested, financially or otherwise in the said resolution.

Item No 7:

The Board of Directors, based on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of T Durga Pallavi, Practising Company Secretary, a peer reviewed auditor (P.R.No.3876/2023) as Secretarial Auditor of the Company for a term of four consecutive years commencing from FY 2026-27 till FY 2029-30, subject to the approval of the Members.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

T Durga Pallavi is a Practising Company Secretary based in Hyderabad with more than 15 years of experience. She has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

She is well equipped with a quality team and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence.

She has confirmed that she is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by her as Secretarial Auditor is within the purview of the said regulation read with SEBI Circular No. SEBI/HO / CFD / CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs2,75,000/- (Rupees Two Lakh and Seventy Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2027, and for subsequent year(s) of its term, such fees as may be mutually agreed between the Board of Directors and Durga Pallavi.

In addition to the secretarial audit, Durga Pallavi shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

Details of Directors Seeking Appointment / Re-Appointment
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the director	Mr. Krishna Shankar Kanamarlapudi	Mrs. Sirisha Pattapurathi	Mr. Srinivasu Sunkara	Mr. Ravi Prasad Muthyam
Director Identification Number	10946978	02185189	11509166	06603818
Date of Birth (Age)	07-10-1980 (45 years)	06-11-1976 (49 years)	09-01-1980 (46 years)	05-08-1980 (46 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	07-02-2025	10-02-2026	10-02-2026	06-03-2026
Educational Qualification	Bachelor in Computer Science from USA.	MBA from The University of Sheffield, UK	M.Sc (Computer Science); Ph.D. in Data Mining (Clustering)	MBA from Osmania University
Experience (including expertise in specific functional areas) / Brief Resume	IT Services, Construction and Trading Activities in Qatar and Republic of Saudi Arabia	Working in IT Company as a Technology Management (Finance and Risk & Crisis Management)	IT Consultant	Management and Financial Services Consultant.
Directorships held in other companies (excluding foreign companies)	Opiniara Consulting Private Limited	PAS Global LLP Thrayee Global LLP	Nil	Money Tree Corp Consulting India Private Limited SKI-HI International Consulting Private Limited
Membership / Chairmanships of committees across companies (excluding foreign companies)	None	None	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	Related to Chandra Sekhar Pattapurathi (Brother)	None	None
No. of shares held in the Company either by self or as a beneficial owner	Nil	1,100 Equity Shares	Nil	14,95,100
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As per the Ordinary resolution set forth at Item No. 2 of this Notice.	As per the Ordinary resolution and explanatory statement set forth at Item No. 3 of this Notice.	As per the Special resolution and explanatory statement set forth at Item No. 4 of this Notice.	As per the Special resolution and explanatory statement set forth at Item No. 5 of this Notice.
Name of listed entities from which the person has resigned in the past three years	NA	NA	NA	Vijay Textiles Limited

For other details such as number of meetings of the Board attended during the year; remuneration last drawn & sought to be paid; and the manner in which the person proposed to be appointed / re-appointed meets such requirements, etc. please refer to the Corporate Governance Report which is a part of the Annual Report.



Boards Report

Boards Report

Dear Members,

Your directors have great pleasure in presenting the report on the Business and Operations of your Company ('the Company' or 'Orchasp Limited'), along with the audited financial statements, for the financial year ended on **31st March 2026**.

1. Financial Results

The financial highlights of the Company are as follows:

Particulars	Standalone		Consolidated	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
	INR In Lakhs	INR In Lakhs	INR In Lakhs	INR In Lakhs
Income From Operations	2,125.62	2,108.27	2,125.62	2,108.27
Other Income	393.85	54.20	393.85	54.20
Total Income	2,519.47	2,162.48	2,519.47	2,162.48
Profit Before Tax	105.78	(1,051.35)	105.78	(1,051.35)
Profit After Tax	105.20	(1,052.35)	105.20	(1,052.35)
Proposed Dividend	-	-	-	-
Transfers to General Reserve	-	-	-	-
Earning per Share (Basic)	0.03	(0.42)	0.03	(0.42)
Earning per Share (Diluted)	0.03	(0.42)	0.03	(0.42)

Revenue and Profit – Standalone

Revenue for the year ended 31st March 2026 stands at Rs. 2,125.62 lakhs as compared to Rs. 2,108.27 lakhs for the corresponding period of the previous year. The Company's revenues increased by about 0.82% over the previous year.

The Company had earned a net profit 105.78 lakhs (before tax) as against incurred a net loss of Rs. 1051.35 lakh (before tax) in the previous year.

Revenues-Consolidated

There is no contribution of revenues from the wholly owned subsidiaries - Cybermate Infotek Limited Inc and Cybermate International, Unipessoal, LDA - as these companies were not operational in US and Portugal. Hence on account of consolidation, there are no additional revenues.

Dividend

No dividend was recommended by the Board of Directors for the FY 2025-26.

Transfer To Reserves

Your Company did not transfer any amount to reserves for the financial year 2025-26.

Change in the Nature of the Business

There has been no change in the nature of business of the Company during the year under review.

Share Capital

The Paid-up Equity Share Capital of the Company stood at Rs. 69,28,50,732/- comprising of 34,64,25,366 equity shares of Rs. 2/- each as on March 31, 2026.

The Company has paid Listing Fees for the Financial Year 2025-26 to each of the Stock Exchanges, where its equity shares are listed.

Annual Return

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2026 is available on the Company's website at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Annual-Return-2025-26.pdf>

Number of Meetings of The Board

The Board met **Seven (7)** times during the year 2025-2026 viz on May 28, 2025, August 11, 2025, August 30, 2025, November 11, 2025, December 18, 2025, February 10, 2026 and March 6, 2026.

The details of the composition of the Board and its Committees and the number of meetings held and attendance of Directors at such meetings are provided in the Corporate Governance Report, which forms part of the Annual Report.

Directors' Responsibility Statement

Pursuant to the requirements under Section 134, sub-section 3(c) and sub-section 5 of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability, states and confirms that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Statement on Declaration Given by Independent Directors Under Section 149

As required under Section 149 of the Companies Act, 2013, the Independent Directors have submitted the declaration affirming that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as independent directors of the Company.

The Board is of the opinion that all the Independent Directors appointed during the year under review are persons of integrity and possess relevant expertise and experience to act as Independent Director of the Company. The Independent Directors of the Company have confirmed that they have registered themselves with the Indian Institute of Corporate Affairs, Manesar and have included their name in the databank of Independent Directors within the statutory timeline and they have also appeared and qualified for the online proficiency test, wherever applicable.

Policy on Directors' Appointment and Remuneration and Other Details

The policy of the Company relating to the remuneration of the Directors, Key Managerial Personnel and other employees, including criteria for determining qualifications, positive attributes, independence of a Director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is governed by the Nomination and Remuneration Policy.

The Company's policy relating to the appointment of directors and remuneration including other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report forming part of this Report and is also available on <https://orchasp.com/wp-content/themes/orchasp/assets/files/Nomination-and-Remuneration-Policy-.pdf>

Insurance

The assets/ properties of the Company are adequately insured against loss due to fire, riots, earthquake, terrorism, etc., and against other perils that are considered necessary by the management.

Loans, Guarantees, or Investments

Particulars of investments made by the Company during the year 2025-26, as required under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, are disclosed in the notes to Financial Statements which may be read as a part of this Report. No loans were given, no guarantees were provided during the financial year under review.

Contracts or Arrangements with Related Parties

All Related Party Transactions (RPT) that were entered into during the financial year were at arm's length basis and in the ordinary course of business.

All Related Party Transactions were placed before the Audit Committee and the Board for approval. The Board of Directors has framed a policy on Related Party Transactions to ensure a process for approval and reporting of transactions between the Company and its related parties. The policy is posted on the Company's website at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Related-Party-Transaction-Policy.pdf>

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form **AOC-2** is appended as **Annexure I** which forms part of this Report, in addition to Note 30 to the financial statement.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with respect to Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo are provided in **Annexure II** to this Report.

Development and Implementation of Risk Management Policy

We have developed and are implementing Risk Management Policy. Accordingly, we have a risk management framework for the identification and management of risks. The Company has formulated Risk Management Policy, which guides the Board in (a) approving the Company's Risk Management Framework and (b) overseeing all the risks that the organization faces such as strategic, financial, liquidity, security, regulatory, legal, reputational and other risks that have been identified and assessed to ensure that there is a sound Risk Management Policy in place to address such concerns / risks. The Risk Management process covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlight risks associated with chosen strategies.

The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 21 of the Listing Regulations. The Risk Management Policy is also posted on the Company's website at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Risk-Management-Policy.pdf>

Corporate Social Responsibility (CSR)

The provisions of Section 135 of the Act are not applicable to the company for the financial year 2025-26. Hence, details about the policy developed and implemented by the company on corporate social responsibility initiatives are not required to be disclosed.

Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and the directors individually, in accordance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with specific focus on the performance and effective functioning of the Board and individual directors.

A separate meeting of Independent Directors was held on **11th November 2025** to review the performance of the Non-Independent Directors and the Board as a whole, review the performance of Chairperson of the Company and assess the quality, quantity, and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at the meeting.

Criteria for Performance Evaluation

- a. Ability of the candidate to devote sufficient time and attention to his professional obligations as Independent Director for informed and balanced decision making.
- b. Adherence to the Code of Conduct in letter and in spirit by the Independent Directors.
- c. Bringing objectivity and independence of view to the Board's discussions in relation to the Company's strategy, performance, and risk management.
- d. Statutory compliance and ensuring high standards of financial probity and Corporate Governance.
- e. Responsibility towards requirements under the Companies Act, 2013, responsibilities of the Board and accountability under the Director's Responsibility Statement.

Familiarization Programme for Independent Directors

The Independent Directors attend a Familiarization /Orientation Program on being inducted into the Board. Further, various other programmes are conducted for the benefit of Independent Directors to provide periodical updates on regulatory front, industry developments and any other significant matters of importance. The Company issues a formal letter of appointment to the Independent Directors, outlining their role, function, duties and responsibilities, the format of which is available on the Company's Website.

The details of training and familiarization program are available on the website at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Familiarisation-Programme-for-Independent-Directors.pdf>

Directors

The Board of Directors as on March 31, 2026 consists of **six (6)** directors, **three (3)** of whom are Independent Directors, **one (1)** is Executive Director and the balance **two (2)** are Non-Executive Directors including **one (1)** woman director.

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr.Krishna Shankar Kanamarlapudi (DIN: 10946978),Director, retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. The Board recommends his re-appointment as a Director for the approval of the members.

Further, the tenure of Ms. Ponnari Gottipati, (DIN 09075036), Independent Director of the Company, concluded on February 12, 2026. Also, the tenure of other two directors Mr. Bade Srinivasa Reddy (DIN: 01384074) and Mr. Sai Roopkumar Vegunta (DIN: 05317482) concluded on March 6, 2026.

Consequently, the Board of Directors has appointed Mr. Srinivasu Sunkara (DIN: 11509166) was appointed as additional Independent Director and Sirisha Pattapurathi (DIN: 02185189) as additional non-executive non-independent woman director of the company with effect from February 10, 2026. And, Mr. Ravi Prasad Muthyam (DIN: 06603818) was appointed as an additional Independent Director with effect from March 6, 2026 by the Board.

Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain shareholders' approval for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The approval of shareholders for this appointment is being sought at this Annual General Meeting, being the next general meeting of the Company following the date of appointment.

Accordingly, the Board of Directors in its meeting held on August 31, 2026 has resolved to obtain approval from shareholders for the appointment of the above mentioned four Directors of the Company as mentioned in Item Nos.2,3,4,5 of the notice.

In compliance with Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings, brief resume of the directors proposed to be appointed / re-appointed is attached along with the Notice of the ensuing AGM.

Moreover, the Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

Changes In the Directors or Key Managerial Personnel (KMP)

Board of Directors:

The Board is duly constituted.

The shareholders in their Annual General Meeting held on September 30, 2025 have appointed Mr.P. Chandra Sekhar (DIN: 01647212) as Managing Director of the company for a period of five years w.e.f October 1, 2025. Mr. Krishna Shankar (DIN: 10946978) was re-appointed as Non-Executive and Non-Independent Director of the Company w.e.f October 1, 2025.

During the year under review, the tenure of Ms. Ponnari Gottipati, (DIN 09075036), Independent Director of the Company, concluded on February 12, 2026. Also, the tenure of other two directors Mr. Bade Srinivasa Reddy (DIN: 01384074) and Mr. Sai Roopkumar Vegunta (DIN: 05317482) concluded on March 6, 2026.

Consequently, the Board of Directors has appointed Mr. Srinivasu Sunkara (DIN: 11509166) was appointed as additional Independent Director and Sirisha Pattapurathi (DIN: 02185189) as additional non-executive non-independent woman director of the company with effect from February 10, 2026. And, Mr. Ravi Prasad Muthyam (DIN: 06603818) was appointed as an additional Independent Director with effect from March 6, 2026 by the Board.

Company Secretary and Compliance Officer:

Mrs. Sangeeta Mundhra (M.No: A59771), an Associate member of The Institute of Company Secretaries of India (ICSI) was appointed as Company Secretary and Compliance Officer of the Company w.e.f October 1, 2019.

Key Managerial Personnel (KMP):

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company as on March 31, 2026:

Mr. Chandra Sekhar Pattapurathi	-	Managing Director and Chief Financial Officer
Mrs. Sangeeta Mundhra	-	Company Secretary and Compliance Officer

Apart from the above, there were no other changes in the office of Directors and KMP.

Subsidiaries, Associates and Joint Venture Companies

Pursuant to the provisions of Section 129(3) of the Act and Rule 8(1) of Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statement of the company's subsidiaries under the first proviso to sub-section (3) of section 129 is provided in Form **AOC-1** as **Annexure -III** to this Report.

Consolidated financial statements have been prepared by the Company in accordance with the requirements of IND AS 110 issued by Institute of Chartered Accountants of India (ICAI) and as per the provisions of the Act.

Further, pursuant to the provisions of Section 136 of the Act and Regulation 46 of the Listing regulations, the financial statements of the Company including the consolidated financial statements, along with the relevant documents and the separate audited financial statements in respect of subsidiaries are placed on the website page of the company at <https://orchasp.com/investors/>

During the year, the company incorporated a wholly owned subsidiary (Orchasp Inc) in the USA to market the health records platform indusayush. The Company is in the process of obtaining approvals from RBI to commence operations.

The Company also transferred its investment in Cybermate International Unipessoal, LDA to newly incorporated US subsidiary, i.e. Orchasp Inc for compliance purposes.

Thus, consequent to cancellation of certificate of incorporation of Cybermate International Unipessoal, LDA and completing of transfer of the investment to Orchasp Inc, Cybermate International Unipessoal, LDA shall no longer be reported

CIL Inc. USA, the wholly owned subsidiary in USA which has remained dormant shall continue to be reported with NIL performance until regulatory compliance is achieved

Further, the Company's policy on determining the material subsidiaries, as approved by the Board is uploaded on the Company's website at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Material-Subsidiary-Policy.pdf>

Other than the above, the Company does not have any other Subsidiary / Associate/ Joint Venture Companies as on the beginning of the financial year or close of financial year under report and even as on date.

Details Of Significant and Material Orders Passed by The Regulators or Courts or Tribunals Impacting the Going Concern Status and Company's Operations in Future

During the year under review, the GST authorities carried out an audit for the period 2021-2022, 2022-2023, and 2023-2024. The GST authorities have raised a demand for payment of GST on reverse charge mechanism under various paras for an amount of Rs 12.58 crores. The company is yet to remit or confront the order.

However, no significant or material orders were passed by the Regulators or Courts or Tribunals that impact the going concern status and Company's operations in future.

Details in Respect of Adequacy of Internal Financial Controls with Reference to the Financial Statements

Your Company has established and maintained a framework of internal financial controls and compliance systems. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and your Company is constantly endeavouring to improve the standards of internal control in various areas and taking steps to strengthen the internal control system to make it commensurate and effective with the nature of its business.

Further, the statutory auditors of your Company have also issued an attestation report on internal control over financial reporting (as defined in section 143 of Companies Act, 2013) for the financial year ended on March 31, 2026, which forms part to the Statutory Auditor's Report.

Vigil Mechanism

The Board of Directors, on the recommendation of the Audit Committee, established a vigil mechanism for directors and employees called "Whistle Blower Policy", pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy and to provide adequate safeguards against victimization of persons who use such mechanism and to provide direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Whistle Blower Policy is posted on the Company's website at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Whistle-Blower-Policy-.pdf>

Anti-Sexual Harassment Policy

The Company has adopted a policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has taken several initiatives across the organization to build awareness amongst employees about the Policy and the provisions of the Prevention of Sexual Harassment of Women at Workplace Act. The Company has constituted Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Further details follow:

Particulars	Number of Complaints / cases
Number of complaints of sexual harassment received in the year	0
Number of complaints disposed off during the year	0
Number of cases pending for more than ninety days	0

Statement On Compliance with The Provisions of Maternity Benefits Act, 1961

The company is fully compliant with the provisions of the Maternity Benefit Act, 1961, ensuring all eligible employees receive the mandated maternity benefit.

Code of Conduct for Prevention of Insider Trading

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while in possession of Unpublished Price Sensitive Information and while dealing in the shares of the Company, as well as the consequences of violations. The Policy has been formulated to regulate, monitor and ensure reporting of trading by insiders by employees and to maintain the highest ethical standards while dealing in the company's securities.

The Insider Trading Policy of the Company, covering the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for prevention of insider trading is available on our website page of <https://orchasp.com/investors/>

Management Discussion & Analysis Report

A report on Management Discussion & Analysis forms part of the Annual Report as per the requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Investor Education and Protection Fund

Pursuant to the applicable provisions of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividend are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

Statutory Auditors

The Members of your Company in the 31st Annual General Meeting held on September 30, 2025 appointed JMT & Associates, Chartered Accountants (Registration No. 104167W) as the Statutory Auditors of the Company for a term of 4 (four) consecutive financial years from the conclusion of the 31st Annual General Meeting till the conclusion of the 35th Annual General Meeting i.e from the FY 2025-26 to FY 2028-29.

Auditors' Qualification and Remarks

The Auditors brought to the notice of the members certain matters for which the Board provided the following explanation:

Auditors' qualification and remarks	Board's explanation
Not regular in depositing the undisputed statutory dues, including PF, ESI and other material statutory dues	The Company acknowledges the importance of timely compliance with all applicable statutory requirements. The delays were primarily due to temporary cash-flow and administrative constraints. The management has taken necessary steps to regularize the outstanding statutory dues and strengthen the internal monitoring mechanism to ensure that all statutory payments are deposited within the prescribed timelines going forward.
Non-deposit of the undisputed statutory dues, including PF, ESI and other material statutory dues in dues for more than six months	The delay in remittance of statutory dues was due to temporary liquidity constraints faced by the Company during the year. We are taking necessary steps to regularize the outstanding dues, and a significant portion is being paid subsequently.
Amount outstanding towards Income Tax, FEMA, ED on account of dispute	Appeal is pending before CIT(A)- NFAC and in respect of ED, pending before Appellate Tribunal.

Secretarial Auditors

T. Durga Pallavi, Practicing Company Secretary was appointed as the Secretarial Auditor for the financial year 2025-2026. Pursuant to Section 204 of the Companies Act, 2013 and the Rules made thereunder, the Secretarial Audit Report for the financial year ended on March 31, 2026, in **Form MR-3**, is annexed to this Annual Report as **Annexure IV**.

Auditors' Qualification and Remarks

There are no qualifications and remarks from the Auditors of the Company.

Cost Auditors

Your Company was not required to maintain any Cost Records during the financial year under review since the Company's business activity / turnover, during the immediately preceding financial year, did not fall within the purview / limits prescribed under Companies (Cost Records and Audit) Rules, 2014, as amended from time to time.

Therefore, the provisions of Section 148(3) of the Companies Act, 2013 are not applicable to the company and hence Cost Auditor need not be appointed.

Audit committee

The details of the composition of the Audit Committee as required under the provisions of Section 177(8) of the Companies Act, 2013 is given in the Corporate Governance Report furnished as part of the Annual Report. There have been no instances during the year where recommendations of the Audit Committee were not accepted by the Board.

Nomination and Remuneration Committee

The details of the composition of the Nomination and Remuneration Committee are given in the Corporate Governance Report furnished as a part of the Annual Report.

Stakeholders' Relationship Committee

The details of the composition of the Stakeholders' Relationship Committee are given in the Corporate Governance Report furnished as part of the Annual Report.

Particulars of Employees and Related Disclosures

The remuneration paid to your directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of directors/employees of the Company is appended as **Annexure –V** to this Report.

Corporate Governance

Your Company is committed to maintain high standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India.

The Report on Corporate Governance as stipulated under the Listing Regulations, forms part of the Annual Report.

The detailed report on Corporate Governance as per the format prescribed by Securities and Exchange Board of India under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a certificate from T. Durga Pallavi, Practicing Company Secretary, confirming compliance with the requirements of Corporate Governance is attached with this report as **Annexure VI**. There are no observations or adverse remarks in the said certificate.

As required by Listing Regulations, a certificate from T. Durga Pallavi, Practicing Company Secretary confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the companies is attached to this report as **Annexure VII**.

Secretarial Standards

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Deposits

The Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Material Changes and Commitments, If Any, Affecting The Financial Position of The Company

There were no material changes and commitments affecting the financial position of your Company that have occurred between the end of the financial year (March 31, 2026) of the company to which the financial statements relate and the date of the report (August 31, 2026).

Reporting of Frauds By Auditor

During the year under review, neither the Statutory Auditors nor the Internal Auditors has reported to the Audit committee under Section 143(12) of the Companies Act 2013, any instances or fraud committed against the company by its officers or employees, the details of which need to be mentioned in the Board's report.

Details of Application Made or any Proceeding Pending Under the Insolvency and Bankruptcy Code, 2016

No applications were made and no proceedings were pending under the Insolvency and Bankruptcy Code, 2016 during the year under the review.

Details of Difference Between Amount of The Valuation Done at the Time of One Time Settlement and the Valuation Done while Taking Loan from the Banks or Financial Institutions along with the Reasons thereof

No one time settlement took place during the year under review.

Acknowledgment

Your directors place on record the contribution of the outgoing Independent directors Ms. G. Ponnari, Mr. Bade Srinivas Reddy and Mr. V.S. Roop Kumar during their term.

Your directors place on record their sincere thanks to the employees, bankers, business associates, consultants, Legal Advisors and various government authorities for their continued support extended to your Company's activities during the financial year under review. Your directors also acknowledge gratefully for your support and for the confidence reposed on this Company.

For and on behalf of the Board of Directors of
Orchasp Limited



P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212



Krishna Shankar K
Director
DIN:10946978

Place: Hyderabad
Date: 31-08-2026

Board of Directors and Key Managerial Personnel.

Profile Pages of Directors



Mr. P Chandra Sekhar

Managing Director & CFO

DIN : 01647212

Executive Director

Appointment date	30-06-2006
No. of shares held	78,19,326
Board Memberships in Indian Listed Companies	Response Informatics Ltd.
Board Memberships in Indian Unlisted Companies	CIL Infoserve Ltd. , Bilwa Infrastructure Ltd. Orchasp Consulting Pvt. Ltd., Orchasp Securities Pvt.
Committee Details	Chairman - NIL Member - Corporate Social Responsibility Committee

Areas of Expertise



Corporate governance



Senior management



Risk management



Financial management



Corporate strategy



International Business



Mergers and acquisitions



Taxation



Compliances



Mr. K. Krishna Shankar

DIN : 10946978

Non-Executive & Non-Independent Director

Appointment date	07-02-2025
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	Opiniora Consulting Pvt. Ltd.,
Committee Details	Chairman - Stakeholder Relations Committee Member - Corporate Social Responsibility Committee

Areas of Expertise



Business
Operations



Software Development &
Services



Software Delivery
Management



Operations
Strategy



Construction & Contracting
Management



Ms. Sirisha Pattapurathi

DIN: 02185189

Non-Executive & Non-Independent Woman Director

Appointment date	10-02-2026
No. of shares held	1,100 Equity Shares
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	NIL
Committee Details	Member – Nomination and Remuneration Committee Member – Stakeholders Relationship Committee

Areas of Expertise



Financial management



Risk management



Vendor & Supplier Management



Third-Party Relationship Management



Change Management



Process Design & Optimization



Technology & Process Improvements



Deal Desk & Commercial Operations



Cross-Functional Collaboration



Operational Efficiency



Business Process Transformation



Strategic Operations



Mr. B.V.B Ravi Kishore

DIN 03271596

Independent Director

Appointment date	28-06-2021
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	Agama IT BIZ Solutions (P) Ltd. Bilwa Infrastructure Ltd. Ekam Global Concepts Pvt. Ltd.
Committee Details	Member in - Audit Committee Chairman - Nomination and Remuneration Committee Chairman - Corporate Social Responsibility Committee

Areas of Expertise



Business
Operations



Software Development &
Training



Software Delivery
Management



Operations Strategy



Mr. Sunkara Srinivas

DIN: 11509166

Independent Director

Appointment date	10-2-2026
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	Enabler Minds
Committee Details	Member in - Audit Committee Member in - Nomination and Remuneration Committee

Areas of Expertise



Enterprise Data Strategy



Metadata, Lineage & Catalog



Data Engineering & Integration



Finance & Financial Management



Data Solution Architecture



AI, Gen AI & Context Engineering



Analytics & Decision Intelligence



Compliance & Regulatory Governance



Master Data Management



Customer 360 & Data Products



Program & Project Management



Risk Management



Data Governance & Quality



Cloud & Data Modernization



DevOps, Agile & Automation



Executive & People Leadership



Mr. Ravi Prasad Muthyam

DIN: 06603818

Independent Director

Appointment Date	06-03-2026
No. of Shares Held	14,95,100
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	Moneytree Corp Consulting India Private Limited SKI-HI International Consulting Private Limited
Committee Details	Chairman – Audit Committee Member – Stakeholders Relationship Committee

Areas of Expertise



Fund Raising –
Debt & Equity



Company Takeovers
& Mergers



Acquisition
Finance



Placements



Pre-IPO Financing



Internal Audit



Mr. V. S. Roop Kumar

Independent Director

DIN : 05317482

Independent Director

Upto 06-03-2026

Appointment date	07-03-2016
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	La Hospin Hotels and Resorts (P) Ltd Olivet Information Technologies Pvt. Ltd.
Committee Details	Chairman - Audit Committee Member - Nomination and remuneration Committee

Areas of Expertise



Financial
Expertise



Audit



Risk Expertise



Ms. G. Ponnari

Independent Director

DIN : 05317482

Independent Director Upto 12-02-2026

Appointment date	05-02-2021
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	NIL
Committee Details	Member- Audit Committee Member - Corporate Social Responsibility Committee

Areas of Expertise



Health Care Research



Mr. B. Srinivasa Reddy

Independent Director

DIN :01384074

Independent Director

Upto 06-03-2026

Appointment date	07-03-2016
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	Sri Sesha Ramana Consulting Services (P) Ltd.
Committee Details	Chairman - Stakeholders Relationship committee Member - Nomination & Remuneration Committee

Areas of Expertise



Financial Analyst



Financial Expertise



Risk Expertise



Chartered Wealth Manager



Ms. Sangeeta Mundhra

Company Secretary & Compliance Officer -
Since September 2019

She is Forty Three (45) years old and is a qualified Company Secretary and has obtained Post graduation in Commerce and was awarded 9th Rank from Nagpur University and a Master's in Arts (Economics) as well.

She is well versed with Compliances of a Listed Company and is a problem solver in terms of compliances laws and regulations and trade practices.

Management Discussion and Analysis

Our Business

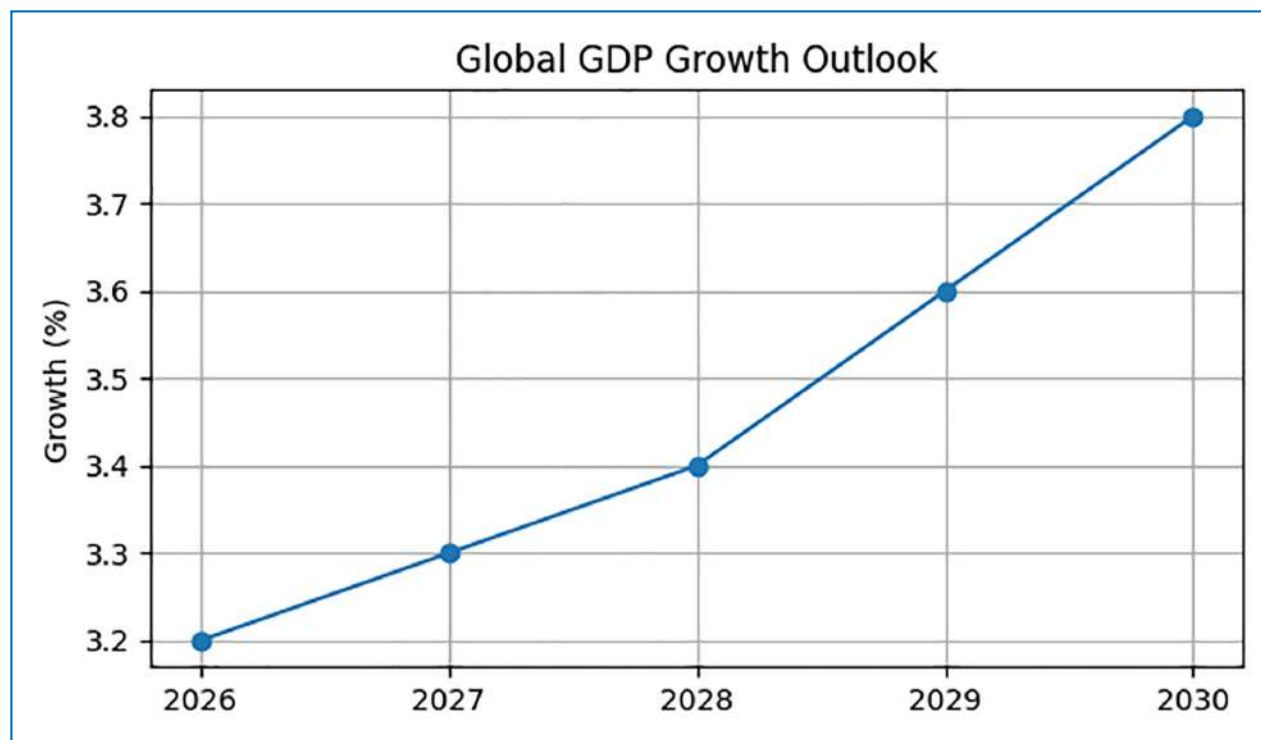
Orchasp Limited is a listed public company based in India, and have our registered and corporate office at Hyderabad, Telangana. Our company is listed on the BSE Limited (BSE) and The National Stock Exchange (NSE) of India .

Orchasp Limited is a technology-driven enterprise with more than three decades of experience delivering enterprise software solutions, technology consulting, cloud enablement and digital transformation services. Since its establishment in 1994, the Company has helped organizations modernize operations, improve efficiency and harness technology to achieve sustainable business outcomes.

Over the years, Orchasp has continuously expanded its capabilities to address the evolving needs of enterprises operating in an increasingly digital economy. Its service portfolio spans enterprise applications, technology consulting, digital transformation, cloud solutions, systems integration and managed services, enabling customers to build scalable, secure and resilient technology environments.

Global Economic Outlook

The global economy is expected to maintain a steady growth trajectory over the next three (3) to five (5) years despite persistent geopolitical uncertainties, inflationary pressures, and evolving global trade dynamics. According to leading international institutions and consulting firms, technology-led productivity improvements, digital transformation, artificial intelligence (AI), and infrastructure investments are expected to remain key drivers of long-term economic growth. While short-term macroeconomic challenges may continue to influence business sentiment, enterprises are increasingly prioritizing strategic technology investments to enhance operational resilience, efficiency, and competitiveness.



Key Economic Indicators according to Leading Consultancies

Indicator	2026–2030 Trend	Key Insight
Global GDP Growth	3.2–3.8% CAGR	Moderate recovery post-inflation; Asia leads expansion.
Inflation & Interest Rates	Gradual normalization	Central banks stabilize after 2025 tightening.
Trade & Policy Shifts	Regionalization accelerates	US-led protectionism drives new Asia-Europe alliances.
AI Investment Share of GDP	~2.5% by 2030	AI infrastructure becomes a macroeconomic growth driver.

Macroeconomic Outlook

According to the International Monetary Fund (IMF) and the World Bank, global economic activity is expected to remain stable as advanced economies gradually normalize interest rates and emerging markets continue to contribute a significant share of global growth through domestic consumption, infrastructure development, and manufacturing expansion. While global economic growth is expected to remain moderate compared to pre-pandemic levels, the outlook is increasingly supported by easing inflation, improving financial conditions, resilient labour markets, and sustained investments in technology, digital infrastructure, and industrial modernization.

Geopolitical & Trade Developments

Geopolitical developments and evolving trade policies continue to reshape global investment patterns. Many multinational enterprises are diversifying supply chains, expanding regional manufacturing capacity, and establishing strategic technology hubs closer to key markets. This regionalization trend is expected to create new opportunities for digital engineering, logistics technology, cloud services, cybersecurity, and enterprise software providers supporting global business transformation.

Technology-led Economic Growth

Unlike previous economic cycles that were largely driven by consumption and globalization, the next phase of global growth is expected to be increasingly influenced by productivity enhancement and technology adoption. Enterprises are therefore increasingly allocating capital towards digital capabilities that improve long-term competitiveness rather than focusing solely on short-term cost optimization.

AI as a Growth Catalyst

Artificial Intelligence is rapidly emerging as a structural driver of economic growth. Rather than being viewed solely as a technology initiative, AI is increasingly becoming a strategic economic asset that supports productivity enhancement, workforce augmentation, scientific research, healthcare innovation, financial services, manufacturing optimization, and public sector transformation. Governments across major economies are simultaneously increasing investments in AI infrastructure, semiconductor manufacturing, digital public infrastructure, and secure cloud ecosystems to strengthen long-term economic competitiveness.

Global Information Technology Industry Outlook

Enterprise Technology Transformation

The global technology industry is entering a new phase of growth, driven by accelerated enterprise adoption of Artificial Intelligence (AI), cloud computing, cybersecurity, intelligent automation, digital engineering, and data-driven decision-making.

Global IT Spending Outlook

According to Gartner, worldwide IT spending is projected to reach approximately US\$6.37 trillion in 2026, reflecting continued enterprise investments in AI infrastructure, enterprise software, cloud platforms, and IT services. Data

center systems, software, and AI-enabled infrastructure are expected to remain the fastest-growing technology segments over the coming years.

Estimated Global IT spending for the next five years based on forecasts and the strategic outlook globally.

YEAR	GLOBAL IT SPENDING (USD TRILLION)
2026	6.37
2027	6.90
2028	7.45
2029	8.05
2030	8.70
2031	9.45

Enterprise Software & AI Investment

Enterprise software is also entering a new growth cycle. It is expected that software spending shall exceed US\$1.44 trillion in 2026 as organizations increasingly adopt AI-enabled enterprise applications, intelligent workflow automation, digital collaboration platforms, and advanced analytics solutions. Rather than purchasing standalone AI tools, enterprises are increasingly consuming AI capabilities embedded within existing software ecosystems, enabling faster adoption while improving return on technology investments.

Digital Transformation Priorities

Leading industry analysts, indicate that organizations are moving beyond digital transformation initiatives toward enterprise-wide AI adoption, embedding intelligent technologies across business operations, customer engagement, software engineering, cybersecurity, and business process automation. Over the medium term, enterprises are expected to prioritize scalable digital platforms, cloud-native architectures, predictive analytics, responsible AI, and cyber resilience as strategic business capabilities rather than standalone technology initiatives.

Growth Opportunities for Technology Providers

The rapid expansion of Global Capability Centers (GCCs), increasing enterprise software modernization, and growing investments in digital infrastructure are expected to further strengthen demand for technology consulting, managed services, cloud migration, cybersecurity, application modernization, and industry-specific digital platforms.

Organizations capable of combining technological expertise with industry-specific knowledge, cybersecurity capabilities, cloud engineering, and AI implementation are expected to be well positioned to benefit from this sustained technology investment cycle.

Technology Spending Highlights

Segment	2026 Spending (US\$ B)	Growth %	Strategic Driver
Data-Centre Systems	788 B	+55.8 %	AI-optimized compute & memory surge
Software	1,443 B	+15.1 %	GenAI model development doubling YoY
IT Services	1,870 B	+9 %	Cloud, managed services, IaaS expansion
Total IT Spending	6.31 T	+13.5 %	AI infrastructure & hyperscaler demand

Source: Multiple Industry Reports

India's Technology Industry Outlook and Growth Story

India continues to strengthen its position as one of the world's leading digital innovation and technology services destinations. Supported by a highly skilled talent pool, expanding digital infrastructure, increasing Global Capability Center (GCC) investments, and supportive government initiatives, the Indian technology sector is expected to sustain healthy long-term growth.

According to NASSCOM, India's technology industry is expected to exceed **USD 315 billion** in revenue during FY2025–26, reflecting continued demand for digital engineering, cloud computing, AI-led transformation, cybersecurity, enterprise applications, and managed services. AI has rapidly evolved from an emerging technology to a core business capability, becoming an integral component of enterprise transformation initiatives across industries.

Estimated Indian Technology Industry Revenue

Financial Year	Revenue (USD billion)	YoY Growth
FY2026-27	335	6.3-6.5%
FY2027-28	357	6.5-6.7%
FY2028-29	381	6.6-6.8%
FY2029-30	407	6.8-7.0%
FY2030-31	435	6.8-7.1%

FY2026-27 Industry Outlook

Building upon the momentum achieved in FY2025–26, the FY2026–27 outlook remains positive. While NASSCOM has not yet officially published FY2026–27 revenue estimates, industry commentary suggests that growth is expected to remain healthy as enterprises continue investing in AI implementation, cloud transformation, cybersecurity, engineering services, and digital modernization. The sector is also expected to benefit from increasing technology spending across banking, healthcare, retail, manufacturing, logistics, telecommunications, and public sector organizations, creating new opportunities for Indian technology companies across domestic and international markets.

Enterprise Technology Spending

Leading Consultancies forecast India's enterprise IT spending to exceed USD 176 billion in 2026, driven by increased investments in cloud technologies, AI infrastructure, cybersecurity, data analytics, hyper automation, application modernization, and customer experience transformation. Data center systems and software spending are expected to witness particularly strong growth as organizations accelerate digital adoption.

Expansion of GCCs

India's Global Capability Center (GCC) ecosystem continues to expand rapidly, with multinational enterprises increasingly establishing strategic technology, engineering, AI, and research centers across the country. This trend is expected to create significant opportunities for technology service providers capable of delivering specialized digital solutions, engineering services, AI implementation, cloud transformation, and managed services.

Engineering & Innovation Ecosystem

India is also witnessing rapid growth in Engineering Research & Development (ER&D) and Global Engineering Services. Organizations are increasingly leveraging India's engineering expertise for product development, embedded software, semiconductor design, automotive technologies, healthcare devices, industrial automation, aerospace engineering, and AI-powered product innovation.

Government-led Digital Transformation

Government initiatives continue to play a pivotal role in accelerating India's digital economy. Programs such as Digital India, the India AI Mission, National Digital Health Mission (Ayushman Bharat Digital Mission), ONDC (Open Network for Digital Commerce), PM Gati Shakti, and the India Semiconductor Mission are strengthening the country's digital infrastructure and encouraging greater technology adoption across industries. These initiatives

are enabling wider deployment of AI, cloud computing, digital identity systems, healthcare technology, logistics technology, e-commerce platforms, and smart governance solutions. The continued expansion of Digital Public Infrastructure (DPI) is expected to position India as a global benchmark for secure, scalable, and inclusive digital transformation.

Segment	FY 26 Revenue (US\$ B)	Growth %	Highlights
IT Services	149	+6.1 %	Outcome-based, AI-driven delivery
BPM	59	+5.8 %	Data-led decision automation
ER&D	63	+7.2 %	Product lifecycle ownership & AI embedding
Software Products	23	+8 %	IP-led platformisation
Hardware	21	+4 %	Domestic manufacturing resilience
Total Industry	315 B	+6.1 % YoY	2 M professionals upskilled in AI

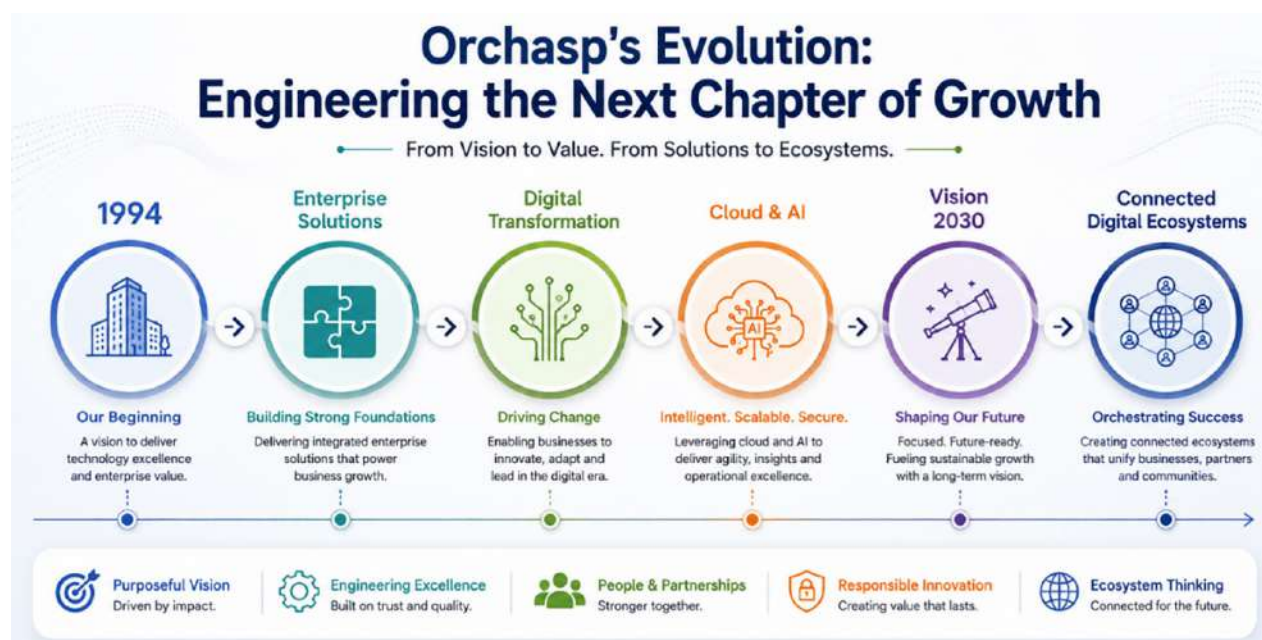
Source: Multiple Industry Review Reports

Orchasp Perspective

Engineering the Next Chapter of Growth

Every wave of technological transformation presents organizations with a choice – to adapt incrementally or evolve with purpose. Over the past three decades, enterprise technology has progressed from automation and enterprise applications to cloud computing, data-driven decision-making, artificial intelligence and connected digital ecosystems. Together, these advances are redefining how organizations operate, compete and create long-term value.

For more than three decades, Orchasp Limited has evolved alongside this transformation. Since its establishment in 1994, the Company has built a strong foundation in enterprise technology by delivering software solutions, consulting services and digital transformation initiatives that help organizations improve operational efficiency, strengthen customer engagement and embrace innovation. This journey has been shaped by a commitment to understanding evolving customer needs while continuously adapting to emerging technologies and changing market dynamics.

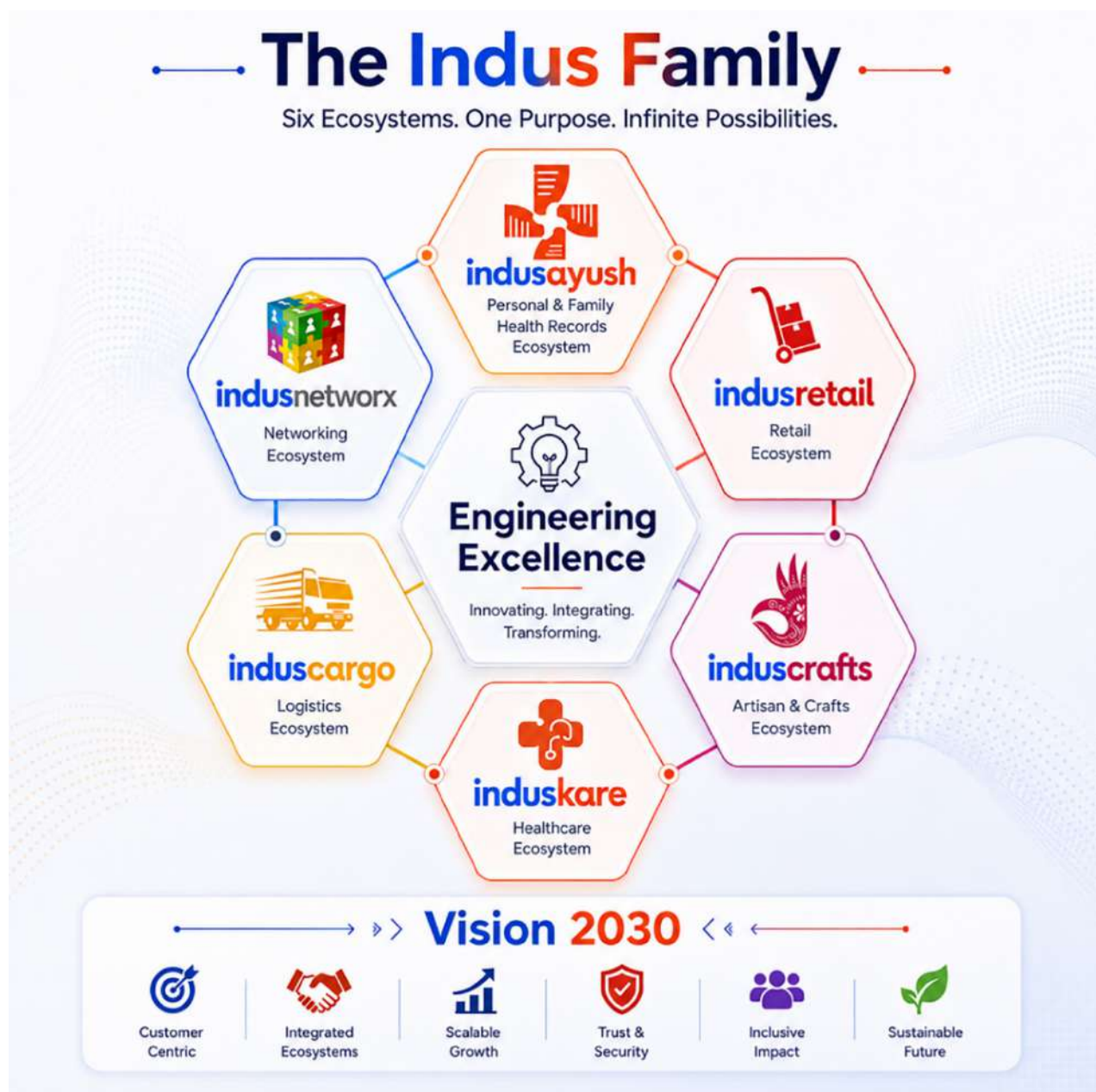


Today, the technology industry is entering another phase of transformation. Artificial Intelligence, intelligent automation, cloud-native architectures, cybersecurity, advanced analytics and connected digital platforms are

reshaping enterprise operations while creating new opportunities across industries. Organizations increasingly seek technology partners capable of delivering scalable, secure and future-ready solutions that combine innovation with measurable business outcomes.

Against this backdrop, Orchasp continues to strengthen its core enterprise technology business while advancing its long-term strategic roadmap through Vision 2030. The strategy reflects management's belief that future growth will increasingly be driven by connected digital ecosystems that address real-world business and societal challenges through technology-enabled platforms. Importantly, this strategic direction complements – rather than replaces – the Company's established enterprise technology capabilities.

As part of this long-term vision, Orchasp is progressively developing The Indus Family – a portfolio of domain-focused digital initiatives spanning healthcare, workforce management, retail, logistics, community services and artisan empowerment. Together, these initiatives represent the Company's aspiration to build connected technology ecosystems that create meaningful value for customers, partners and communities while leveraging its engineering capabilities and enterprise technology expertise.



While pursuing this strategic evolution, the Company remains committed to disciplined execution, prudent financial management and strong corporate governance. Orchasp continues to strengthen customer relationships, invest in emerging technologies, enhance operational excellence and build the organizational capabilities required to support sustainable long-term growth.

The Company also recognizes that sustainable success extends beyond financial performance. Responsible business practices, sound governance, talent development, innovation and stakeholder trust remain integral to its long-term strategy. Management believes enduring value is created by balancing technological advancement with ethical conduct, operational resilience and social responsibility.

Although the macroeconomic environment continues to present uncertainties, the long-term outlook for the technology sector remains encouraging. India's digital economy continues to expand; enterprises are accelerating technology investments and digital transformation remains a strategic priority across industries. These structural trends present significant opportunities for organizations capable of combining engineering expertise with innovation and disciplined execution.

As Orchasp enters the next phase of its journey, management remains confident that the Company's strong foundation, customer-centric approach, experienced leadership and forward-looking strategy position it to participate meaningfully in the evolving digital economy. While continuing to deliver value through its enterprise technology services, Orchasp will advance Vision 2030 with discipline, responsibility and a long-term perspective.



Today, Orchasp builds upon a legacy of technology excellence while preparing for the next generation of digital innovation. Guided by sound governance, engineering excellence, customer-centricity and continuous innovation, the Company remains committed to creating sustainable value for customers, employees, shareholders and the broader stakeholder ecosystem.

Business Overview

Building Enterprise Value Through Technology

Technology has evolved from being a support function to becoming a strategic driver of enterprise growth. Across industries, organizations are investing in digital capabilities that strengthen operational resilience, enhance customer engagement, improve decision-making and enable new business models. As a result, the role of technology partners has expanded from solution providers to long-term strategic collaborators.

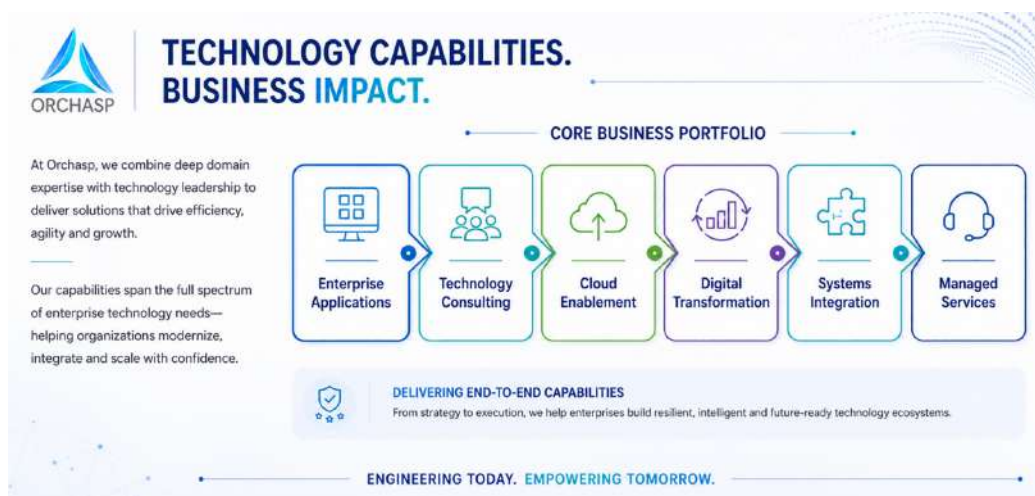
Orchasp Limited has built its business by supporting enterprises throughout this transformation. With more than three decades of experience, the Company delivers technology-led solutions that help organizations modernize operations, improve efficiency and accelerate digital adoption. Its service portfolio includes enterprise applications, technology consulting, cloud enablement, digital transformation, systems integration and managed technology services, enabling customers to build agile, scalable and resilient technology environments.



Orchasp enables organizations to transform technology investments into measurable business value.

The Company's business model is built around delivering practical, scalable and customer-centric technology solutions that address evolving business requirements. By combining engineering capabilities with domain expertise, Orchasp focuses on delivering measurable outcomes while fostering long-term customer relationships founded on trust, quality and execution excellence.

As enterprises accelerate the adoption of cloud computing, Artificial Intelligence, automation and data-driven decision-making, Orchasp continues to strengthen its capabilities in line with changing customer expectations. This includes expanding technology competencies, enhancing service delivery models and integrating emerging digital technologies that improve operational effectiveness and support long-term competitiveness.



Each initiative has been conceived to address opportunities within a specific industry or community while remaining aligned with the Company's broader objective of enabling connected, intelligent and scalable digital ecosystems.



The portfolio spans healthcare, community care, digital commerce, logistics, enterprise collaboration and the creative economy, demonstrating Orchasp's strategic progression from delivering enterprise technology solutions to facilitating technology-enabled ecosystems that encourage collaboration, accessibility and innovation. While each initiative serves a distinct purpose, together they reflect a unified approach to creating long-term stakeholder value through engineering excellence, domain expertise and responsible technology innovation.

Industry Overview - Technology Landscape

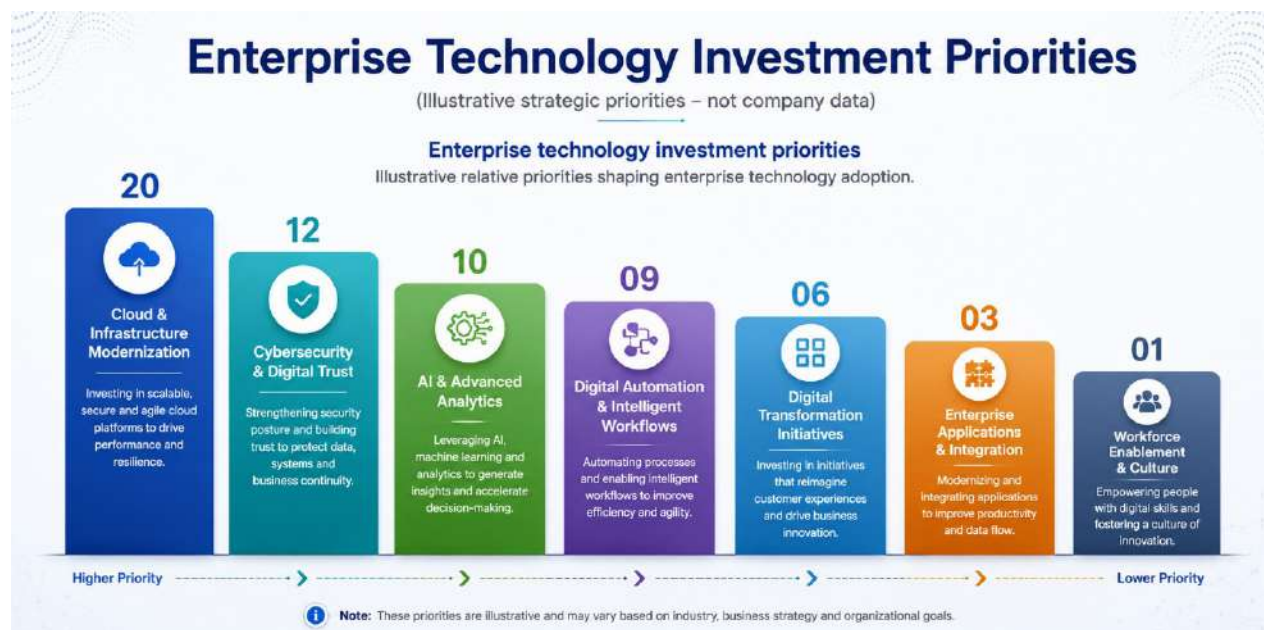
Technology is Entering Its Next Growth Cycle

The global technology industry is undergoing a profound transformation driven by advances in Artificial Intelligence (AI), cloud computing, cybersecurity, intelligent automation, data analytics and connected digital platforms. These technologies are reshaping business models, redefining customer expectations and accelerating digital adoption across industries. For enterprises, technology has become a strategic enabler of growth, resilience and competitive differentiation rather than merely an operational support function.

Organizations are increasingly adopting integrated technology strategies that combine cloud infrastructure, automation, analytics and secure digital ecosystems to create sustainable competitive advantage. Rather than implementing isolated digital initiatives, enterprises are modernizing entire business processes and customer experiences through connected technology architectures.



Artificial Intelligence has emerged as one of the defining technologies of this transformation. AI is enabling organizations to automate repetitive processes, improve decision-making, personalize customer experiences and unlock new sources of productivity. When combined with cloud computing and advanced analytics, AI is fundamentally changing how enterprises innovate, operate and compete.



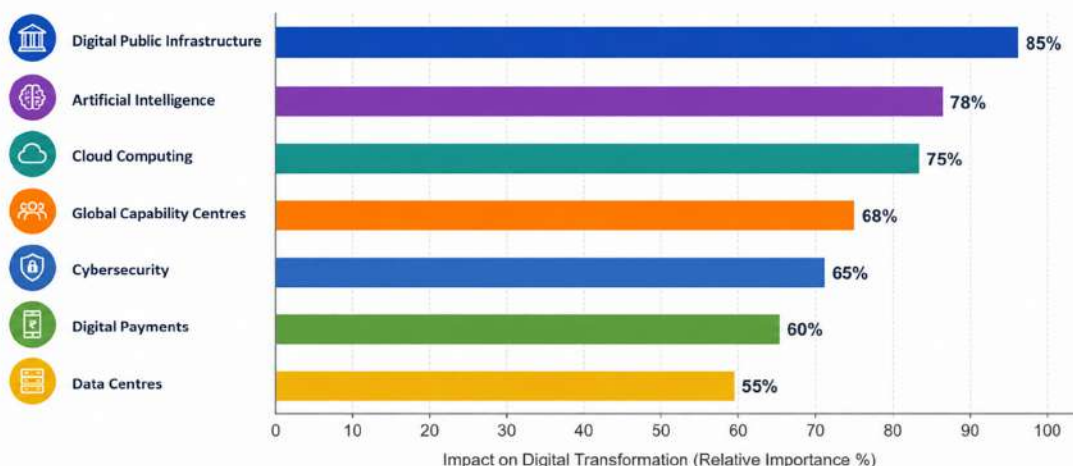
Indian Technology Industry

India's Digital Economy: Powering the Next Wave of Technology Growth

India has emerged as one of the world's most dynamic digital economies, supported by rapid technology adoption, a robust digital public infrastructure, a large technology talent pool and increasing enterprise investment in digital transformation. Government-led initiatives, expanding internet connectivity, cloud adoption, Artificial Intelligence (AI), data-driven innovation and the continued growth of Global Capability Centres (GCCs) are reinforcing India's position as a global technology and innovation hub. These structural developments are creating significant opportunities across enterprise technology, digital platforms and industry-specific technology solutions.

India's Digital Transformation Drivers

Key technologies and enablers powering India's digital future



India's technology industry continues to demonstrate resilience despite evolving global market conditions. Industry investment remains focused on Artificial Intelligence, cloud computing, cybersecurity, engineering research and digital platforms, while Global Capability Centres continue to expand their strategic role in product development, innovation and digital engineering. The sector is progressively shifting from scale-led growth towards value creation, intellectual property and outcome-driven technology services, creating long-term opportunities for companies with strong engineering capabilities and platform-led strategies.

India's continued investments in Digital Public Infrastructure, Artificial Intelligence, cloud adoption and industry-specific digital platforms are also accelerating the development of collaborative digital ecosystems across healthcare, logistics, commerce and public services. These structural shifts are expanding the role of technology providers from solution implementers to long-term innovation partners capable of enabling integrated digital experiences across multiple stakeholder groups.

Looking ahead, the technology industry is expected to be increasingly defined by Artificial Intelligence, intelligent automation, cloud-native platforms, cybersecurity and ecosystem-based digital business models. Organizations capable of combining engineering excellence with scalable digital platforms, domain expertise and long-term innovation strategies are expected to be well positioned to participate in this next phase of digital transformation.

Industry Insight

Technology companies are increasingly creating value not only by delivering software and services but also by enabling connected digital ecosystems that facilitate collaboration among enterprises, institutions, communities and consumers. Platform-based business models are expected to become an increasingly important driver of innovation and long-term value creation across industries.

Digital Healthcare

Healthcare remains one of the most significant opportunities identified under Vision 2030. Through indusayush, Orchasp is exploring technology-enabled healthcare information ecosystems, while induskare reflects the Company's broader vision of supporting community care through digital engagement. Together, these initiatives demonstrate how the Company's long-term ecosystem strategy aligns with the continuing digital transformation of healthcare.

Healthcare is undergoing significant digital transformation as providers adopt electronic health records, connected care models, telemedicine, clinical decision support systems and integrated healthcare information platforms. Increasing investment in healthcare technology is improving patient outcomes while enabling greater operational efficiency, accessibility and data-driven healthcare delivery.

These trends continue to expand opportunities for technology providers capable of delivering secure, interoperable and scalable healthcare platforms.



Workforce Management and Employee Experience

Organizations are placing greater emphasis on employee engagement, workforce development and collaboration. Orchasp's indusnetworx initiative reflects these evolving priorities by exploring connected workforce management ecosystems that support collaboration, professional development and organizational effectiveness.

The future of work continues to evolve as organizations embrace hybrid work environments,

digital collaboration, workforce analytics and employee engagement technologies. Businesses are increasingly investing in intelligent workforce management solutions that support talent development, productivity and organizational effectiveness.

Technology-enabled workforce ecosystems are becoming essential for attracting, developing and retaining skilled talent in an increasingly competitive business environment.

Digital Commerce

The continued evolution of digital commerce creates opportunities for collaborative technology platforms that connect businesses, suppliers and customers. Orchasp's indusretail initiative reflects this long-term strategic direction by exploring digitally connected commerce ecosystems that improve business interactions, operational efficiency and market participation.

Digital commerce continues to reshape the way organizations engage with customers, suppliers and partners. Enterprises are investing in integrated commerce platforms, digital marketplaces and omnichannel business models that improve operational efficiency and strengthen customer engagement.

As organizations increasingly participate in interconnected business networks, platform-led commerce continues to create opportunities across both enterprise and SME segments.



Smart Logistics and Connected Supply Chains

As supply chains become increasingly data-driven and interconnected, technology platforms capable of improving visibility and operational efficiency will play a more significant role. Through induscargo, Orchasp is exploring opportunities aligned with this transformation by supporting the development of connected logistics ecosystems.

Supply chain resilience has become a strategic priority for

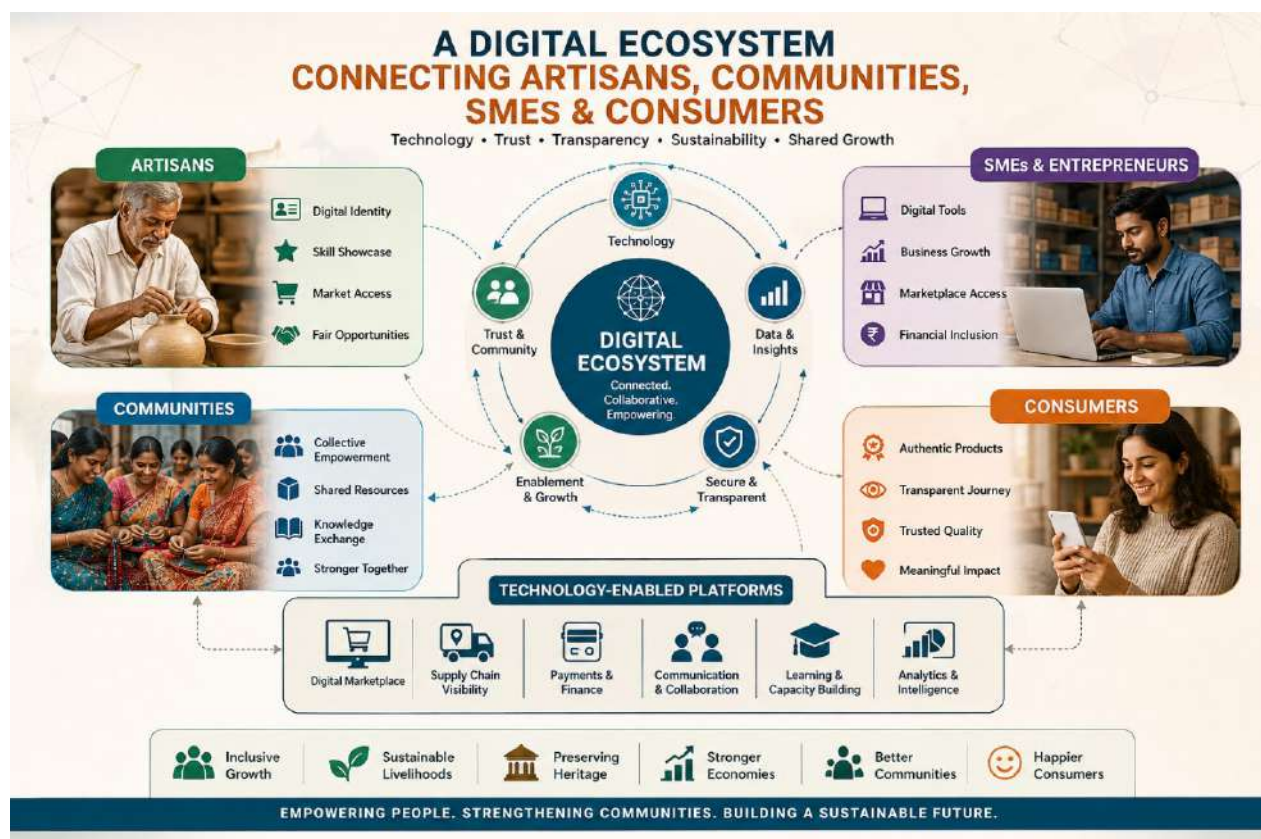


organizations worldwide. Businesses are investing in intelligent logistics platforms, predictive analytics, real-time visibility and digitally connected supply chain ecosystems to improve operational efficiency and responsiveness.

The integration of Artificial Intelligence, IoT, automation and cloud technologies is enabling organizations to build more agile, resilient and data-driven logistics operations capable of responding effectively to rapidly changing market conditions.

Digital Communities and the Creative Economy

Digital technologies are expanding opportunities beyond traditional enterprise environments by enabling greater participation, collaboration and economic inclusion across communities and creative industries. Technology platforms increasingly support community engagement, digital inclusion, artisan empowerment and broader participation in the digital economy.



These developments are creating opportunities for ecosystem-driven business models that combine technology innovation with sustainable social impact, reflecting the growing importance of purpose-led digital transformation.

These structural opportunities extend well beyond individual technologies or industry segments. They reflect the broader evolution of the digital economy toward intelligent, connected and platform-driven business models.

Orchasp's long-term strategy aligns with these market dynamics through its continued focus on enterprise digital transformation, engineering excellence and the progressive development of connected digital ecosystems under Vision 2030. By combining technology expertise with domain-focused innovation, the Company seeks to participate in emerging growth opportunities while creating sustainable value for customers, partners, shareholders and society.

Digital technologies are expanding opportunities for creators and artisan communities to participate in broader economic networks. Through induscrafts, Orchasp seeks to support digitally enabled creative ecosystems that enhance visibility, collaboration and market access while contributing to inclusive economic participation.

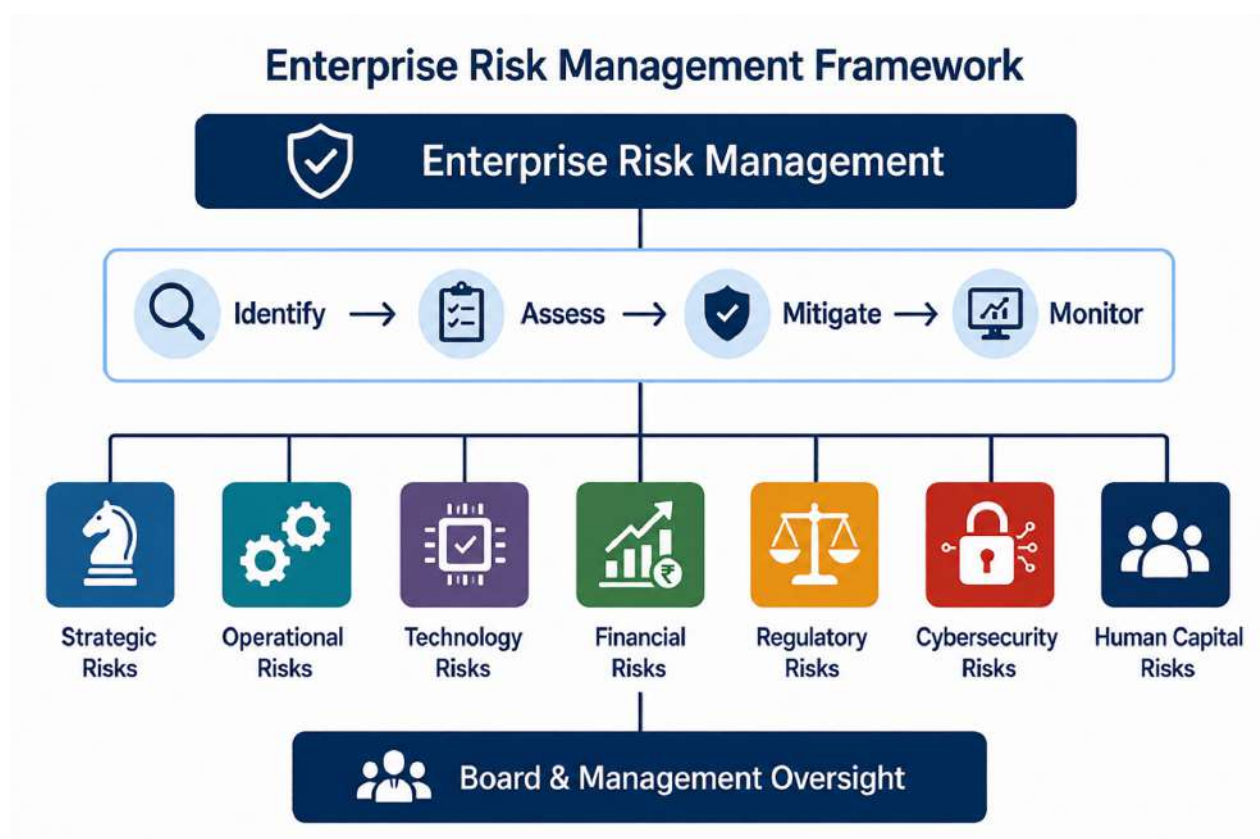
Risks & Concerns

Enterprise Risk Management

Operating in a rapidly evolving technology environment requires Orchasp to proactively identify, assess and manage risks that may affect its business, financial performance and long-term strategic objectives. The Company has established a structured risk management approach that integrates risk identification, assessment, mitigation and periodic monitoring into its governance and decision-making processes.

Risk management at Orchasp is guided by the principles of accountability, business continuity, regulatory compliance, cybersecurity, operational resilience and sustainable value creation. The Company continuously evaluates both internal and external risk factors to strengthen organizational resilience while supporting long-term growth initiatives.

Orchasp recognizes that effective risk management is fundamental to sustainable value creation. The Company has established an enterprise-wide approach to identifying, assessing, monitoring and mitigating risks that may impact its strategic objectives, operational performance and long-term growth. Risk management is integrated into business planning and decision-making processes, enabling management to respond proactively to emerging challenges while maintaining focus on long-term opportunities.



The Company's risk management framework is designed not only to safeguard business continuity but also to support responsible innovation, strengthen stakeholder confidence and reinforce organizational resilience.

Human Resources

People are central to Orchasp's long-term success. The Company recognizes that its ability to deliver innovative technology solutions, build lasting customer relationships and execute its long-term strategy depends on attracting, developing and retaining talented professionals. Human capital development remains an important component of the Company's sustainable growth strategy.

Talent Acquisition and Development

The Company follows a structured recruitment process to attract professionals with strong technical capabilities, analytical skills and a commitment to continuous learning. Orchasp invests in employee development through

technical training, knowledge sharing and on-the-job learning to strengthen capabilities across enterprise technologies, cloud computing, Artificial Intelligence, cybersecurity and digital transformation.

Employee Engagement

Orchasp fosters a collaborative, ethical and performance-oriented work culture that encourages innovation, teamwork and continuous improvement. The Company promotes open communication, leadership engagement and employee development to strengthen organizational capability and support long-term business objectives.

Future-Ready Workforce

As technology continues to evolve, the Company remains focused on building future-ready capabilities across emerging technologies and digital platforms. Continuous investment in employee learning and skill development enhances organizational agility and supports the Company's strategic direction under Vision 2030.

Human Capital Framework

Human Capital Focus	Strategic Objective
Talent Acquisition	Attract skilled technology professionals
Learning & Development	Build future-ready digital capabilities
Employee Engagement	Foster collaboration, innovation and accountability
Talent Retention	Support sustainable organizational growth

The Company believes that sustained business success depends on the capabilities, commitment and wellbeing of its people. By promoting continuous learning, innovation and a culture of accountability, Orchasp seeks to strengthen organizational resilience and create long-term value for customers, employees and shareholders.

Strategic SWOT Analysis

Core Strengths

- **Engineering Excellence:** Over three decades of experience in delivering enterprise technology solutions with strong domain expertise across multiple industry verticals.
- **Customer-Centric Approach:** Long-standing customer relationships built on quality, trust, responsiveness and execution excellence.
- **Vision 2030:** A clearly articulated long-term strategic roadmap focused on innovation, digital transformation and sustainable value creation.
- **The indus Family:** A differentiated ecosystem strategy bringing together digital healthcare, community care, commerce, logistics, workforce collaboration and the creative economy through connected digital platforms.
- **Strong Governance:** Robust corporate governance, enterprise risk management, internal controls and ethical business practices that support responsible and sustainable growth.
- **Innovation-Driven Culture:** Continuous investments in emerging technologies including Artificial Intelligence, cloud computing, cybersecurity and digital platforms.

Strategic Challenges

- Scaling ecosystem initiatives while maintaining operational efficiency and disciplined capital allocation.
- Accelerating market adoption and commercialization of new digital platform offerings under The indus Family.
- Attracting, developing and retaining highly skilled professionals in an increasingly competitive technology talent market.
- Maintaining balanced growth between established enterprise technology services and emerging platform-led businesses.
- Continuously adapting to rapidly evolving technologies, customer expectations and digital business models.

Growth Opportunities

- Increasing enterprise adoption of Artificial Intelligence, Cloud Computing, Cybersecurity and Digital Transformation solutions.
- Expanding opportunities arising from India's Digital Public Infrastructure and growing digital economy.
- Rising demand for integrated, industry-specific digital platforms and connected ecosystem solutions.
- Scaling The Indus Family ecosystem across:
 - > **indusayush** – Digital Healthcare
 - > **induskare** – Community Care
 - > **indusretail** – Digital Commerce
 - > **induscargo** – Logistics
 - > **indusnetworx** – Workforce Management
 - > **induscrafts** – Creative Economy
- Increasing adoption of platform-based business models, automation and intelligent enterprise solutions across industries.

Business Risks or Weakness

- Rapid technological advancements requiring continuous innovation and capability enhancement.
- Intense competition from global technology companies, digital-native businesses and established IT service providers.
- Cybersecurity threats, data privacy concerns and evolving regulatory requirements.
- Microeconomic Uncertainty and changes in customer technology investment priorities.
- Execution risks associated with scaling ecosystem businesses, strategic partnerships and new market initiatives.
- Talent availability and retention challenges in a dynamic technology landscape.

Strategic Perspective

Orchasp's strategic evolution is founded on its established engineering capabilities and enterprise technology expertise, while progressively expanding into connected digital ecosystems through Vision 2030 and The Indus Family. By integrating innovation, digital platforms, responsible governance and customer-centric execution, the Company aims to strengthen its competitive position, capitalize on emerging market opportunities and create sustainable long-term value for all stakeholders.

I. Exchange Fluctuations

Movements in exchange rates continue to be a major threat. There has been volatility in the exchange rate between INR and USD in the recent years and these currencies may continue to fluctuate significantly in future as well. During the year there have been significant volatility in the rupee with a low of INR 83.85 and a high of INR 94.65.

Our results of operation will be affected if the rupee-dollar rates continue to behave in a volatile manner in future or rupee fluctuates significantly against dollar and other currencies.

II. Financial /operational performance:

The Company has adopted Indian Accounting Standards (Ind AS) from current financial year in the preparation and presentation of Financial Statements.

Sources of Funds

1. Reserves and Surplus

The Company's Reserves and Surplus as on 31st March 2026 were INR 52.52 Cr as against INR 48.25 Cr as on 31st March 2025

These reserves include an amount of Rs. 48.07 Cr pertaining to Share Premium and Rs. 4.45 Cr on account of profit.

2. Property Plant and Equipment

During the year there are marginal additions to Tangible Fixed Assets or Intangible Fixed Assets of company

3. Investments in Wholly Owned Subsidiaries

- Cybermate Infotek Limited Inc : The company is considering incorporating a new company and closing the existing company on account of operational challenges in seeking business for the existing company due to NIL Operations for a prolonged period.
- Cybermate International, Unipessol, LDA. The company is in the process of transferring the investment into Orchasp Inc, USA.

4. Deferred taxes – Assets and Liabilities

The Company has Deferred Tax Asset (Net) amounting to Rs. 5.04 Lacs as against Rs.5.62 Lacs in previous year.

5. Trade Receivables

The position of outstanding debtors is as follows.

INR-Lakh

Particulars	Outstanding as at 31-03-2026 for following periods from due date of Payment					
	Less than 6 Months	6 Months 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivables considered good	1,505.89	1,553.37	2,382.02	829.1	9,755.2	16,025.58

6. Inventories

The Company does not have any inventories as at 31st March 2026

7. Cash and Cash Equivalents

The balance of cash and cash equivalents as at the beginning of the year was Rs. 32.08 lacs.

The closing balance of Cash and Cash Equivalents is Rs. 31.37 Lacs held as cash, balances in current account and in deposit accounts and reconciliation elements.

8. Trade Payables and Other Current Liabilities

The position of trade payables is as follows.

INR-Lakhs

Particulars	Outstanding as at 31-03-2026 for following periods from due date of Payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME					
(ii) Other	2,858.50	253.02	1391.66	4,316.34	8,819.52
(iii) Disputed dues-MSME					
(iv) Disputed dues- Others					

9. Provisions.

Provisions include an amount of Rs.122.98 Lacs towards outstanding Salaries and expenses.

III. Results of Operations

1. Income

The Company has received regular income from service contracts during the year. However there is a slowdown in activity due to market conditions.

We report that the turnover of the company for the period 2025-26 was Rs.2,125.62 Lakhs as against Rs. 2,108.27 Lakhs for the period 2024-25.

2. Expenditure

During the year 2025-26 the employee benefit expenses were Rs. 2213.11 lakhs as against Rs. 1754.81 Lakhs for the year 2024-25.

3. Depreciation and Amortisation

Depreciation on Tangible and Intangible assets was provided for the full year.

4. Other Income- Net

Other income of the company includes Dividend income from investment in Shares of Listed Companies and gain on foreign exchange rate variation.

5. Net Profit

The Company had earned a net profit of Rs.105.78 Lakhs as against incurred a net loss of Rs. 1,051.35 lakhs in the previous year.

6. EPS after Exceptions

EPS for the year was Rs. 0.03 as against (0.42) in the previous year.

7. Liquidity

Liquidity has remained challenging due to delayed realisations and reduced activity

8. Related Party Transactions

Transactions with related parties have been made at an arm's length basis and hence are not prejudicial to the interest of the company.

These have been discussed in detail in **Note No: 30** to the standalone & Consolidated financial statements in this Annual report.

IV. Opportunities and Threats

Our Strengths

We have positioned ourselves as a custom-built application development company suiting the requirements of mid and emerging companies.

Our strengths include:

Product development – We have invested time and effort in enhancing our domain expertise in health care, telecom, engineering, energy, logistics and retail segments. We have been able to quickly adopt to the emerging developments in trade practices and enabling new features to our products to keep our customers ahead of their expectations.

End to End Offerings – Our end-to-end business solutions include transaction processing, data management, integration with third party tools and applications, independent testing and validation, network and surveillance, IT Support and Analytics.

Relationships: We have long standing relationships with mid-sized companies and Government Business Units and are quite seasoned in their processes which enable us to seek repeat business. Our track record delivering quality solutions help us strengthen these relationships over time.

Quality and Process Execution: Our clients have always been appreciative of our process implementation procedures and documentation which helps us maintain a healthy relationship and achieve business value.

Our Strategy

Platforms : The emergence of digital platforms for day-to-day merchandise across domains has created a new business space for technology companies as service aggregators.

The company has adopted the aggregation of service model and has conceptualised platforms viz.

- (a) electronic health records repository : www.indusayush.in
- (b) Arts & Crafts ecommerce of niche arts and crafts : www.induscrafts.in
- (c) Corporate Information System : www.indusnetworx.in
- (d) Cargo/Logistics services of small fleet operators : www.induscargo.in
- (e) Retail ecommerce aggregation of unorganised retail : www.indusretail.in
- (f) Healthcare aggregation of health emergency services : www.induskare.in

These platforms work on enrolling service providers with technology support.

On the other hand, the service receivers(customers) register by paying a subscription fee in some cases or simply registering and availing services.

The success of the platforms depends entirely on the marketing campaign and the customer base created.

Our Competition

We compete with small and mid-sized companies in Government and large corporations in application development, maintenance, and business process outsourcing segments.

V. Outlook, Risks & Concerns

- Our revenue and expenses are difficult to predict and can vary significantly from period to period.
- Our success largely depends upon retaining skilled technology professionals and our ability to hire, motivate and retain them.
- We are a company in mid segment space and may not be providing adequate confidence to companies / customers for long term contracts.
- We may not be able to sustain the working capital cycles.
- Our liquidity may not keep us comfortable to stay in the race in case of long sale cycles.
- We may be unable to recoup investments made in developing our software products.
- Our success depends on our management team and key personnel and our ability to attract and retain them.

- Our failures to complete fixed price and fixed time frame contracts or transaction-based pricing contracts within budget and on time may adversely affect our profitability.

We may not be able to provide end to end business solutions for our clients which could lead to clients discontinuing their work with us which in turn could impact our business.

VI. Internal Control Systems and their adequacies

The MD and CFO certification provided in the Annual report discusses the adequacy of our internal control systems and procedures.

VII. Material Developments in Human Resources / industrial relations, number of people employed.

Human Capital

As of March 31st, 2026, the company employed 58, which include software engineers, trainees , process executives and administration.

Recruitment

We have built our software programming skill set by recruiting new graduates from different Engineering colleges and IT training institutes.

We have recruited process executives from Government aided foundations and aided consultancies.

We have in place a robust process which includes aptitude tests and interviews followed by a technology task approach in screening our programmers.

Training and development

Orchasp has always been conducting on the job training programmes on technology , business process , quality and presentation skills to mould its resources into techno commercial resources.

Compensation and Benefits

Orchasp has always been a midsized company attracting trainees to build their capabilities. Orchasp has always been facing challenges to retain its talent from large corporations which offer packages linked to performance and E- SOPs. In order to address this challenge, Orchasp has been considering an E-SOP to retain its talent.

Risk Management Framework

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's Board believes that to ensure sustainable business growth with stability of affairs and operations of the Company, periodical review of various risks having a bearing on the business and operations is vital to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities. Further, it is also belief of your management that Risk Management Framework enables a systematic approach to risk identification, leverage of any opportunities and provides treatment strategies to manage, transfer and avoid or minimize the impact of the risks.

Keeping in view of the above, your Company's risk management is embedded in the continuous business processes and as a part of review of business and operations, your Board with the help of the management periodically reviews various risks associated with the business and products of the Company and considers appropriate risk mitigation process. However there are certain risks which cannot be avoided but the impact can only be minimized.

The risks and concerns associated with each segment of your company's business are discussed while reviewing segment-wise Management and Discussion Analysis. The other risks that the management reviews also include:

- a. Industry & Services Risk: this includes Economic risks like demand and supply chain, Profitability, Gestation period etc.; Services risk like infrastructure facilities; Market risk like consumer preferences and distribution channel etc.; Business dynamics like inflation/deflation etc.; Competition risks like cost effectiveness
- b. Management and Operational Risk: this includes Risks to Property; Clear and well defined work process; changes in technology / up gradation; R&D Risks; Agency network Risks; Personnel & labour turnover Risk; Environmental and Pollution Control Regulations etc.; Locational benefits near metros
- c. Market Risk: this includes Raw Material rates; Quantities, quality, suppliers, lead time, interest rates risk and forex risk.
- d. Political Risk: this includes Elections; War risk; Country/Area Risk; Insurance risk like Fire, strikes, riots and civil commotion, marine risk, cargo risk etc.; Fiscal/Monetary Policy Risk including Taxation risk.
- e. Credit Risk: this includes Creditworthiness; Risk in settlement of dues by clients and Provisions for doubtful and bad debts.
- f. Liquidity Risk: this includes risks like Financial solvency and liquidity; Borrowing limits, delays; Cash/Reserve management risks and Tax risks.
- g. Disaster Risk this includes Natural calamities like fires, floods, earthquakes etc.; Manmade risk factors arising under the Factories Act, Mines Act etc.; Risk of failure of effective disaster Management plans formulated by the Company.
- h. System Risk this includes System capacities; System reliability; Obsolescence risk; Data Integrity risk & Co-ordination and Interface risk.
- i. Legal Risk: this includes Contract risk; Contractual liability; Frauds; Judicial Risk and Insurance risk.
- j. Government Policy: This includes Exemptions, import licenses, income tax and sales tax holidays, subsidies, tax benefits etc.

VIII. Key Financial Ratios

S. No.	Financial Ratios	FY 2026	FY 2025
i.	Debtors Turnover Ratio	0.17	0.18
ii.	Inventory Turnover Ratio	NA	NA
iii.	Interest Coverage Ratio	-	(0.04)
iv.	Current Ratio	1.48	1.49
v.	Debt Equity Ratio	-	1.03
vi.	Operating Profit Margin (%)	4.97	(49.16)
vii.	Net Profit Margin (%)	4.95	(49.91)
viii.	Return on Net Worth (%)	0.90	(9.55)

The Return on Net Worth has changed significantly during the current year as compared to the previous year. The company incurred a loss of Rs. 1,051.35 lakhs in Previous financial year, which was primarily attributable to foreign exchange fluctuations arising on account of FCCBs.

Whereas, in the current year, the Company has reported a net profit of Rs. 105.20 lakhs mainly due to a favourable movement in foreign exchange rates, resulting in an exchange rate gain. Consequently, the improvement in profitability has led to a significant change in Return on Net Worth during the current year.

Cautionary Statement

The statements contained in this section may constitute “forward-looking statements” within the meaning of applicable laws and regulations. These statements reflect the Company’s current objectives, plans, projections, estimates, expectations and predictions and are based on assumptions and information available to the Company as on the date of this Report.

Actual results, performance and achievements may differ materially from those expressed or implied in such forward-looking statements. Various factors may cause actual results to differ, including, but not limited to, changes in economic conditions, demand, supply and price conditions in the domestic and overseas markets in which the Company operates, changes in Government policies and regulations, tax laws, interest rates, competition, availability of raw materials, and other factors that may affect the Company’s operations and financial performance.

The Company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable laws and regulations.

Annexure I

Form No. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1) Details of contracts or arrangements or transactions not at arm's length basis: NIL

All the contracts or arrangements or transactions entered into by the Company with related parties during the financial year 2025-26 were at arm's length basis.

2) Details of material contracts or arrangement or transactions at arm's length basis:

INR - Lakhs

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
CIL Infoserve Ltd Entities owned by common Promoter Director	Software Development & Services	3 years	The Company has entered into specific arrangement with CIL Infoserve Ltd for providing Software Development & Services. The Transactions are in line with such arrangements.	Yes	Nil
Bilwa Infrastructure Ltd Entities owned by common Promoter Director	Business Auxiliary Services	3 Years	The Company has entered into specific arrangement with Bilwa Infrastructure Ltd for providing Business Auxiliary Services. The Transactions are in line with such arrangements.	Yes	Nil
Orchasp Securities Pvt Ltd Entities owned by common Promoter Director.	Business Auxiliary Services	2 Years	The Company has entered into specific arrangement with Orchasp Securities Pvt Ltd for providing Business Auxiliary Services. The Transactions are in line with such arrangements.	Yes	Nil
Orchasp Consulting Pvt Ltd. Entities owned by common Promoter Director	Business Consulting Services	2 Years	The Company has entered into specific arrangement with Orchasp Consulting Pvt Ltd for providing Business Consulting Services. The Transactions are in line with such arrangements.	Yes	Nil

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
Agama IT Biz Solutions (P) Ltd Entities owned by Independent Director	Software Development & Services	3 Years	The Company has entered into specific arrangement with Agama IT Biz Solutions (P) Ltd for providing Software Development & Services. The Transactions are in line with such arrangements.	Yes	Nil
Agama Consulting Group Entities owned by Independent Director	Business Consulting Services	3 Years	The Company has entered into specific arrangement with Agama Consulting Group for provide Business Consulting Services. The Transactions are in line with such arrangements.	Yes	Nil
Kora Trading & Contacting Co. WLL Entities owned by common Promoter Director	Business Auxiliary Services	3 Years	The Company has entered into specific arrangement with Kora Trading & Contacting Co. WLL for providing Business Auxiliary Services. The Transactions are in line with such arrangements.	Yes	Nil
Wahtulmsylh Llmqawlat Entities owned by common Promoter Director	Business Auxiliary Services	3 Years	The Company has entered into specific arrangement with Wahtulmsylh Llmqawlat for providing Business Auxiliary Services. The Transactions are in line with such arrangements.	Yes	Nil

The above contract/transactions were entered into in the ordinary course of business.

For and on behalf of the Board of Directors of
Orchasp Limited

P. Chandra Sekhar

P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212



Krishna Shankar K
Director
DIN:10946978

Place: Hyderabad
Date: 31-08-2026

Annexure II

Conservation of Energy, Research & Development, Technology Absorption and Foreign Exchange Earnings/ Outgo:

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are as follows:

A. Conservation of Energy:

- i. the steps taken or impact on conservation of energy: Adopted the latest technologies available for maximum energy savings including regular monitoring of consumption, reduction of losses and improved maintenance to increase the efficiency and reduce power costs.
- ii. the steps taken by the company for utilizing alternate sources of energy: Nil
- iii. the capital investment on energy conservation equipment: Nil

B. Technology absorption:

- i. the efforts made towards technology absorption: The Company leverages emerging technologies such as Artificial Intelligence (AI) / Machine Learning (ML), Digital Transmission, Data Science, IoT and Blockchain technologies. The company has adapted to improved performance by deploying certain tools and applications in open source technologies.
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution: seamless workflow with ease to handle.
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- N.A
 - (a) the details of technology imported; -
 - (b) the year of import; -
 - (c) whether the technology been fully absorbed; -
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: and
- iv. the expenditure incurred on Research and Development – Nil

C. Foreign Exchange Earnings and Outgo during the year:

- i. Foreign Exchange Earned: Rs. 13,30,86,615/-
- ii. Foreign Exchange Outgo: Rs. 21,57,55,544/-

For and on behalf of the Board of Directors of
Orchasp Limited

P. Chandra Sekhar

P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212

Krishna Shankar K

Krishna Shankar K
Director
DIN:10946978

Place: Hyderabad
Date: 31-08-2026

Annexure - III

Form No. AOC - 1

**(Pursuant to first proviso to sub-section (3) of Section 129 read with
Rule 5 of Companies (Accounts) Rules, 2014)**

**Statement Containing Salient Features of the Financial Statement
of Subsidiaries / Associate Companies / Joint Ventures**

**The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the
Companies (Accounts) Rules, 2014 are as follows:**

Part A: Subsidiaries

Amount in INR.

1.	Sl. No.	1
2.	Name of the subsidiary	Cybermate Infotek Limited Inc
3.	The date since when subsidiary was acquired	22-06-1998
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	January to December
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Reporting Currency – USD Exchange Rate – Rs.89.77/USD
6.	Share capital – INR	2,17,500
7.	Reserves & surplus	Nil
8.	Total assets	2,17,500
9.	Total Liabilities	2,17,500
10.	Investments	Nil
11.	Turnover	Nil
12.	Profit before taxation	Nil
13.	Provision for taxation	Nil
14.	Profit after taxation	Nil
15.	Proposed Dividend	Nil
16.	Extent of shareholding in percentage	100%

1.	Sl. No.	2
2.	Name of the subsidiary	Cybermate International, Unipessoal, LDA
3.	The date since when subsidiary was acquired	12-12-2017
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	January to December
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Reporting Currency – EUR Exchange Rate – 1 EUR = 105.5965 INR
6.	Share capital – INR	68,25,00,000
7.	Reserves & surplus	Nil
8.	Total assets	68,25,00,000
9.	Total Liabilities	68,25,00,000
10.	Investments	Nil
11.	Turnover	Nil
12.	Profit before taxation	Nil
13.	Provision for taxation	Nil
14.	Profit after taxation	Nil
15.	Proposed Dividend	Nil
16.	Extent of shareholding in percentage	100%

1	Sl. No.	3
2.	Name of the subsidiary	Orchasp Inc
3.	The date since when subsidiary was acquired	09-12-2025
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	January to December
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Reporting Currency – USD Exchange Rate – 1 USD = 89.77 INR
6.	Share capital – INR	-
7.	Reserves & surplus	Nil
8.	Total assets	-
9.	Total Liabilities	-
10.	Investments	Nil
11.	Turnover	Nil
12.	Profit before taxation	Nil
13.	Provision for taxation	Nil
14.	Profit after taxation	Nil
15.	Proposed Dividend	Nil
16.	Extent of shareholding in percentage	100%

Notes:

- | | | | |
|----|--|---|--------|
| 1. | Names of subsidiaries which are yet to commence operations | - | Nil |
| 2. | Names of subsidiaries which have been liquidated or sold during the year | - | Note 1 |

Note 1: Cybermate International, Unipessoal, LDA, wholly owned subsidiary in Portugal remained non-operational for over five years. On receipt of notice from Portuguese authorities for cancellation of certificate of incorporation, a new company was formed in USA Orchasp Inc, to which investments and related operations and assets of Cybermate International, Unipessoal, LDA were transferred.

PART B: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures-
Not Applicable

- | | | | |
|----|--|---|-----|
| 1. | Names of associates or joint ventures which are yet to commence operations | - | Nil |
| 2. | Names of associates or joint ventures which have been liquidated or sold during the year | - | Nil |

For and on behalf of the Board of Directors of
Orchasp Limited

P. Chandra Sekhar

P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212



Krishna Shankar K
Director
DIN:10946978

Place: Hyderabad
Date: 31-08-2026

Annexure - IV

Form No - MR-3**Secretarial Audit Report
For The Financial Year Ended 31st March, 2026**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Amount in INR.

To,
The Members
Orchasp Limited
Hyderabad, Telangana State.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices Orchasp Limited (**CIN: L72200TG1994PLC017485**) (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on **31st March, 2026** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Orchasp Limited** for the period ended on **31st March, 2026** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (Applicable w.e.f 15th May, 2015);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not Applicable during the audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period);

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client.
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 (Not Applicable during the audit period) and.
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (Not Applicable during the audit period);

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time.
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The following are the changes in the composition of the Board of Directors during the year under review.

Completion of tenure of Independent Director of the Company:

1. During the year, the first term of office of Ms. Ponnari Gottipati, (DIN 09075036) as an Independent Director of the Company will end on 12th February 2026. Accordingly, she ceased to be an Independent Director with effect from the close of business hours on 12th February 2026. Ms. Ponnari Gottipati has expressed her inability to continue for a second term due to her pre-occupational and personal reasons.
2. During the year, the second consecutive term of appointment of Mr. Bade Srinivasa Reddy (DIN: 01384074) as an Independent Director of the Company ended on 06th March 2026. Accordingly, he ceased to be an Independent Director with effect from the close of business hours on 06 March 2026.
3. During the year, the second consecutive term of appointment of Mr. Sai Roopkumar Vegunta (DIN: 05317482) as an Independent Director of the Company ended on 06th March 2026. Accordingly, he ceased to be an Independent Director with effect from the close of business hours on 06 March 2026.

Appointments/Resignations:

Appointments:

1. During the year, Mr. Srinivasu Sunkara (DIN: 11509166) Mr. Srinivasu Sunkara (DIN: 11509166) as an additional director designated as an Independent Director of the company with effect from 10th February 2026.
2. During the year, Ms. Sirisha Pattapurathi (DIN: 02185189) as an additional director designated as a non-executive non-independent woman director of the company with effect from 10th February 2026.
3. During the year, Mr. Ravi Prasad Muthyam (DIN: 06603818) as an additional director designated as an Independent Director of the company with effect from 06th March 2026.

Resignations: NIL

Change in Designation: NIL

Further, the following penalties were levied on the company by the BSE and NSE for delays in submission of compliance report during the period.

Period	Remarks	Regulation	Report	Amount (INR-Lakhs)		
				Levied	Waived	Paid
September - 2025	Penalty for Non-Compliance	44 (3)	Delay of Non-Submission of Voting Results	0.2	-	0.2
September - 2025	Penalty for Non-Compliance	23(9)	Delay of Non-Submission of Related Party Transaction in the format as specified and within the prescribed timeline - Half Year Ended	0.05	-	0.05
May - 2025	Penalty for Non-Compliance	24 (A)	Delay of Non-Submission of Annual Secretarial Compliance Certificate	2.54	-	2.54
June - 2025	Penalty for Non-Compliance	35	Delay of Non- Compliance with Submission of SHP within the prescribed timeline	1.72	-	1.72
March - 2023	Penalty for Non-Compliance	33	Delay of Non- Compliance with Submission of standalone and consolidated financial results	0.30	-	0.30

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven days' notice in accordance with the provisions of section 173 of the act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that as far as possible, there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines



T. Durga Pallavi

ACS No. 23864

C.P. No.: 19724

P.R. No.: 3876/202

UDIN Number: A023864H001306741

Place: Hyderabad

Date: 31-08-2026

Note: This report is to be read with my letter of even date which is Annex – Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members
Orchasp Limited
Hyderabad, Telangana.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that, I have followed has provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



T. Durga Pallavi

ACS No. 23864

C.P. No.: 19724

P.R. No.: 3876/202

UDIN Number: A023864H001306741

Place: Hyderabad

Date: 31-08-2026

Annexure V

Details in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The ratio of remuneration of each director to the median remuneration of the employees and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary of the Company in the financial year:

S. No	Name of the Director/KMP, Designation	Ratio of remuneration to the median remuneration of the employees	Percentage increase / decrease in remuneration
1.	Chandra Sekhar Pattapurathi, Managing Director & CFO	35.71	-
2.	Sirisha Pattapurathi, Non-Executive Director *	0.03	-
3.	Krishna Shankar K, Non-Executive Director	1.31	129.17
4.	Srinivasu Sunkara, Independent Director *	0.03	-
5.	Ravi Prasad Muthyam, Independent Director %	-	-
6.	Ravi Kishore V B B, Independent Director	3.98	22.79
7.	Vegunta Sai Roopkumar, Independent Director ^	2.42	63.71
8.	Bade Srinivasa Reddy, Independent Director ^	2.80	09.30
9.	Ponnari Gottipati, Independent Director \$	1.49	0.81
10.	Sangeeta Mundhra, Company Secretary	-	-

Note: ^ Resigned w.e.f March 6, 2026; \$ Resigned w.e.f February 12, 2026; *Appointed w.e.f February 10, 2026; % Appointed w.e.f March 6, 2026

- ii. The percentage increase/decrease in the median remuneration of employees in the financial year: -41.67
- iii. The number of permanent employees on the rolls of company: 50
- iv. Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year: 15.39
- v. Percentile increases in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: No change
- vi. The key parameters for any variable component of remuneration availed by the directors: Not Applicable
- vii. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy, applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company.
- (vi) Particulars of Employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment of Remuneration of Managerial Personnel) Rules, 2014: Not Applicable

For and on behalf of the Board of Directors of
Orchasp Limited

P. Chandra Sekhar

P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212

Krishna Shankar K

Krishna Shankar K
Director
DIN:10946978

Place: Hyderabad
Date: 31-08-2026

Corporate Governance Report

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the report contains the details of Corporate Governance systems and processes at Orchasp Limited ('Orchasp or 'the Company').

Corporate governance is the set of processes, customs, policies, laws and institutions affecting the way a company is directed, administered or controlled. It is a system of structuring, operating and controlling a company with a view to achieve long term strategic goals to satisfy shareholders, creditors, employees, customers and suppliers.

Corporate governance is based on principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders and commitment to conducting business in an ethical manner.

The detailed report on Corporate Governance as per the format prescribed by Securities and Exchange Board of India under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is set out below:

1) Company's Philosophy on Code of Governance

Orchasp is committed to good corporate governance. Orchasp aims to achieve the objective of enhancing the shareholders' value by ensuring effective relationship with stakeholders and protecting their interests. Orchasp believes that the Company's business strategy and plans should be consistent with the welfare of all its stakeholders that will bring sustained corporate growth and long-term benefit to all.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors, our environment and the society at large.

Vineet has been practising the principles of good corporate governance with a great zeal of commitment and sincerity. Vineet's principle of corporate governance comes from the belief that the high standards of ethics, timely disclosures, accountability and transparency go a long way in preserving shareholders' trust and creating wealth.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations as applicable, with regard to corporate governance and also the Guidance Note on Board Evaluation as prescribed by the Securities and Exchange Board of India (SEBI).

2) Board of Directors

The Company believes that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

a) Composition and Category of Directors

The Board of Directors along with its committees provide leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value. The Board has a fiduciary relationship in ensuring that the rights of all the stakeholders are protected. Your Company has an engaged and well-informed Board with qualifications and experience in diverse areas. The Board composition is in conformity with Section 149 of the Companies Act, 2013 ("the Act").

The Company's Board has an optimum combination of Executive and Non-Executive Directors including a Woman Director. The Board of Directors of the Company consists of six (6) Directors as on March 31, 2026. To ensure transparent and professional conduct of Board procedures in all aspects and related thereto 3 out of 6 Directors are Independent. The Chairman of the Board is an Executive Director.

The Composition of the Board as of 31st March 2026 is given below:

DIN	Name of the Director	Designation	Category
01647212	Mr. Chandra Sekhar Pattapurathi	Managing Director & CFO	Promoter Executive
02185189	Mrs. Sirisha Pattapurathi	Non - Executive Director	Promoter
10946978	Mr. Krishna Shankar K	Non - Executive Director	Promoter
11509166	Mr. Srinivasu Sunkara	Independent Director	Non-Executive
06603818	Mr Ravi Prasad Muthyam	Independent Director	Non-Executive
03271596	Mr. Ravi Kishore B. V. B.	Independent Director	Non-Executive

b) Attendance of each Director at the Board Meetings and the last AGM

The table hereunder gives the attendance record of the Directors at the seven (7) Board Meetings held during the year 2025-26 and the last Annual General Meeting (AGM) held on 30th September 2025:

Name of the Directors	No. of Board Meeting entitled to attend	No. of Board Meetings attended	Attendance at AGM
Mr. Chandra Sekhar Pattapurathi	7	7	Yes
Mrs. Sirisha Pattapurathi	1	1	NA
Mr Krishna Shankar K	7	7	No
Mr. Srinivasu Sunkara	1	1	NA
Mr. Ravi Prasad Muthyam	-	-	NA
Mr. Ravi Kishore B. V. B.	7	7	Yes
Mr. V. Sai Roopkumar	7	4	Yes
Mr. Bade Srinivasa Reddy	7	7	Yes
Mrs. Ponnari Gottipati	6	5	No

c) Number of other Boards or Board Committees in which the director of the company is a member or Chairperson.

S. No	Name of Director	No. of other directorships held *	No. of other Board Committees**		Directorship in other listed entity
			As a Member	As a Chairman	
1	Mr. Chandra Sekhar Pattapurathi	3	2	1	Response Informatics Limited
2	Mrs. Sirisha Pattapurathi	-	-	-	-
3	Mr. Krishna Shankar K	-	-	-	-
4	Mr. Srinivasu Sunkara	-	-	-	-
5	Mr. Ravi Prasad Muthyam				
6	Mr. Ravi Kishore B. V. B.	1	-	-	-
7	Mr. Vegunta Sai Roopkumar	-	-	-	-
8	Mr. Bade Srinivasa Reddy	-	-	-	-
9	Mrs. Ponnari Gottipati	-	-	-	-

Note: * Excluding Private Limited Companies, Foreign Companies and Section 8 Companies.

** Only membership of Audit and Shareholders' Grievances Committees are considered.

None of the Directors on the Board is a Director in more than 7 listed entities. None of the Non – Executive Directors is an Independent Director in more than 7 listed entities as required under the Listing Regulations. Further, the Managing Director do not serve as Independent Director in more than 3 listed entities. None of the Directors held Directorships in more than 20 Indian companies, with more than 10 public limited companies. None of the Directors on the Board is a member of more than ten Committees or Chairperson of more than five Committees (committees being Audit Committee and Stakeholders' Relationship Committee) across all Public Companies in India, in which he/she is a Director. Necessary disclosures regarding their Committee positions have been made by all the Directors.

All Directors are in compliance with the limit on Directorships /Independent Directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations.

The Company has received declarations on criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations from the Directors of the Company who have been classified as Independent Directors as on March 31, 2026.

d) Number of Board meetings held, dates on which held.

Seven (7) Board Meetings were held during the financial year ended 31st March 2026. The maximum gap between any two consecutive meetings did not exceed 120 days.

The dates on which the Board meetings were held are May 28, 2025, August 11, 2025, August 30, 2025, November 11, 2025, December 18, 2025, February 10, 2026 and March 6, 2026. The necessary quorum was present for all the meetings. Minutes of the meetings of all the Board and the Committees are circulated to all the Directors.

During the FY 2026, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

e) Meeting of Independent Directors.

A separate meeting of Independent Directors was held on 11th November 2025 inter-alia to review the performance of the Non-Independent Directors and the Board of Directors as a whole, review the performance of Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the management of the company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

f) Disclosure of relationship between Directors inter-se.

None of the other Directors are related to each other.

g) Shares and Convertible Instruments held by Non-Executive Directors.

Name of the Director	Number of Equity Shares held in the Company
Sirisha Pattapurathi*	1,100
Krishna Shankar Kanamarlapudi	-
Srinivasu Sunkara *	-
Ravi Prasad Muthyam %	14,95,100
Ravi Kishore Vithaleswara Brahmananda Bhattiprolu	-
Vegunta Sai Roopkumar ^	-
Bade Srinivasa Reddy^	-
Ponnari Gottipati &	-

^ Resigned w.e.f March 6, 2026. & Resigned w.e.f February 12, 2026.

*Appointed w.e.f February 10, 2026; % Appointed w.e.f March 6, 2026

h) Details of Familiarization programmes imparted to Independent Directors is given below.

The details of programs for familiarization of the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are available on the website of the Company at the weblink <https://orchasp.com/wp-content/themes/orchasp/assets/files/Familiarisation-Programme-for-Independent-Directors.pdf>

i) Skills/expertise/competence of the Board of Directors for the effective functioning of the Company which are currently available with the Board:

As required under the Listing Regulations, the list of core skills/expertise/competencies as identified by the Board of Directors in the context of its business and sector for it to function effectively and those available with the Board are as under:

Matrix of skills/expertise/competencies:

Knowledge	Understanding of the Company's business, policies and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
Technical/ Professional skills and specialized Knowledge	A significant background in Software industry, resulting in knowledge, generate disruptive markets, and extend or create new business models.
Behavioural Skills	Attributes and competencies to use their knowledge and skills to function well as team-members and to interact with key stakeholders.
Strategic thinking and Planning	Appreciation of long-term trends, strategic choices, and experience in guiding and leading management teams to make decisions in uncertain environments.
Leadership	Leadership Skill to ensure effective guidance to and monitoring of the management and to set a corporate culture and the values by which executives throughout the group should behave.
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation
Financial Discipline and Risk Oversight	Understanding of Financial Management, Financial Reporting Process and Financial & Operational controls. Ensuring focus on returns. Understand and oversee internal and external risks associated with the Business and to put in place appropriate policies and procedures to effectively manage such risks
Corporate Governance	Experience in implementation of the statutory laws, rules, regulations etc. for effective implementation and ensuring proper corporate governance.

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/ qualifications, professional background, sector expertise and special skills.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

The details of Directors of the Company who possess the above referred skills/expertise/competencies are as given below:

Director	Knowledge of the Company's business	Technical/ Professional skills and specialized Knowledge	Behavioural Skills	Strategic thinking and Planning	Leadership	Sales and marketing	Financial Discipline and Risk Oversight	Corporate Governance
Chandra Sekhar P	#	#	#	#	#	#	#	#
Sirisha P	#	#	#	#	#	-	-	-
Krishna Shankar K	#	#	#	#	#	#	-	-
Srinivasu Sunkara	#	#	#	#	-	#	-	#
Ravi Prasad Muthyam	#	-	#	#	#	#	#	#
Ravi Kishore V B B	#	#	#	#	-	#	#	#
Vegunta Sai Roopkumar ^	#	#	#	#	#	-	#	#
Bade Srinivasa Reddy^	#	#	#	#	#	-	#	#
Ponnari Gottipati &	#	#	#	#	#	-	#	#

^ Resigned w.e.f March 6, 2026. & Resigned w.e.f February 12, 2026.

j) Confirmation about Independent Directors in the opinion of the Board

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence with an objective independent judgment and without any external influence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

k) Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided

Not Applicable

l) Code of Conduct

The Board has laid down two separate Codes of Conduct, one for all the Board Members and the other for Senior Management of the Company. These Codes have been posted on the Company's website <https://orchasp.com/wp-content/themes/orchasp/assets/files/Code-of-Conduct-and-Ethics-for-Board-of-Directors.pdf> and <https://orchasp.com/wp-content/themes/orchasp/assets/files/Code-of-Conduct-for-Senior-Management.pdf> respectively. All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Chairman and Managing Director to this effect is enclosed at the end of this Report as **Annexure VIII**. The Code of Conduct for the Board Members of the Company is in line with the provisions of the Companies Act, 2013, which includes Code for Independent Directors, which is a guide to professional conduct for Independent Directors of the Company pursuant to Section 149(8) and Schedule IV of the Companies

Act, 2013.

m) MD and CFO Certification.

As required under the Listing Regulations, the MD and the CFO of the Company have certified the Financial Statements for the year ended 31st March 2026 before their submission to the Board. The Chairman and Managing Director and CFO also furnish quarterly certification on Financial Statements while placing the Financial Statements before the Board in terms of Regulation 17(8). The Annual Certificate given by the Managing Director and CFO forms part of the Annual Report as **Annexure IX**.

3) Audit Committee

(a) Brief description of terms of reference.

The Committee is empowered with the role and powers as prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Audit Committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommend for appointment, remuneration and terms of appointment of auditors
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to
 - o matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
 - o changes, if any, in accounting policies and practices and reasons for the same
 - o major accounting entries involving estimates based on the exercise of judgment by management
 - o significant adjustments made in the financial statements arising out of audit findings
 - o compliance with listing and other legal requirements relating to financial statements
 - o disclosure of any related party transactions
 - o modified opinion(s) in the draft audit report
- review, with the management, the quarterly financial statements before submission to the board for approval
- review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter
- review and monitor the auditor's independence and performance, and effectiveness of audit process
- approval or any subsequent modification of transactions of the listed entity with related parties
- scrutiny of inter-corporate loans and investments
- valuation of undertakings or assets of the listed entity, wherever it is necessary
- evaluation of internal financial controls and risk management systems
- review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
- review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- discussion with internal auditors of any significant findings and follow up there on
- review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board

- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- review the functioning of the whistle blower mechanism
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
- Carry out any other function as is mentioned in the terms of reference of the audit committee.
- review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
- management discussion and analysis of financial condition and results of operations
- management letters / letters of internal control weaknesses issued by the statutory auditors
- internal audit reports relating to internal control weaknesses
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee
- statement of deviations – quarterly and annual

In addition, the Committee is also required to discharge such other roles / functions as may be decided from time to time.

(b) Composition, Name of Members and Chairperson including meetings and attendance

The Audit Committee of the Board is constituted with Three (3) Directors. All of the members of the Committee are financially literate and have adequate accounting knowledge. Accordingly, the Composition of the Audit Committee is in conformity with Regulation 18 of the Listing Regulations.

The Composition, Meetings and Attendance of Members of Audit Committee, is given below:

Name of Director	Designation	No. of Meetings Held	No. of Meetings attended
Ravi Prasad Muthyam [^]	Chairperson	5	-
Srinivasu Sunkara #	Member	5	-
Ravi Kishore V B B	Member	5	5
Ponnari Gottipati &	Member	5	4
Vegunta Sai Roop Kumar *	Member	5	4

[^] Appointed w.e.f March 6, 2026. # Appointed w.e.f February 10, 2026. & Resigned w.e.f February 12, 2026 * Resigned w.e.f March 6, 2026

During the Financial Year 2025-26, the Audit Committee met 5 (Five) times on the following dates: May 28, 2025, August 11, 2025, November 11, 2025, December 18, 2025 and February 10, 2026.

The Statutory Auditor, Internal Auditor, Chief Financial Officer and Senior Manager (Finance and Accounts) were invited to the meetings of the Audit Committee. The Company Secretary acts as the Secretary to the Audit Committee.

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

4) Nomination and Remuneration Committee (NRC)

(a) Brief description of terms of reference

The Committee is empowered with the role and powers as prescribed under Regulation 19 of the Listing Regulations, Section 178 of the Companies Act, 2013 and in Nomination & Remuneration Policy

of the Company. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- o For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - > use the services of an external agencies, if required;
 - > consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - > consider the time commitments of the candidates.
- Formulate the criteria for evaluation of performance of independent directors and the board of directors;
- Devise a policy on diversity of board of directors;
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

(b) Composition, name of members and Chairperson including meetings and attendance

The Nomination and Remuneration Committee of the Board is constituted with three Non-Executive Directors. During the financial year 2025-26, Nomination and Remuneration committee met six (6) times i.e., on May 28, 2025, August 11, 2025, November 11, 2025, January 30, 2026, February 10, 2026, and March 6, 2026.

The Composition, Meetings and Attendance of Members of Nomination and Remuneration Committee, is given below:

Name of the Director	Designation	No of Meetings Held	No. of meetings attended
Ravi Kishore V B B	Chairperson	6	6
Srinivasu Sunkara #	Member	6	-
Sirisha P #	Member	6	-
Bade Srinivasa Reddy ^	Member	6	6
Vegunta Sai Roop Kumar ^	Member	6	6

^ Resigned w.e.f March 6, 2026; # Appointed w.e.f March 6, 2026

(c) Nomination and Remuneration policy.

The Committee recommends the compensation package to the directors of the Company. The remuneration will include salary, perquisite, allowances and commission. The remuneration policy is directed towards rewarding performance based on review of achievements. It is aimed at attracting and retaining high calibre talent. The Nomination and Remuneration Policy is available on the Company's website at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Nomination-and-Remuneration-Policy-.pdf>.

The Policy ensures that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

(d) Performance Evaluation criteria for independent directors

The performance evaluation criteria for Independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

5) Stakeholders' Relationship Committee (SRC).

(a) Brief description of terms of reference

The Committee is empowered with the role and powers as prescribed under Regulation 20 of the Listing Regulations and Section 178(5) of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Stakeholders Relationship Committee, inter alia, includes the following:

- Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

(b) Composition, name of members and Chairperson including meetings and attendance

The Stakeholders' Relationship Committee (SRC) of the Board is constituted with three Directors. During the financial year 2025-26, SRC met only four (4) times on May 28, 2025, August 11, 2025, November 11, 2025, and February 10, 2026.

The Composition, Meetings and Attendance of Members of Stakeholders' Relationship Committee, is given below:

Name of Director	Designation	No. of meetings held	No. of meetings attended
Krishna Shankar K ^	Chairman	4	3
Sirisha P ^	Member	4	-
Ravi Prasad M ^	Member	4	-
Bade Srinivasa Reddy	Member	4	4
Ravi Kishore V B B #	Member	4	4

^ Appointed w.e.f March 6, 2026;

(c) Name and designation of Compliance Officer

Designation - Company Secretary and Compliance Officer
Email id for investor grievances - secretarial@orchasp.com
Name: Ms. Sangeeta Mundhra

(d) Complaints of shareholders

Number of complaints received during 2025-26	-
Number of complaints not solved to the satisfaction of shareholders	-
Number of pending complaints	-

6) Senior Management

Name	Designation
Chitti Babu	Vice President - Operations

7) Remuneration of Directors

There are no pecuniary transactions with any non-executive director of the Company.

Non-Executive Directors are paid sitting fee for attending the Board and Committee meetings.

- Criteria of making payments to non-executive directors is displayed on the website at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Criteria-for-Making-Payment-to-Non-Executive-Directors.pdf>
- The details of sitting fee paid to the Independent Directors during the financial year 2025-26 are as follows

Name of the Director	Amount (Rs.)
Mr. Srinivasu Sunkara	-
Mr. Ravi Prasad Muthyam	-
Mr. Ravi Kishore B. V. B.	3,34,000
Mr. Vegunta Sai Roop Kumar	2,03,000
Mr. Bade Srinivasa Reddy	2,35,000
Mr. Ponnari Gottipati	1,25,000

- The details of remuneration paid to Executive and Non-Executive Directors during the year are as follows:

Name of the Director and Designation	Salary in Rs	Benefits	Bonus	Commission	Service Contracts	Notice Period
Chandra Sekhar P Managing Director	2,85,39,000	-	-	-	Re -appointed as Managing Director for a period of 5 years w.e.f October 1, 2025	As per the Company Rules

There were no severance fees, stock option plan or performance linked incentive for Executive / Non-Executive Directors.

8) General Body Meetings.

(a) Location and time, where last three AGMs held:

The following are the details of the last three Annual General Meetings held:

Financial Year	Date	Time	Venue
2024-25	30-09-2025	10.30 A.M	Plot No-19 & 20, Moti Valley, Trimulgherry, Secunderabad 500 015 through VC / OAVM
2023-24	30-09-2024	10.30 A.M	Plot No-19 & 20, Moti Valley, Trimulgherry, Secunderabad 500 015 through VC / OAVM
2022-23	25-09-2023	10.30 A.M	Plot No-19 & 20, Moti Valley, Trimulgherry, Secunderabad 500 015 through VC / OAVM

(b) Special Resolutions passed in the previous three AGMs:

Financial Year	Special Resolution
2024-25	- To Re-appoint Mr.P Chadra Sekhar (DIN: 01647212) as Managing Director and CFO of the Company. - To appoint Mr. Krishna Shankar (DIN: 10946978) as Non-Executive and Non-Independent Director of the Company. - To Allot Equity Shares on a preferential basis to Mrs. P. Rajeswari as a legal heir of Late Mr. P.C.Pantulu, Promoter & Ex-CEO of the company, upon conversion of his balance unsecured loan - To Approve Allotment of Equity Shares on a preferential basis to Global Focus Fund towards interest accrued on 1 % Unsecured Foreign Currency Convertible Bonds (FCCB's) - To Ratify the Loan Agreement cum MOU of M/s WAHA AI Mesela for Contracting,(C.R.No 105596)
2023-24	- To Approve and confirm the Loan Agreement cum Memorandum of understanding of Apptest Corporation, USA - To Re-appoint Mr. Koteswara Rao Kanamarlapudi (DIN: 06401491) as Non-Executive Director of the Company. - To Re-appoint Mr.B.V.B. Ravi Kishore (DIN: 03271596) as an Independent Director of the Company.
2022-23	- To Allot Equity Shares on a preferential basis to Mrs P.Rajeswari as a legal heir of Late Mr.P.C.Pantulu, Promoter & Ex-CEO of the company, upon conversion of his existing unsecured loan - To Approve and confirm the Loan Agreement cum Memorandum of understanding of M/s KORA Contracting and Trading Co.W.L.L - To Approve and confirm the Loan Agreement cum Memorandum of understanding of M/s WAHA AI Mesela for Contracting.

(c) Special Resolution passed last year through postal ballot – details of voting pattern

None

(d) Person who conducted the postal ballot exercise –

Not Applicable

(e) Whether any special resolution is proposed to be conducted through postal ballot

No such proposal as on the date of this report.

(f) Procedure for Postal Ballot

Since postal ballot was not conducted, no procedure was required to be followed for the same.

9) Means of Communication.

(a) Quarterly results:

The quarterly results of the Company are published in accordance with the requirements of the Listing Regulations.

(b) Newspapers wherein results normally published:

Quarterly / Half Yearly / Annual Audited Results are generally published in widely circulated newspapers viz., Business Standard (English daily) and Nava Telangana (Regional Newspaper – Telugu Daily).

(c) Any website, where displayed:

Quarterly / Half Yearly / Annual Audited Results, Annual Reports, Announcements, Investor information, Policies etc. are displayed on the Company's website: <https://orchasp.com/investors/> under Disclosures & Filings.

(d) Annual Report

Pursuant to the MCA circulars and SEBI Circulars, the Annual Report for FY 2025-26 containing the Notice of AGM will be sent through e-mails to all those Members whose e-mail IDs were registered with the Company/ Depository Participants. However, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available to those shareholder(s) who have not registered their e-mail ids shall be despatched by the RTA.

(e) Whether it also displays official news releases: None

(f) Presentations made to institutions investors or to the analysts: No presentations were being made during the financial year

10) General Shareholder Information.

- (a) Annual General Meeting: 30 September 2026, 10:30 A.M through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")
- (b) Financial Year: April 01, 2025 to March 31, 2026
- (c) Record Date / Book Closure Date for the purpose of AGM: September 24, 2026 to September 30, 2026 (both days inclusive)
- (d) Dividend Payment Date: Not Applicable
- (e) Listing on Stock Exchanges:

BSE Limited
P. J. Towers, Dalal Street, Mumbai 400 001
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

The Company confirms that it has paid annual listing fees to the Stock Exchanges for the year 2025-2026.

- (f) There was no suspension of trading in Securities of the Company during the year under review.
- (g) Registrars and Share Transfer Agents:

Aarthi Consultants Private Limited
1-2-285, Domalguda, Hyderabad - 500029
Phone: +91 – 40 -27638111; -27638111; 27638111
E-mail Id: info@aarthicconsultants.com

(h) Share Transfer system

The Company has appointed Aarthi Consultants Private Limited, Hyderabad as Registrar and Share Transfer Agents for the purpose of carrying on the work relating to share transfers - both physical and demat form. The requests received for transfer of shares from the shareholders are normally completed within prescribed time, subject to the documents being valid and complete in all respects.

As per the Listing Regulations, requests for effecting transfer of equity shares in physical form shall not be accepted by Aarthi Consultants Private Limited, Registrars and Transfer Agents, w.e.f. 01.04.2019 unless the equity shares are held in the dematerialized form with a Depository. However, in order to

facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026, which is now extended till February 4, 2027. This was communicated to the members who hold the shares in physical form. The shareholders need to convert the shares to demat form compulsorily, if they wish to effect any transfer. However, the restriction is not applicable to the requests received for transmission or transposition of physical shares. All the shareholders, who hold the shares in physical form, are requested to dematerialize the shares at the earliest to avoid inconvenience in future, for transferring the shares.

(i) Distribution of Shareholding

Distribution of Shareholding as on 31st March 2026:

S. No	Category	Holders	Holders Percentage	Shares	Amount	Amount Percentage
1	1 - 5000	38596	86.15	1,69,32,556	3,38,65,112.00	4.89
2	5001 - 10000	2670	5.96	1,04,55,711	2,09,11,422.00	3.02
3	10001 - 20000	1591	3.55	1,25,41,753	2,50,83,506.00	3.62
4	20001 - 30000	542	1.21	68,46,328	1,36,92,656.00	1.98
5	30001 - 40000	312	0.7	56,97,910	1,13,95,820.00	1.64
6	40001 - 50000	181	0.4	41,99,115	83,98,230.00	1.21
7	50001 - 100000	424	0.95	1,57,23,499	3,14,46,998.00	4.54
8	100001 & Above	483	1.08	27,40,28,494	54,80,56,988.00	79.1
	Total:	44,799	100	34,64,25,366	69,28,50,732.00	100

Total Nominal Value Rs. 69,28,50,732, Nominal Value of each Share: Rs.2/-

Total No. of Shares/Units 34,64,25,366, Paid up Value of each Share: Rs.2/-

Distinctive No(s) from 01 to 34,64,25,366

Shareholding Pattern as at 31-03-2026		
Category	No of Shares	Percentage
Promoters	6,40,14,368	18.48
Financial Institutions & Banks	200	-
FII/FCB	-	-
Bodies Corporate	1,63,56,699	4.72
NRIs	35,52,653	1.03
Overseas Corporate Bodies	11,15,89,495	32.21
Trusts	2,000	0.00
Clearing Members	6,472	0.00
Resident Individuals	15,09,03,479	43.56
Total	34,64,25,366	100.00

(j) Dematerialization of shares and liquidity

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the Shareholder has to open a demat account with a Depository Participant (DP). The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through NSDL/CDSL to the R&T Agent. On receipt of the demat request, both physically and electronically and after verification, the Shares are dematerialized, and an electronic credit of shares is given in the account of the Shareholder.

The Company has made necessary arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization facility.

Reconciliation of Share Capital as at 31-03-2026		
Particulars	No of Shares	% of Total Capital Issued
Held in Dematerialised form in NSDL	23,71,23,230	68.45
Held in Dematerialised form in CDSL	10,87,46,447	31.39
Physical form	5,55,689	0.16
Total	34,64,25,366	100

The ISIN No/Code for the Company's Equity Shares is INE215B01022.

(k) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity - Nil**(l) Commodity Price Risk or Foreign Exchange risk and hedging activities:**

The Company is not carrying on any Commodity Business and has also not undertaken any hedging activities; hence same are not applicable to the Company.

(m) Plant Location: No separate plant. The company is operating from its Registered Office.**(n) Address for correspondence**

Company:

The Company Secretary and Compliance Officer,

Plot No-19&20, Moti Valley, Trimulgherry,

Secunderabad 500 015

Phone: +91 40 4776 6123 / 124

E-mail Id: secretarial@orchasp.com

Registrar and Share Transfer Agents:

Aarthi Consultants Private Limited

1-2-285, Domalguda, Hyderabad - 500029

Phone: +91 – 40 -27638111; -27638111; 27638111

E-mail Id: info@aarthiconsultants.com

(o) Corporate Identity Number: L72200TG1994PLC017485**(p) Credit rating along with revisions, if any: Not Applicable since the company neither issued any debt instruments nor commenced any fixed deposit programme / any scheme involving mobilization of funds, whether in India or abroad.**

11) Disclosures.

- (a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

During the year 2025-2026, there was no materially significant related party transaction which had potential conflict with the interests of the Company at large. The details of the related party transactions are disclosed in the notes on accounts forming part of the Annual Report. In terms of Regulation 23 of the Listing Regulations, the Board has formulated a Related Party Transaction Policy.

The Related Party Transaction Policy is uploaded on the website of the Company at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Related-Party-Transaction-Policy.pdf>

- (b) Details of Non-Compliance and Penalties during the last three years - None
- (c) Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee.

The Company has framed a Whistle Blower Policy with a view to provide a vigil mechanism for Directors and Employees of the Company to report genuine concerns about unethical behaviour, any wrongdoings, actual or suspected fraud or violation of the Company's Code of Conduct, legal or regulatory requirements and to provide direct access to the Chairperson of the "Audit Committee" in appropriate or exceptional cases, to provide adequate safeguards for protection of Employees and Directors from victimization or unfair treatment and ensure that frivolous accusations are not made.

The Audit Committee periodically reviews the functioning of the Whistle Blower Mechanism.

No personnel have been denied access to the Audit Committee. Whistle Blower Policy is uploaded on the website of the Company at <https://orchasp.com/wp-content/themes/orchasp/assets/files/Whistle-Blower-Policy-.pdf>

The Whistle Officer has not received any complaint for the financial year ended 31st March 2026.

- (d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements of the Listing Regulations entered into with the Stock Exchanges.

Extent of adoption of discretionary requirement as specified in Part E of Schedule II:

- The Company has one woman Independent Director – Sirisha Pattapurathi.
 - The Company has been disclosing the financial performance on the website of the company for the knowledge of the shareholders.
- (e) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – Since equity shares were issued and allotted under preferential issue in consequence to conversion of unsecured loan, no fresh funds were raised and hence no disclosure is required.
- (f) Policy for determining 'material subsidiaries' : <https://orchasp.com/wp-content/themes/orchasp/assets/files/Material-Subsidiary-Policy.pdf>
- (g) SEBI Complaints Redress System (SCORES): The investors' complaints are also being processed through the centralized web base complaint Redressal system of SEBI. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the complaints. SEBI vide its Circular dated March 26, 2018 and August 13, 2020, October 22, 2020, and September 20, 2023 have streamlined the process of filing investor grievances in the SCORES in order to ensure speedy and effective resolution of complaints filed therein. The said Circulars can be accessed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=1&ssid=7&smid=0>.

- (h) A certificate (Annexure VI) has been received from T.Durga Pallavi, Practicing Company Secretary regarding compliance of conditions of corporate governance, which is annexed to the Board's Report.
- (i) A certificate (Annexure VII) has been received from M T.Durga Pallavi, Practicing Company Secretary, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.
- (j) The Board has accepted the recommendations of all the Committees during the year 2025-26.
- (k) J M T & Associates, Chartered Accountants, Registration No. 104167W have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees for FY 2025-26, on consolidated basis is given below:

Particulars	Rs.
Services as statutory auditors	4,00,000
Other matters (including quarterly audits)	50,000
Re-imbursement of out-of-pocket expenses	-
Total	4,50,000

- (l) The Company has adopted a policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During FY 2025-26, the Company has not received any complaints pertaining to Sexual Harassment. Further there were no cases / complaints pending disposal as at the end of the financial year.
- (m) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount'- No such transactions during the year under review.
- (n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries - The Company does not have any material subsidiary.
- (o) As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking appointment / re-appointment at this AGM are given in the Annexure to the Notice of this AGM.
- (p) Disclosure of Accounting Treatment in preparation of Financial Statements:

The Company has followed the Indian Accounting Standards and Accounting Principles Generally Accepted in India in preparation of its Financial Statements.

- (q) Code for Prevention of Insider Trading Practices
Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Fair Disclosure and Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The Code has been formulated to regulate, monitor and ensure reporting of trading by the Employees and Connected Persons designated on the basis of their functional role in the Company towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable.

The Code of Conduct for prohibition of insider trading, and to regulate, monitor and report trading by designated person is posted on the website of the Company at <https://orchasp.com/investors/>

The Code of practices and procedures for fair disclosure of UPSI is posted on the website of the Company at <https://orchasp.com/investors/>

- (r) Management Discussion and Analysis Report

The Report on Management Discussion and Analysis is annexed to the Directors' Report and forms part of this Annual Report.

- (s) Proceeds from public issues, rights issue, preferential issues, etc. – Preferential issue was made during the year under purview but no fresh funds were raised on account of conversion of existing unsecured loan.
- (t) Disclosures in respect of demat suspense account/unclaimed suspense account as on 31.03.2026
- None
- (u) No Agreements were entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity. Consequently, there was no rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.

Annexure - VI

Certificate on Compliance of Corporate Governance

**To
The Members
Orchasp Limited**

I have examined the compliance of the conditions of Corporate Governance by Orchasp Limited ('the Company') for the year ended on March 31, 2026, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2026.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



T. Durga Pallavi

ACS No. 23864

C.P. No.: 19724

P.R. No.: 3876/202

UDIN Number: A023864H001306684

Place: Hyderabad

Date: 31-08-2026

Annexure - VII

Certificate of Non-Disqualification of Directors

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

**To,
The Members
Orchasp Limited**

This certificate is issued pursuant to clause 10(i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide circular dated May 9, 2018 of the Securities and Exchange Board of India.

We have examined the compliance of provisions of the aforesaid clause 10(i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of our information and according to the explanations given to us by the Company, and the declarations made by the Directors, we certify that none of the directors of Orchasp Limited (CIN L72200TG1994PLC017485) ('the Company') having its registered office at Plot No. 19 & 20, Moti Valley, Trimulgherry, Secunderabad, Telangana, 500015 have been debarred or disqualified as on March 31, 2026 from being appointed or continuing as directors of the Company by SEBI/Ministry of Corporate Affairs or any other statutory authority.

No	DIN	Name of the Director	Designation	Date of appointment
1	01647212	Mr. Chandra Sekhar Pattapurathi	Managing Director	30-06-2006
2	10946978	Mr. Kanamarlapudi Krishna Shankar	Director	07-02-2025
3	02185189	Mrs. Sirisha Pattapurathi #	Director	10-02-2026
4	03271596	Mr. RaviKishore Vithaleswara Brahmananda Bhattiprolu	Director	28-06-2021
5	11509166	Mr. Srinivasu Sunkara #	Director	12-02-2026
6	06603818	Mr. Ravi Prasad Muthyam ##	Director	06-03-2026
7	09075036	Ms. Ponnari Gottipati *	Director	13-02-2021
8	05317482	Mr. Sai Roopkumar Vegunta **	Director	07-03-2016
9	01384074	Mr. Srinivasa Reddy Bade **	Director	07-03-2016

* Up to 12-02-2026, ** Upto 06-03-2026, # From 10-02-2026, ## From 06-03-2026

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



T. Durga Pallavi

ACS No. 23864

C.P. No.: 19724

P.R. No.: 3876/202

UDIN Number: A023864H001306411

Place: Hyderabad

Date: 31-08-2026

Annexure - VIII

Declaration by the Chairman and the Managing Director Under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

To

The Members of Orchasp Limited

I, Chandra Sekhar Pattapurathi (DIN: 01647212), Chairman and Managing Director of Orchasp Limited declare that all the Board Members and the Senior Management personnel have affirmed in writing their adherence to the Code of Conduct adopted by the Company for the financial year ended on 31st March 2026.

For and on behalf of the Board of Directors of
Orchasp Limited



P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212

Place: Hyderabad
Date: 31-08-2026

Annexure - IX

Managing Director and CFO Certification

The Board of Directors

Orchasp Limited

Secunderabad.

Dear Members of the Board,

I P. Chandra Sekhar, Managing Director & CFO, am responsible for the finance function certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, all the notes on accounts and the Boards Report.
2. These statements do not contain any materially untrue statement or omit to state any material fact or contain statements that might be misleading.
3. The financial statements and other financial information present a true and fair view of the Company's affairs, the Company's financial condition, results of operations, cash flows of the company for the period ended 31st March 2026 are in compliance with existing Accounting Standards, applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2026 are fraudulent, illegal or violative of the Company's code of conduct except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
6. We have indicated to the auditors and the audit committee of the board of directors
 - (a) Significant changes in internal control over financial reporting during the year under
 - (b) Significant changes in accounting policies during the year that the same have been disclosed in notes to the financial statements and
 - (c) Instances of significant fraud if any, of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For and on behalf of the Board of Directors of
Orchasp Limited



P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212

Place: Hyderabad
Date: 31-08-2026



Standalone Financial Statements

Independent Auditor's Report

To the Members of Orchasp Limited Report on the Audit of the Standalone Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of **Orchasp Limited** ("the company"), which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended, and the notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Ind AS Financial Statements").

Based on the information and explanations provided to us, except for the possible effects of the matter described in the "Basis for Qualified Opinion" section of our report, we are of the opinion that the aforesaid standalone financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on 31st March 2026.

Basis for Qualified Opinion:

1. We refer to the carrying value of investments of Rs. 6,825 lakhs held in the Wholly Owned Subsidiary located in Portugal "Cybermate International, Unipessoal, LDA", which has remained non-operational for over five years and has received a notice from the Portuguese authorities for cancellation of its Certificate of Incorporation due to non-compliance with statutory filing requirements.

The Company has incorporated a new subsidiary, "Orchasp Inc" in the USA and transferred the investments and related operations/assets of "Cybermate International, Unipessoal, LDA" to the said new subsidiary.

In the absence of sufficient information and clarity on the new subsidiary's financial position, we are unable to comment on the appropriateness of the carrying value of the investment or determine whether a provision for impairment is required.

2. The Trade Receivables and trade payables have been outstanding for a period of more than 6 months. In the absence of confirmations for Trade payables, Trade Receivables and various advances/loans, we are unable to comment on the extent to which such balances are payable/recoverable.
3. The company has not paid Tax Deducted at Source (TDS) payments and other statutory dues up to 31st March, 2026.

We conducted our audit of the Standalone 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 Standalone 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 (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements for the year ended March 31, 2026. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key Audit Matter	How the Key Audit Matter was addressed in our audit
Evaluation of uncertain tax positions The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	Obtained details of completed tax assessments and demands for the year ended March 31, 2026 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain Tax Positions as at April 1st 2026 to evaluate whether any change was required to management's position on these uncertainties.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Ind AS Financial Statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Standalone 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 Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone 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 Standalone Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone 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 Standalone 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.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that is appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 Standalone 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 Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone 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.

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, based on our audit we report that:

- a) We have sought and except for the effects of the matters described in the Basis for Qualified opinion paragraphs, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) Except for the effects of the matters described in the Basis for Qualified opinion paragraphs above, in our opinion, proper books of accounts as required by law have been kept by the Company.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) Except for the effects of the matters described in the Basis for Qualified opinion paragraphs above, in our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under.
- e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements. (Refer **Note No. 24** of Notes to Standalone Financial Statements)
 - ii) The Company does 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 Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, 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, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, 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 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 Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

v) The company has not declared or paid any dividend during the year.

For J M T & Associates.,
Chartered Accountants
FRN: 104167W



Vijaya Pratap M
Partner
Membership No: 213766
UDIN: 26213766SNZTGQ6863

Place: Mumbai
Date: 27-05-2026

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the standalone financial statements of Orchasp Limited (the "Company"))

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
(B) The company has maintained proper records showing full particulars of intangible assets.
 - b) As explained to us, Property Plant and Equipment have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.
 - c) According to the information and explanations given to us and on the basis of our examination of records of the Company, there are no immovable properties held in the name of the Company.
 - d) According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.
 - e) As represented to us and according to the information given to us, the Company does not hold any Benami Property. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) a) The Company does not have any inventory.
b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets.
- iii) The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv) As per the information and explanation given to us and in our opinion, the Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act.
- v) The Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 73 of "the Act" and hence directives issued by the reserve bank of India and the provisions of section 73 to 76 or any other relevant provisions of "the Act" the Rules framed there under are not applicable to the Company.
- vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company.
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - a) The company is not regular in depositing the undisputed statutory dues, including Provident Fund, Employees State Insurance and other material statutory dues applicable to it with the appropriate authorities.
 - b) There were undisputed amounts payable in respect of Provident fund, Employees state Insurance, Income Tax, and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable and the details are as under:

S. No	Name of the Statute	Nature of Dues	Due amount (Rs. in Lakhs)
1	Income Tax Act, 1961	Tax Deducted at Source	1.50
2	Employees Provident Fund & Misc Provisions Act, 1952	Provident Fund	3.02
3	Telangana Professional tax Act, 1987	Professional Tax	0.32
4	Employee State Insurance Act, 1948	Employees State Insurance	1.46

- c) According to the information and explanations given to us, and based on the records examined by us, amount outstanding towards income tax and FEMA on account of dispute are as under; (Refer **Note No: 24** of Standalone Ind AS Financial statements)

INR - Lakhs

S.No	Name of the statute	Nature of Dues	U/S	Demand	Period to which amount Relates	Forum where the dispute is pending
1	Income Tax Act, 1961	Income Tax	154	456.51	2014-15	Pending with CIT(A) - NFAC
2	Income Tax Act, 1961	Income Tax	143(3) rws 254	443.82	2009-10	Pending with CIT(A) - NFAC
3	Income Tax Act, 1961	Income Tax	147	383.45	2013-14	Pending with CIT(A) - NFAC
4	Income Tax Act, 1961	Income Tax	143(3) r.w.s 254	118.26	2013-14	Pending with CIT(A) - NFAC
5	Income Tax Act, 1961	Income Tax	143(3)	227.43	2011-12	Pending with CIT(A) - NFAC
6	Foreign Exchange management act	Enforce-ment Directorate Penalty	Sec 13(1) of FEMA	4,500.00	FY 2001-02 to 2011-12	Appeal authority at Delhi
				4,500.00	FY 2011-12	
				2,157.12	FY 2011-12 to 2015-16	
				2.00	FY 2004 to 2008	

- viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961(43 of 1961) as income during the year.
- ix) (a) Based on our audit procedures and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of records, the company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on examination of the financial statements, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary or associate.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised any loans during the year on the pledge of securities held in its subsidiary or associate.
- x) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.

- xi) (a) Based on examination of books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, 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 the companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii) The Company is not a Nidhi Company as per the provisions of the Act. Accordingly, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
- 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) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) According to the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of section 192 of the Companies Act 2013 are not applicable to the Company.
- xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended).
- xvii) The company has not incurred cash losses in the current financial year and there is no cash loss in 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 realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Ind AS 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) The Company is not covered under the provisions of Section 135 of the Companies Act, 2013.

For J M T & Associates.,
Chartered Accountants
FRN: 104167W



Vijaya Pratap M
Partner
Membership No: 213766
UDIN: 26213766SNZTGQ6863

Place: Mumbai
Date: 27-05-2026

Annexure “B” To The Independent Auditor’s Report

Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')

We have audited the internal financial controls over financial reporting of Orchasp Limited ('the company') as of 31st March 2026 in conjunction with our audit of 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.

Auditor’s 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. These standards and guidance note require that we comply with ethical requirements and plan and performed 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 Judgment, including the assessment of the risk 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 and the company's internal financial control 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 these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, 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 principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation 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.

Qualified Opinion

In our opinion, except for the possible effects of the matter described in the basis for qualified opinion, the company has in all material respects reasonable internal financial controls system over financial reporting but not adequate and such internal financial controls over financial reporting were operating effectively as at March 31st 2026 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 ICAI.

For J M T & Associates.,
Chartered Accountants
FRN: 104167W



Vijaya Pratap M
Partner
Membership No: 213766
UDIN: 26213766SNZTGQ6863

Place: Mumbai
Date: 27-05-2026

Orchasp Limited

Standalone Balance Sheet as at March 31, 2026

INR-Lakhs

Particulars	Notes	As At 31 March, 26	As At 31 March, 25
Assets			
Non-current assets			
(a) Property, Plant and Equipment	2	9.35	11.29
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets	3	1.41	1.41
(f) Intangible assets under development		-	-
(g) Financial Assets		-	-
(i) Investments	4	6,827.18	6,827.18
(ii) Trade Receivables		-	-
(iii) Other financial assets		-	-
(h) Deferred tax assets (net)	5	5.04	5.62
(i) Other non-current assets		-	-
Current assets			
(a) Financial Assets		-	-
(i) Investments	6	0.76	0.77
(ii) Trade receivables	7	16,025.58	12,972.63
(iii) Cash and cash equivalents	8	31.37	32.08
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(vi) Others (to be specified)	9	5.14	5.04
(b) Current Tax Assets (Net)		-	-
(c) Other current assets	10	298.48	281.35
Total Assets		23,204.30	20,137.37
Equity and Liabilities			
Equity			
(a) Equity Share capital	11	6,928.51	6,391.01

Standalone Balance Sheet (Contd.)

Orchasp Limited

Standalone Balance Sheet as at March 31, 2026

INR-Lakhs

Particulars	Notes	As At 31 March, 26	As At 31 March, 25
(b) Other Equity	12	5,252.33	4,824.63
Liabilities			
Non-current liabilities			
(a) Financial Liabilities		-	
(i) Borrowings		-	-
(ii) Trade payables			-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	13	8,819.52	5,981.26
(ii) Other financial liabilities (other than those specified in item (c))	14	732.86	1,565.58
(b) Other current liabilities	15	1,064.10	987.36
(c) Provisions	16	152.08	132.63
(d) Current Tax Liabilities (Net)	17	254.90	254.90
Total Equity and Liabilities		23,204.30	20,137.37
Summary of significant accounting policies	1		

The accompanying notes 1-22 are integral part of Standalone financial statements

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766SNZTGQ6863

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No: A59771

Place : Mumbai
Date : 27-05-2026

Orchasp Limited

Standalone Statement of Profit and Loss for the year ended March 31, 2026

INR-Lakhs

Particulars	Notes	As At 31 March, 26	As At 31 March, 25
Income			
Revenue from operations	18	2,125.62	2,108.27
Other Income	19	393.85	54.21
Total Income		2,519.47	2,162.48
Expenses			
Consumption of Goods/Services			-
Purchases of Licenses for Software Applications		4.00	6.44
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress			-
Employee benefits expense	20	2,213.11	1,754.81
Finance costs	21	-	14.80
Depreciation and amortization expenses	2&3	3.62	2.62
Other expenses	22	192.94	1,435.16
Total expenses		2,413.68	3,213.82
Profit/(loss) before exceptional items and tax		105.78	(1,051.35)
Exceptional Items			
Profit/ (loss) before exceptions items and tax			
Tax expense:			
(1) Current tax	17	-	-
(2) Deferred tax	5	0.58	1.01
Profit (Loss) for the period from continulng operations		105.20	(1,052.35)
Profit/(Loss) from discontinued operations		-	-
Tax expenses of discontinued operations		-	-
Profit/(Loss) from Discontinued operations (af-ter tax)		-	-
Profit/(Loss) for the period		105.20	(1,052.35)

Standalone Statement of Profit and Loss (Contd.)

Orchasp Limited

Standalone Statement of Profit and Loss for the year ended March 31, 2026

INR-Lakhs

Particulars	Notes	As At 31 March, 26	As At 31 March, 25
Other Comprehensive Income			
A. i) Items that will not be reclassified to profit or loss			
ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. i) Items that will be reclassified to profit or loss			
ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the period (XIII+XIV) Comprising Profit (Loss) and Other comprehensive Income for the period)		105.20	(1,052.35)
Earnings per equity share (for continuing operation):			
(1) Basic		0.03	(0.42)
(2) Diluted		0.03	(0.42)
Summary of significant accounting policies	1		

The accompanying notes 1-22 are integral part of financial statements

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766SNZTQG6863

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No: A59771

Place : Mumbai
Date : 27-05-2026

Orchasp Limited

Standalone Cash Flow Statement for the year ended March 31, 2026

INR-Lakhs

Particulars	As at 31 March, 2026	As at 31 March, 2025
A. Cash Flow from Operating Activities:		
Profit before taxation	105.78	(1,051.35)
Adjustments for		
Depreciation	3.62	2.62
Interest Expense	-	14.80
Amortisation of Product Development Cost		
Diminution in value of investment		
Impairment of Intangible Asset		
Other Income	393.85	54.21
Dividend Income		
Bad Debts Written Off		
Operating Profit before working capital changes	(284.44)	(1,088.14)
Increase / (Decrease) in Current Tax Liability		-
(Increase) / Decrease in Trade Receivables	(3,053.04)	(2,216.75)
(Increase) / Decrease in Other Current Assets	(17.13)	(10.77)
Increase / (Decrease) in Trade Payables	2,838.26	1,773.34
Increase / (Decrease) in Other Current Liabilities	76.75	28.51
Increase / (Decrease) in Short Term Provisions	19.45	(44.20)
Cash generated from Operations	(420.15)	(1,557.99)
Taxes Paid	-	-
Net Cash Generated from Operating activities (A)	(420.15)	(1,557.99)
B. Cash Flow from Investing Activities :		
Purchase of tangible assets/intangible assets (net) including transfer from CWIP	(1.68)	(6.19)
Sale of Fixed Assets	-	-
Decrease in Capital Work In Progress	-	-
Other Income	393.85	54.21
Dividend Income	-	-
(Increase) in Current Investments	-	-
(Decrease) in Other Non Current liabilities	-	-
(Decrease) in Non Current Investments	-	-

Standalone Statement of Cash Flow (Contd.)

Orchasp Limited

Standalone Cash Flow Statement for the year ended March 31, 2026

INR-Lakhs

Particulars	As at 31 March, 2026	As at 31 March, 2025
Net Cash Flow from Investing Activities (B)	392.17	48.02
C. Cash Flow from Financing Activities :		
Issue of Share Capital	860.00	1,459.87
Increase in other Equity	-	-
Increase in Short Term Borrowings	(832.73)	50.69
Interest Paid	-	(14.80)
Increase in Long Term liabilities	-	-
Net Cash from Financing Activities (C)	27.27	1,495.77
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(0.71)	(14.21)
Cash & Cash Equivalents at the beginning of the year	32.08	46.29
Cash & Cash Equivalents at the end of the year	31.37	32.08
Notes		
1. The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.		
2. The accompanying notes are an integral part of the financial statements.		
3. Previous year figures have been regrouped /reclassified to conform to current year classification.		
4. Cash and Cash Equivalents Comprise		
Particulars	As at 31 March 2026	As at 31 March 2025
Cash on hand	0.03	0.01
Balances with Banks in Current and Deposit Accounts	31.34	32.07
Total	31.37	32.08

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766SNZTGQ6863

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No: A59771

Place : Mumbai
Date : 27-05-2026

Note 1: Significant Accounting Policies

1. Corporate Information

Orchasp Limited is Public limited company incorporated in India with its registered and corporate office at 19 & 20, Moti Valley, Tirumulgherry, Secunderabad, India. The Company is listed on the BSE Limited and NSE of India Limited. The company is engaged in providing IT Services, solutions, platforms and has been providing services to industry segments viz Health Care, Telecom, Manufacturing, Engineering, Energy Retail and Railways.

The financial statements for the year ended 31st March 2026 were approved by the Board of Directors on the 27th May 2026.

a. Basis of Preparation of Financial Statements:

Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Standalone Financial Statements provide comparative information in respect of previous year.

Historical cost convention

These Financial Statements have been prepared under the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

i) Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the 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 services and their realisation in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current noncurrent classification of assets and liabilities.

ii) Functional and Presentation Currency:

The Financial Statements are presented in Indian Rupees (*) which is the Company's functional and presentation currency, and all amounts are rounded to the nearest rupee in lakhs.

2. Summary of Significant Accounting Policies

a. Property, Plant & Equipment:

(i) Recognition and measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit & Loss when the asset is discarded/sold.

(ii) Depreciation

The company depreciates property plant and equipment on straight-line method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

b. Intangible Assets:

(i) Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity is recognised at cost only if it is probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable on monetary assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably.

ii) Depreciation

The company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:

Software acquired

Particulars	Useful life
Software License	2 years

Software internally developed.

Particulars	Useful life
Product/Platform	4 years

c. Impairment:

The carrying amount of Property, Plant & Equipment, Intangible Assets, and Investment Property are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

d. Foreign Currency Transactions:

i) Functional and Presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the company's functional and presentation currency.

ii) Transactions and Balances:

Transactions in foreign currencies are translated into functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/ (losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

e. Revenue Recognition:

The Company derives revenue primarily from software development, maintenance of software/ hardware and allied services, sale of software licenses, subscriptions for services and ecommerce.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. The Company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

i) Time and Material Contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

ii) Fixed- price contracts:

Revenues from fimxed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers.

iii) Services contracts:

Revenue from services contracts is recognized rateably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of

repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

iv) Sale of licenses & Subscriptions

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenues from Sale of Subscriptions shall be recognized linear to the period of the contract.

v) Ecommerce/Retail

Revenue from Ecommerce transactions i.e., sale of third-party products/applications/services shall be recognized on realization of the merchandise.

vi) Other Income

Profit on Sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying amount of the investment.

Dividend income is recognized when the company's right to receive dividends is established.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

f. Income Tax:

Income Tax comprises current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

Deferred tax is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized, or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of Profit & Loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

g. Provisions, Contingent Liabilities, Commitments and Contingent

Assets:

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

h. Earnings per Share:

Basic earnings per share is computed using the net profit/ (loss) for the year (without taking impact of OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures, or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

i. Segment Reporting:

In accordance with the requirement of AS-108 on Segment reporting, the company has determined its business segment as Computer Programming Consultancy and related services. There are no other primary reportable segments. Thus, the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statement of the company for the year ended 31st March 2020. There are no secondary reportable segments (Geographical Segments).

j. Financial Assets

Initial Recognition and Measurement: All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTP L), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

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

Financial asset at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) to present the subsequent changes in fair value through profit and loss account.

Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) at fair value through profit and loss account.

iii. Impairment of financial assets:

The company assesses at each balance sheet date whether a financial asset is impaired. The company recognises the loss if any on such impairment in accordance with IND AS 109.

iv. Financial Liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

k Investment in Subsidiaries, Associates and Joint Ventures:

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone financial statements.

l Earnings per share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

m. Employee Benefits:

Contributions to Provident and Employee State Insurance etc. accruing during the accounting period are charged to the statement of Profit and Loss. Provision for liabilities in respect of gratuity are accrued and provided at the end of each accounting period. Gratuity liability towards existing eligible employees will be met by the fund administered by LIC.

3. Critical Accounting - Estimates, Assumptions and Judgements:

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates.

Estimates and underlying assumptions are reviewed on a regular basis. The following areas of revenues, expenses, assets, and liabilities are likely to be impacted by events which give rise to revision of estimates made

i) Revenue

The company uses estimates for computation of costs and efforts as a proportion of total costs and efforts made. These estimates are then used to derive the progress made towards completion of the contract.

ii) Provisions/Expenses

Provision for future expenses, liabilities are made on some occasions on the basis of pending effort for completion.

iii) Property, Plant & Equipment

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

iv) Intangibles

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net book value on transition.

v) Income taxes

The provision for income tax at the end of each period is made on the basis of estimates on revenues and the receivables.

vi) Other Estimates

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

Standalone Statement Of Changes In Equity for the Year Ended 31st March, 2026

INR in lakhs

A. Equity Share Capital

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
6,391.01	-	-	537.50	6,928.51

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
2,996.83	-	-	3,394.18	6,391.01

B. Other Equity

(a) Current reporting period

Particulars	Reserves & Surplus							Other Comprehensive Income			Total Equity attributable to equity holders of the company
	Share application pending allotment	Equity component of compound financial instruments	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	Money received against share warrant	
Balance as at 1st April, 2025	-	-	4,484.30	339.72	-	-	-	0.60	-	-	4,824.63
Changes in equity during the year	-	-	-	-	-	-	-	-	-	-	-
Increase in share capital on account of fresh issue	-	-	322.50	-	-	-	-	-	-	-	322.50
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-
Foreign Exchange Variation	-	-	-	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	105.20	-	-	-	-	-	-	105.20
Balance as at 31 st March, 2026	-	-	4,806.80	444.93	-	-	-	0.60	-	-	5,252.33

Standalone Statement Of Changes In Equity for the Year Ended 31st March, 2026 (Contd.,)

(b) Previous reporting period

Particulars	Reserves & Surplus						Other Comprehensive Income			Total Equity at-tributable to equity holders of the com-pany	
	Share ap-plication money pending allot-ment	Equity com-ponent of com-pound financial instru-ments	Securities Premium Reserve	Retained Earnings	General reserve	Share War-rants	Busi-ness transfer adjust-ment reserve	Equity In-struments through other com-prehensive income	Other items of other com-prehensive income		Money received against share warrant
Balance as at 1 st April, 2024	-	-	1,283.61	1,392.08	-	-	-	5,135.60	-	-	7,811.29
Changes in equity during the year	-	-	-	-	-	-	-	(6,594.87)	-	-	(6,594.87)
Increase in share capital on account of fresh issue	-	-	3,200.69	-	-	-	-	-	-	-	3,200.69
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-
Foreign Exchange Variation	-	-	-	-	-	-	-	1,459.87	-	-	1,459.87
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	(1,052.35)	-	-	-	-	-	-	(1,052.35)
Balance as at 31 st March, 2025	-	-	4,484.30	339.72	-	-	-	0.60	-	-	4,824.63

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN : 26213766SNZTQG6863

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No 59771

Place : Mumbai
Date : 27-05-2026

Standalone Statement of Cash Flow (Contd.)

Note 2 : Property, Plant & Equipment – 2025-26

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2026

INR-Lakhs

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 1st April, 2025	-	-	0.97	6.82	136.55	144.35
Additions	-	0.12	0.31	0.44	0.81	1.68
Deductions						-
Gross Carrying Value as of 31st March, 2026	-	0.12	1.29	7.26	137.37	146.03
Accumulated depreciation as of April 1, 2025	-	-	0.31	4.17	128.58	133.05
Depreciation	-	0.01	0.20	2.24	1.18	3.62
Accumulated depreciation on deletions				-		-
Accumulated depreciation as of March 31, 2026	-	0.01	0.50	6.41	129.75	136.68
Carrying Value as of March 31, 2026	-	0.11	0.79	0.85	7.61	9.35
Carrying Value as of March 31, 2025	-	-	0.67	2.65	7.98	11.29

Note 2 : Property, Plant & Equipment – 2024-25

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2025

INR-Lakhs

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 1st April, 2024	-	-	0.85	6.82	130.49	138.16
Additions	-	-	0.12	-	6.07	6.19
Deductions						-
Gross Carrying Value as of 31st March, 2025	-	-	0.97	6.82	136.56	144.35
Accumulated depreciation as of April 1, 2024	-	-	0.13	2.01	128.29	130.44
Depreciation	-	-	0.17	2.16	0.28	2.62
Accumulated depreciation on deletions				-		-
Accumulated depreciation as of March 31, 2025	-	-	0.31	4.17	128.58	133.05
Carrying Value as of March 31, 2025	-	-	0.67	2.65	7.98	11.29
Carrying Value as of March 31, 2024	-		0.72	4.81	2.20	7.72

Note 3 : Intangible Assets – 2025-26

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2026 are as follows:

INR-Lakhs

Particulars	Total
Gross carrying value as of 1st April, 2025	3,848.46
Additions	-
Deletions	3,848.46
Gross carrying value as of March 31, 2026	3,847.06
Accumulated amortisation as of 1st April, 2025	
Amortisation expenses	
Deletions	
Accumulated amortisation as of March 31, 2026	3,847.06
Carrying value as of March 31, 2026	1.41
Carrying value as of March 31, 2025	1.41

Note 3 : Intangible Assets –2024-25

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2025 are as follows:

INR-Lakhs

Particulars	Total
Gross carrying value as of 1st April, 2024	3,848.46
Additions	-
Deletions	3,848.46
Gross carrying value as of March 31, 2025	3,847.06
Accumulated amortisation as of 1st April, 2024	
Amortisation expenses	
Deletions	
Accumulated amortisation as of March 31, 2025	3,847.06
Carrying value as of March 31, 2025	1.41
Carrying value as of March 31, 2024	1.41

Note 4 : Financial Investments

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Investment by Wholly Owned Subsidiary		
Cybermate Infotek Limited Inc. USA	2.18	2.18
Cybermate International, Unipessoal LDA, Portugal	-	6,825.00
Orchasp Inc., USA	6,825.00	-
Note: During the year the Company has transferred the balance reflected in Cybermate International, Unipessoal LDA, to Orchasp Inc for compliance purposes.		
Total Financial Investments	6,827.18	6,827.18

Note 5 : Deferred Tax Asset

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Deferred tax Asset	5.62	6.63
During the year	(0.58)	(1.01)
Deferred Tax Liability/ (Asset) - Net	5.04	5.62

Note 6 : Current Investments

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Equity instruments of other Companies-Quoted		
Tech Mahindra Ltd @ Rs.1103.2 (20 equity shares of Rs.5/-each)	0.23	0.22
HCL Infosystems Ltd @ Rs.12.50 (100 Equity Shares of Rs. 2/- each)	0.03	0.01
Syndicate Bank Ltd @ 194.40 (15 Equity Shares of Rs.10/- each)	0.04	0.04
HCL Technologies Ltd @ Rs.1098.15 (40 Equity Shares of Rs.2/- each)	0.42	0.44
APTECH LTD @ Rs.2.0 (25 Equity Shares of Rs.2/- each)	0.00	0.00
ITC Ltd @ Rs.378.93 (15 Equity Shares of Rs.1/- each)	0.05	0.06
Total Current Investments	0.76	0.77

Note 7 : Trade Receivables

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Unsecured		
Considered good	16,025.58	12,972.63
Considered doubtful		-
Notes : We have made Disclosure in accordance with Schedule III to Companies Act in Note 26		
Total Trade Receivables	16,025.58	12,972.63

Note 8 : Cash & Cash Equivalentents

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with Banks		
In Current & Deposit accounts	31.34	32.07
Cash on hand	0.03	0.01
Total Cash & Cash Equivalentents	31.37	32.08

Note 9 : Other Financial Assets

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Security Deposits	1.84	1.74
Rental Deposits	3.30	3.30
Total Other Financial Assets	5.14	5.04

Note 10 : Other Current Assets

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Advances Recoverable in cash or kind	23.26	19.27
Advance Taxes & Duties	275.22	262.08
Other Current Assets		
Total Other Current Assets	298.48	281.35

Note 11 : Share Capital

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Equity Share Capital		
Authorised	8,500.00	8,500.00
C.Y 42,50,00,000 (P.Y. 42,50,00,000) shares of Rs.2/- each		
Issued,Subscribed and Paid up	6,928.51	6,391.01
C.Y 34,64,25,366 (P.Y.31,95,50,366) Equity Shares of Rs.2/- each		
Total Paid up Equity Share Capital	6,928.51	6,391.01

Authorised

The Company's Authorised

Capital is of Rs.8500.00 lakhs (Previous Year Rs. 8500.00 lakh) distributed into 4250.00 lakh (Previous Year Rs. 4250.00 lakh) Equity Shares Of Rs.2/- each

Issued, Subscribed & Paid-Up

The Issued and Subscribed Capital of the Company as at 31st March 2026 is of Rs.6928.51 lakhs represented by 34,64,25,366 Equity shares of Rs.2/- each and Paid up Capital as at 31st March 2025 is of Rs.6391.01 lakhs represented by 31,95,50,366 Equity shares of Rs.2/- each

The reconciliation of the Equity Share Capital of the Company is given as under:

INR-Lakhs

Particulars	Issued & Subscribed		Fully Paid-up		Partly Paid-up	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Balance as at 31st March 2025	31,95,50,366	6,391.01	31,95,50,366	6,391.01	-	-
Add :Preferential Allotment to Mrs. P. Rajeswari, Promoter	2,68,75,000	537.50	2,68,75,000	537.50	-	-
Balance as at 31st March 2026	34,64,25,366	6,928.51	34,64,25,366	6,928.51	-	-

The Company's Paid-up Capital of Rs. 6928.51 lakhs (Previous Year Rs. 6391.01) Equity Shares of Rs. 2/- each, is distributed as under

INR-Lakhs

Shareholders holding more than 5 % of the paid up Capital	As At 31st March 2026		As At 31st March 2025	
	Number	%	Number	%
a) Promoter & Promoter Group				
1. Mrs.P.Rajeswari	5,59,74,237	16.16	2,90,99,237	9.11
b) Others				
1. Global Focus fund	61,24,370	1.77	1,64,11,302	5.14
2. M7 Global Fund PCC Cell Dewcap Fund	3,13,99,397	9.06	3,25,25,182	10.18
3. Nova Global Opportunities Fund PCC- Touchstone	4,31,51,997	12.46	4,33,66,909	13.57
4. Zeal Global Opportunities Fund	3,08,98,531	8.92	3,08,98,531	9.67

Shares held by promoters at the end of the year 31-03-2026			% Change during the year
Promoter name	No. of Shares	% of total shares	
P.Rajeswari	5,59,74,237	16.16	7.05
P Chandra Sekhar	78,19,326	2.26	-
K S Shiva Kumar	42,605	0.01	-
K Koteswara Rao	1,78,200	0.05	-
Total	6,40,14,368	18.48	7.05

Note 12 : Other Equity

INR-Lakhs

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Equity attributable to equity holders of the company
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance as at 1st April, 2024	1,283.61	1,392.08				5,135.60		7,811.29
Changes in equity for the year ended March 31, 2024	-	-	-	-		(6,594.87)		(6,594.87)
Increase in share capital on account of fresh issue	3,200.69	-	-	-			-	3,200.69
Issue of Share Warrants		-	-	-		-	-	-
Foreign Exchange Variation	-	-	-	-		1,459.87	-	1,459.87
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-		-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-		-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-		-	-	-
Reversal of Provision	-	-	-	-		-	-	-
Profit for the Period	-	(1,052.35)	-	-		-	-	(1,052.35)
Balance as at 31st March, 2025	4,806.80	444.93	-	-		0.60	-	5,252.33
Balance as at 1st April, 2025	4,484.30	339.72	-	-	-	0.60	-	4,824.63
Changes in equity for the year ended March 31, 2025	-	-	-	-	-	-	-	-
Increase in share capital on account of fresh issue	322.50	-	-	-	-	-	-	322.50
Issue of Share Warrants	-	-	-	-	-	-	-	-
Foreign Exchange Variation	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	105.20	-	-	-	-	-	105.20
Balance as at 31st March, 2026	4,806.80	444.93	-	-		0.60	-	5,252.33

Note 13 : Trade Payables

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Dues to other than Micro and small enterprises		
(A) Total Outstanding dues to Micro Enterprise and small Enterprise		
(B) Total Outstanding dues of creditors other than Micro Enterprise and small Enterprise	8,819.52	5,981.26
Notes: We have not received intimation from any vendor/ creditor confirming their status under MSME category		
Total Trade Payables	8,819.52	5,981.26

Note 14 : Other Financial Liabilities

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Current maturities of Long Term Borrowings		
Short Term Borrowings		
From Related Parties	470.32	1,303.05
From Others	262.54	262.54
Notes : We have made adequate disclosure under Related Party Transaction in Note No 30		
Total Other Financial Liability	732.86	1,565.58

Note 15 : Other Current Liabilities

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Interest Payable	-	-
Outstanding Expenses Payable	-	-
Audit Fee Payable	24.98	21.89
Directors Remuneration Payable	566.65	534.62
Other Payable	472.48	430.85
Total Other Current Liabilities	1,064.10	987.36

Note 16 : Provisions

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Employee Benefits		
PF Payable	3.03	2.52
ESI Payable	1.46	0.43
PT Payable	0.32	0.12
Salaries Payable	122.98	126.23
Others	-	-
Statutory Liabilities	18.46	3.33
Others	5.83	-
Total Provisions	152.08	132.63

Note 17 : Income tax Liability

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Income Tax	254.90	254.90
Current Year Income Tax (Net)	-	-
Total	254.90	254.90

Note 18 : Revenue from Operations

INR-Lakhs

S. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
I	Revenue from Operations		
	Export Sales	2,053.06	2,072.09
	Domestic Sales	72.55	36.18
	Total Revenue from Operations	2,125.62	2,108.27

Note 19 : Other Income

INR-Lakhs

I	(a) Dividend Income	0.04	-
	(b) Net Gain on sale of Investments / Assets	-	-
	(c) Other non-operating income	10.02	10.02
	(d) Other income	0.35	43.58
	(e) Interest received from bank-Fixed Deposit	-	0.60
	(f) Exchange Rate Gain	383.44	-
	Total Other Income	393.85	54.21

Note 20 : Employee Benefit Expenses

INR-Lakhs

S. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
I	(a) Salaries & Wages	2,206.62	1,750.25
	(b) Contribution to Provident & Other Funds	2.99	2.51
	(c) Staff Welfare Expenses	3.50	2.05
	Total Employee Benefit Expenses	2,213.11	1,754.81

Note 21 : Finance Cost

INR-Lakhs

S. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
I	(a) Interest Expense	-	14.80
	Total Finance Cost	-	14.80

Note 22 : Administrative & Other Operating Expenses

INR-Lakhs

S. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
I	(a) Telephone, Postage and Others	1.50	0.95
	(b) Business Promotion Expenses	11.46	1.84
	(c) Conveyance	1.09	1.25
	(d) Travelling expenses	1.22	1.63
	(e) Office Maintenance	44.51	31.59
	(f) Printing & Stationery Expenses	1.48	2.29
	(g) Late submission fee of FCGPR	1.90	-
	(h) Managerial Remuneration	30.00	30.00
	(i) RTA & Secretarial Expenses	46.31	25.27
	(j) Professional Consultancy fee	-	4.50
	(k) Board Meeting Expenses	2.15	2.70
	(l) Bank Charges	1.75	0.19
	(m) Rent	23.65	22.53
	(n) Legal Expenses	2.10	2.19
	(o) Electricity & Water	4.82	4.27
	(p) AGM Expenses	0.27	-
	(q) Rates & Taxes	1.98	0.82
	(r) Repair & maintainance	9.35	11.75
	(s) Operating Expenses	-	0.17
	(t) Foreign Exchange Loss	-	1,286.65
	(u) Other expenses	2.91	0.07
	(v) Auditors Remuneration		
	(i) Audit Fee	4.50	4.50
	Total Administrative & Other Operating Expenses	192.94	1,435.16

23. Explanation to Modified Opinion on Financial Statements

1. The statutory auditors have expressed a qualified opinion on the financial statements of the company pertaining to

- a) Investment in Wholly Owned Subsidiary at Portugal viz Cybermate International, Unipessoal, LDA

We clarify that the Portuguese authority has issued a notice of cancellation of the Certificate of Incorporation of the WOS due to non-filing of statutory information. We have transferred the investment to our subsidiary "Orchasp Inc" to rectify the non-compliance. We are in the process of completing the compliance as per generally accepted accounting principles, practices, laws and regulations.

- b) Non-Receipt of trade receivables and payables due for more than 6 months.

We are of the opinion that the delays have been caused due to adverse conditions prevailing in the business and financial markets. We have extended our timelines by another six months for realizing of debtors due to adverse market conditions.

- c) Non-payment of Statutory dues for a period of more than 6 months.

The delay in remittance of statutory dues was due to temporary liquidity constraints faced by the Company during the year. We are taking necessary steps to regularize the outstanding dues, and a significant portion is being paid subsequently.

24. Contingent Liabilities:

The Following are the contingent liabilities not provided for in respect of matters under dispute as the company is confident that the outcome would be in its favor based on merits.

a) Income Tax Dues

S. No	Name of the statute	Nature of Dues	U/S	Demand (in lakhs)	Period to which amount Relates	Forum Where Dispute is Pending
1	Income Tax Act,1961	Income Tax	154	456.51	2009-10	Pending with CIT(A) - NFAC
2	Income Tax Act,1961	Income Tax	143(3) rws 254	443.82	2011-12	Pending with CIT(A) - NFAC
3	Income Tax Act,1961	Income Tax	147	383.45	2013-14	Pending with CIT(A) - NFAC
4	Income Tax Act,1961	Income Tax	143(3) r.w.s 254	118.26	2013-14	Pending with CIT(A) - NFAC
5	Income Tax Act,1961	Income Tax	143(3)	227.43	2014-15	Pending with CIT(A) - NFAC
			TOTAL	2190.18		

b) Penalty Levied by the Enforcement Directorate.

With regard to the order of the Enforcement Directorate, on 28th December 2021 levying penalty for non-filing of APRs and Write off pertaining to Unrealised Receivables from Overseas Debtors on the company has filed an appeal and the company has not made any provision. The total amount of fines levied on the company is Rs. 111.59 crores.

c) Goods and Services Tax, 2017

During the year under review the GST authorities carried out an audit for the period 2021-2022, 2022-2023, 2023-2024. The GST authorities have raised a demand for payment of GST on reverse charge mechanise under various paras for an amount of Rs 12.58 crores. The company is yet to remit or contest the order.

25. Sundry Creditors Disclosures in Accordance with Schedule III to Companies Act along with Micro, Small and Medium Enterprises Classification.

The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

We are providing the necessary disclosure under the IND AS Schedule to the Companies Act 2013.

INR-Lakhs

Particulars	Outstanding as at 31-03-2026 for following periods from due date of Payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME					
(ii) Other	2,858.50	253.02	1391.66	4,316.34	8,819.52
(iii) Disputed dues-MSME					
(iv) Disputed dues- Others					

INR-Lakhs

Particulars	Outstanding as at 31-03-2025 for following periods from due date of Payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME					
(ii) Other	250.54	1,397.64	2,791.24	1,541.84	5,981.26
(iii) Disputed dues-MSME					
(iv) Disputed dues- Others					

26. Sundry Debtors Disclosures in Accordance with Schedule III to Companies Act.

INR-Lakhs

Particulars	Outstanding as at 31-03-2026 for following periods from due date of Payment					
	Less than 6 months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivables considered good	1505.89	1553.37	2382.02	829.10	9755.20	16,025.58
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Receivables - Credit Impaired	-	-	-	-	-	-

Particulars	Outstanding as at 31-03-2025 for following periods from due date of Payment					
	Less than 6 months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivables considered good	1,504.58	879.51	833.34	2,659.92	7,095.28	12,972.63
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Receivables - Credit Impaired	-	-	-	-	-	-

27. Subsidiary Companies

During the year the company incorporated a new wholly owned subsidiary in the USA to market the health records platform "indusayush". The Company is in the process of obtaining approvals from RBI to commence operations.

The Company also transferred its investment in Cybermate International, Unipessoal, LDA to newly incorporated US subsidiary, i.e. "Orchasp Inc" for compliance purposes.

Thus, consequent to cancellation of certificate of incorporation of Cybermate International, Unipessoal, LDA and completing of transfer of the investment to Orchasp Inc, Cybermate International, Unipessoal, LDA shall no longer be reported CIL Inc. USA, the wholly owned subsidiary in USA which has remained dormant shall continue to be reported with NIL performance until regulatory comply is achieved.

Further a Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in Form **AOC - 1** is annexed to the Boards' Report as **Annexure III** pursuant to first provision to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.

28. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, nor secondary reportable segments.

There are no secondary reportable segments (Geographical Segments).

29. Earnings Per Share

INR-Lakhs

Sl. No	Particulars	2026	2025
1	Profits attributable to Equity Shareholders	105.20	-1,052.35
2	Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	32,41,89,065	31,95,50,366
3	Basic EPS - Rs.	0.03	-0.42
4	Diluted EPS - Rs.	0.03	-0.42

30. Related Party Disclosures

I. Key Management Personnel

- 1) Mr. P. Chandra Sekhar – Director
- 2) Mr. B.V.B. Ravie Kishore
- 3) Mr. V.S. Roop Kumar- Director - (Upto 06-03-2026)
- 4) Mr. B. Srinivasa Reddy – Director - (Upto 06-03-2026)
- 5) Ms. G. Ponnari – Director - (Upto 12-02-2026)
- 6) Ms. Sirisha Pattapurathi – Director - (From 10-02-2026)
- 7) Mr. Srinivas Sunkara – Director – (From 10-02-2026)
- 8) Mr. Ravi Prasad Muthyam – Director – (06-03-2026)
- 9) Ms. Sangeeta Mundhra-Company Secretary & Compliance Officer

II. Parties where control exists - Wholly Owned Subsidiary

- 1) Cybermate Infotek Limited Inc
- 2) Cybermate International Unipessol, LDA
- 3) Orchasp Inc

III. Enterprises controlled by Key Management Personnel

- 1) Orchasp Consulting (P) Ltd
- 2) Orchasp Securities (P) Ltd
- 3) CIL Infoserve Ltd
- 4) Bilwa Infrastructure Ltd
- 5) Aagama IT Biz Solutions (P) Ltd
- 6) Aagama Consulting Group
- 7) Kora Trading & Contracting Co.WLL.
- 8) Wahtulmsylh Llmqawlat

IV. Relatives of Key Management Personnel

- 1) Mrs. P. Rajeswari – Wife of Sri. P. C. Pantulu.
- 2) Mr. P. Srikrishna – Brother of Sri. P. C. Pantulu
- 3) Mrs. K. Sirisha- Wife of Mr. P. Chandra Sekhar
- 4) Mr. P. Manjush- cousin of Mr. P. Chandra Sekhar
- 5) Ms. P. Sirisha - Daughter of Sri. P. C. Pantulu.

Notes: During the year the Company has availed services from Apptest Corporation, USA. Mr. P. Chandra Sekhar is a director of a Company which is also promoted by the promoter of Apptest Corporation. Since there is no shareholding or control exercised by Mr. P. Chandra Sekhar, Apptest Corporation is not listed as an enterprise controlled by him.

INR-Lakhs

Particulars	2025-26		2024-25	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
A. Rendering Services				
(i) Receivables				
(a) CIL Infoserve Ltd	-42.30	195.99	2.48	238.03
(b) Bilwa Infrastructure Ltd	-3.62	109.17	-10.89	112.80
(c) Orchasp Securities (p) Ltd	1.98	20.69	1.99	18.71
(c) Orchasp Consulting (p) Ltd	14.49	-90.52	-3.37	-105.01
Total	-29.45	235.33	-9.79	264.53
(ii) Payables				
(a) Agama IT Biz Solutions (P) Ltd	29.87	84.37	42.50	54.50
(b) Agama Consulting Group	-	-9.00	-	-9.00
(c) Kora Trading & Contracting Co., WLL	92.70	967.05	22.46	874.35
(d) Wahtulmsylh Llmqawlat	78.58	819.77	19.03	741.18
Total	201.15	1862.18	83.99	1661.03

Particulars	2025-26		2024-25	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
B. Advances from				
(i) Key Management Personnel				
(a) Mr. P. C. Pantulu	-	1,013.81	0.00	1,013.81
(b) Mr. P. Chandra Sekhar	27.34	237.54	40.19	210.20
Total	27.34	1251.35	40.19	1224.
(ii) Relatives of Key Managerial Personnel				
(a) Mrs. P. Rajeswari Pattapurathi	-0.20	16.83	-	17.03
(b) Mrs. K. Sirisha Kashukela	0.13	55.12	0.01	54.99
(c) Mr. P. Manjush Pattapurathi	-	5.00	-	5.00
(d) Mr. P. Srikrishna Pattapurathi	-	2.18	0.41	2.18
Total	-0.07	79.13	0.42	79.20
C. Managerial Remuneration				
(a) Mr. K. S. Shiva Kumar	-	128.46	0.01	128.46
(b) Mr. P. Chandra Sekhar	29.78	255.61	29.79	225.83
(c) Sri. P. C. Pantulu	-	174.66	-0.00	174.66
Total			29.79	528.94
D. Director Sitting Fee				
(a) Mr. K. Koteswara Rao	0.40	0.70	0.18	0.30
(b) Mr. B. Srinivasa Reddy	0.40	1.95	0.60	1.55
(c) Mr. V. S. Roop Kumar	0.48	1.55	0.16	1.08
(d) Ms. G. Ponnari	0.20	1.05	0.39	0.85
(e) Mr. B. V. B. Ravi Kishore	0.72	2.62	0.82	1.90
Total	2.20	7.87	2.15	5.68

Statement of Aggregated Related party transactions for the period ended 31st March, 2026					Rs. in Lakhs
Nature of transaction	Associate/Subsidiary	Key Managerial Personnel	Relatives of Key Managerial Personnel	Enterprises controlled by relatives of Key Managerial Personnel	Total
Remuneration	-	29.78 (29.78)	-	-	29.78(29.78)
Trade payables	-			83.99 (83.99)	83.99 (83.99)
Trade receivables	-			9.77(9.77)	9.77(9.77)
Advances/loans/ICDs Received	-	38.43(38.43)	0.01(0.01)	NIL(NIL)	38.42(38.42)
Advances/loans/ICDs repaid	-	NIL(NIL)	NIL(NIL)	NIL(NIL)	NIL(NIL)
Balance outstanding as on 31-03-2025	-				
Receivable	-	-	-	83.99(83.99)	83.99(82.20)
Payable	-	68.21(68.21)	0.01(0.01)	9.77(9.77)	152.19(152.19)

31. Audit Fees

INR-Lakhs

Sl. No.	Particulars	2026 Rs. In Lakhs	2025 Rs. In Lakhs
	As Auditor		
1	For Statutory Audit	4.00	4.00
2	For Tax Audit	0.50	0.50
	Total	4.50	4.50

32. Earnings in Foreign Currency

INR-Lakhs

Sl. No.	Particulars	2026 Rs.in Lacs	2025 Rs.in Lacs
1	Export Earnings	2053.06	2072.09
	Total	2053.06	2072.09

33. Expenditure in Foreign Currency

INR-Lakhs

Sl. No.	Particulars	2026 Rs. in Lacs	2025 Rs. in Lacs
1	Operational Expenses	-	-
2	Consultancy & Professional Fee	2147.93	1698.27
3	Service Charges	-	-
4	Interest – FCCB	-	8.39
5	Recruitment & Office Costs	-	-
6	Travel	-	-
7	Training	-	-
	Total	2147.93	1706.66

34. Foreign Currency Convertible Bonds – Disclosure.

The bond holders have sought allotment of such no of equity shares of Rs. 2/- Each of the Company towards interest accrued on FCCBs amounting to USD 5,00,000. i.e Rs. 4,17,40,650/- as of 31st March 2025 in accordance with applicable laws and regulations. The shareholders have approved the allotment of equity shares to Global Focus Fund (Bond Holders) at the 31st Annual General Meeting of the Company held on 30th September 2025. However, the company has not allotted the equity shares in compliance with SEBI(ICDR) regulations as the allottee has transacted in the equity shares of the company during the year on different dates. Hence the resolution passed by the shareholders on 30th September 2025 is now being renewed for considering allotment of such number of equity shares of the company at an appropriate time in the ensuing period in compliance with the SEBI(ICDR) regulations.

35. Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.**36. Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.****37. Additional Regulatory Information**

- i) The company does not have title deeds of Immovable Properties.
The company does not own any land or buildings either in its name or any other name and hence there are no title deeds for submission.
- ii) The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- iii) The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.
- iv) The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment.
- v) There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- vi) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- vii) The Company is not declared as wilful defaulter by any bank or financial institution or other lenders.
- viii) The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

- ix) The Company does not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

x) Key Financial Ratios

Particulars	Numerator	Denominator	March, 2025	March, 2026	Variance %
Current Ratio	Current Investments + Trade receivables + Cash & Cash Equivalents + Other current Assets	Trade payables + Other financial Liabilities+ Other current Liabilities + Provisions + Current Tax liabilities	1.49	1.48	0.39%
Debt- Equity Ratio	Equity Component of FCCB	Equity Share Capital	1.03	-	-
Debt Service Coverage Ratio	Profit before tax + Interest on FCCB	Interest on FCCB	-70.11	-	-
Return on Equity Ratio	Profit after tax	Equity Share Capital	-0.16	0.02	109.49%
Trade Receivables turnover Ratio	Sales	(Opening Trade receivables + Closing trade receivables)/2	0.18	0.17	3.46%
Trade Payables turnover Ratio	Employee benefit expenses + Other expenses	(Opening Trade Payables + Closing trade Payables)/2	0.63	0.33	48.31%
Net Capital turnover Ratio	Sales	Equity Share Capital+ Other equity	0.19	0.17	8.16%
Net profit Ratio	Profit after tax	Sales	-0.50	0.04	108.35%
Return on Capital employed	Profit after tax	Equity Share Capital+ Other equity	-0.09	0.01	109.60%
Return on investment	Profit after tax	Equity Share Capital	-0.16	0.02	109.49%

- xi) There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- xii) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), 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 by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii) The company has also 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.
- xiv) The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- xv) The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766SNZTQC6863

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No: A59771

Place : Mumbai
Date : 27-05-2026



Consolidated Financial Statements

Independent Auditor's Report

To the Members of Orchasp Limited Report on the Audit of Consolidated Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of **Orchasp Limited** (hereinafter referred to as Holding Company) which includes its three foreign subsidiaries (the Holding company and its Subsidiaries together referred to as "The Group") which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Ind AS Financial Statements").

The Consolidated Financial statements include the following entities

1. Cybermate International Unipessoal, LDA
2. Cybermate Infotek Limited Inc, USA
3. Orchasp Inc, USA

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting standards and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2026, its consolidated profit including consolidated total comprehensive income, their consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion:

1. We refer to the carrying value of investments of Rs. 6,825 lakhs held in the Wholly Owned Subsidiary located in Portugal "Cybermate International, Unipessoal, LDA", which has remained non-operational for over five years and has received a notice from the Portuguese authorities for cancellation of its Certificate of Incorporation due to non-compliance with statutory filing requirements.

The Company has incorporated a new subsidiary, "Orchasp Inc" in the USA and transferred the investments and related operations/assets of "Cybermate International, Unipessoal, LDA" to the said new subsidiary.

In the absence of sufficient information and clarity on the new subsidiary's financial position, we are unable to comment on the appropriateness of the carrying value of the investment or determine whether a provision for impairment is required.

2. The Trade Receivables and trade payables have been outstanding for a period of more than 6 months. In the absence of confirmations for Trade payables, Trade Receivables and various advances/loans, we are unable to comment on the extent to which such balances are payable/recoverable.
3. The Holding company has not paid Tax Deducted at Source (TDS) payments and other statutory dues up to 31st March, 2026.

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing ("SA"s) 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 Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS Financial Statements under the provisions of the Act and the Rules made there under,

and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Key Audit Matter	How the Key Audit Matter was addressed in our audit
1. Evaluation of uncertain tax positions The Holding Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	Obtained details of completed tax assessments and demands for the year ended March 31, 2026 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain Tax Positions as at April 1st 2026 to evaluate whether any change was required to management's position on these uncertainties.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Audit Report Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Ind AS Financial Statements, Standalone Ind AS Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the

accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 the 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 Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in "the Group" are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

Those respective Board of Directors of the companies included in "the Group" are also responsible for overseeing the financial reporting process of "the Group".

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 Consolidated 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 Consolidated 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.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated 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 entities within "the Group" to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 Consolidated 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.

Other Matters

We didn't audit the financial statements and other financial information, in respect of the three foreign subsidiaries, whose Ind AS Financial Statements include total Revenues Rs. Nil and total profit after tax Rs. Nil total comprehensive profit of Rs. Nil for the year ended 31st March 2026, as considered in financial statements of the Group. The Management of the Holding Company has prepared the financial statements and furnished to us and our conclusion on statement in terms of sub-sections (3) and (11) of section 143 of the Act, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of Management and procedures performed by us as stated above.

Our conclusion on the statement is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and except for the effects of the matters described in the Basis for Qualified opinion paragraphs obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.

- b) Except for the effects of the matters described in the Basis for Qualified opinion paragraphs above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.
- d) Except for the effects of the matters described in the Basis for Qualified opinion paragraphs above, in our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended.
- e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2026, and taken on record by the Board of Directors and the reports of the Statutory auditor who are appointed under Section 139 of the Act, of its Subsidiary none of the directors of the Holding Company and its Group Companies is disqualified as on March 31, 2026, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the companies included in the group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.
- g) In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Holding Company to their directors in accordance with the provisions of section 197 read with Schedule V to the Act. The provisions of section 197 read with Schedule V of the Act are not applicable to its subsidiaries incorporated in India for the year ended March 31, 2026;
- h) With respect to 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 Group has disclosed the impact of pending litigations on the consolidated financial position in its Consolidated Financial Statements – Refer note 24 to the Consolidated Financial Statements.
 - ii) "The Group" 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 Holding Company.
 - iv) The management of the holding company has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the holding company 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the holding company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - v) The management of the holding company has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been received by the holding company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the holding company shall 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 Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- vi) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations in sub-clause (a) and (b) of Rule 11(e), as provided under (iv) and (v) above contain any material misstatement.
- vii) The group has not declared or paid any dividend during the year.

For J M T & Associates.,
Chartered Accountants
FRN: 104167W



Vijaya Pratap M
Partner
Membership No: 213766
UDIN: 26213766CIUMUO4063

Place: Mumbai
Date: 27-05-2026

"ANNEXURE A"

Annexure To Independent Auditors' Report of Even Date On The Consolidated Ind As Financial Statements Of Orchasp Limited

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Orchasp Limited of even date)

Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')

We have audited the internal financial controls over financial reporting of Orchasp Limited ('the company') as of 31st March 2026 in conjunction with our audit of 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 Companies Act, 2013.

Auditor's 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. These standards and guidance note require that we comply with ethical requirements and plan and performed 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 Judgment, including the assessment of the risk 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 and the company's internal financial control 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 these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, 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 principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation 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.

Qualified Opinion

In our opinion, except for the possible effects of the matter described in the basis for qualified opinion, the company has in all material respects reasonable internal financial controls system over financial reporting but not adequate and such internal financial controls over financial reporting were operating effectively as at March 31st 2026 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 ICAI.

For J M T & Associates.,
Chartered Accountants
FRN: 104167W



Vijaya Pratap M
Partner
Membership No: 213766
UDIN: 26213766CIUMUO4063

Place: Mumbai
Date: 27-05-2026

Orchasp Limited and it's Subsidiaries

Consolidated Balance Sheet as at March 31, 2026

INR-Lakhs

Particulars	Notes	As At 31 March, 26 INR-Lakhs	As At 31 March, 25 INR-Lakhs
Assets			
Non-current assets			
(a) Property, Plant and Equipment	2	9.35	11.29
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets	3	1.41	1.41
(f) Intangible assets under development		-	-
(g) Financial Assets		-	-
(i) Investments	4	6,825.00	6,825.00
(ii) Trade Receivables		-	-
(iii) Other financial assets		-	-
(h) Deferred tax assets (net)	5	5.04	5.62
(i) Other non-current assets		-	-
Current assets			
(a) Financial Assets			
(i) Investments	6	0.76	0.77
(ii) Trade receivables	7	16,025.58	12,972.63
(iii) Cash and cash equivalents	8	31.37	32.08
(iv) Bank balances other than(iii) above		-	-
(v) Loans		-	-
(vi) Others (to be specified)	9	5.14	5.04
(b) Current Tax Assets (Net)		-	-
(c) Other current assets	10	302.83	283.53
Total Assets		23,206.47	20,137.37
Equity and liabilities			
Equity			
(a) Equity Share capital	11	6,928.51	6,391.01
(b) Other Equity	12	5,252.33	4,824.63

Consolidated Balance Sheet (Contd.)

Orchasp Limited and it's Subsidiaries

Consolidated Balance Sheet as at March 31, 2026

INR-Lakhs

Particulars	Notes	As At 31 March, 26 INR-Lakhs	As At 31 March, 25 INR-Lakhs
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings			-
(ii) Trade payables			-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			-
(b) Provisions			-
(c) Deferred tax liabilities (Net)			-
(d) Other non-current liabilities			-
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	13	8,819.52	5,981.26
(ii) Other financial liabilities (other than those specified in item (c))	14	732.86	1,565.58
(b) Other current liabilities	15	1,064.10	987.36
(c) Provisions	16	152.08	132.63
(d) Current Tax Liabilities (Net)	17	254.90	254.90
Total Equity and Liabilities		23,204.30	20,137.37
Summary of significant accounting policies	1		
The accompanying notes 1-22 are integral part of Consolidated financial statements			

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766CIUMUO4063

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No: A59771

Place : Mumbai
Date : 27-05-2026

Orchasp Limited and it's Subsidiaries Consolidated Statement of Profit and Loss for the year ended March 31, 2026

INR-Lakhs

Particulars	Notes	As At 31 March, 26	As At 31 March, 25
Income			
Revenue from operations	18	2,125.62	2,108.27
Other Income	19	393.85	54.21
Total Income		2,519.47	2,162.48
Expenses			
Consumption of Goods/Services		-	-
Purchases of Licenses for Software Applications		4.00	6.44
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		-	-
Employee benefits expense	20	2,213.11	1,754.81
Finance costs	21	-	14.80
Depreciation and amortization expenses	2 & 3	3.62	2.62
Other expenses	22	192.94	1,435.16
Total expenses		2,413.68	3,213.82
Profit/(loss) before exceptional items and tax		105.78	(1,051.35)
Exceptional Items			
Profit/ (loss) before exceptions items and tax			
Tax expense:			
(1) Current tax	17	-	
(2) Deferred tax	5	0.58	1.01
Profit (Loss) for the period from continulng operations		105.20	(1,052.35)
Profit/(Loss) from discontinued operations			-
Tax expenses of discontinued operations			-
Profit/(Loss) from Discontinued operations (after tax)			-
Profit/(Loss) for the period		105.20	(1,052.35)

Consolidated Statement of Profit and Loss (Contd.)

Orchasp Limited and it's Subsidiaries

Consolidated Statement of Profit and Loss for the year ended March 31, 2026

INR-Lakhs

Particulars	Notes	As At 31 March, 26	As At 31 March, 25
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss			-
B. (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			-
Total Comprehensive Income for the period (XIII+XIV) Comprising Profit (Loss) and Other. comprehensive Income for the period)		105.20	(1,052.35)
Earnings per equity share (for continuing operation):			
(1) Basic		0.03	(0.42)
(2) Diluted		0.03	(0.42)
Summary of significant accounting policies	1		
The accompanying notes 1-22 are integral part of financial statements			

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766CIUMUO4063

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No: A59771

Place : Mumbai
Date : 27-05-2026

Orchasp Limited and it's Subsidiaries Consolidated Statement of Cash Flow for the year ended 31st March 2026

INR-Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
A. Cash Flow from Operating Activities:		
Profit before taxation	105.78	(1,051.35)
Adjustments for : -		
Depreciation	3.62	2.62
Interest Expense	-	14.80
Amortisation of Product Development Cost		
Diminution in value of investment		
Impairment of Intangible Asset		
Other Income	393.85	54.21
Dividend Income		
Bad Debts Written Off		
Operating Profit before working capital changes	(284.44)	(1,088.14)
Increase / (Decrease) in Current Tax Liability		-
(Increase) / Decrease in Trade Receivables	(3,053.04)	(2,216.75)
(Increase) / Decrease in Other Current Assets	(17.13)	(10.77)
Increase / (Decrease) in Trade Payables	2,838.26	1,773.34
Increase / (Decrease) in Other Current Liabilities	76.75	28.51
Increase / (Decrease) in Short Term Provisions	19.45	(44.20)
Cash generated from Operations	(420.15)	(1,557.99)
Taxes Paid	-	-
Net Cash Generated from Operating activities (A)	(420.15)	(1,557.99)
B. Cash Flow from Investing Activities :		
Purchase of tangible assets/intangible assets (net) including transfer from CWIP	(1.68)	(6.19)
Sale of Fixed Assets	-	-
Decrease in Capital Work In Progress	-	-
Other Income	393.85	54.21
Dividend Income	-	-
(Increase) in Current Investments	-	-
(Decrease) in Other Non Current liabilities	-	-
(Decrease) in Non Current Investments	-	-
Net Cash Flow from Investing Activities (B)	392.17	48.02

Consolidated Statement of Cash Flow (Contd.)

Orchasp Limited and it's Subsidiaries Consolidated Statement of Cash Flow for the year ended 31st March 2026

INR-Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
C. Cash Flow from Financing Activities :		
Issue of Share Capital	860.00	1,459.87
Increase in other Equity	-	-
Increase in Short Term Borrowings	(832.73)	50.69
Interest Paid	-	(14.80)
Increase in Long Term liabilities	-	-
Net Cash from Financing Activities (C)	27.27	1,495.77
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(0.71)	(14.21)
Cash & Cash Equivalents at the beginning of the year	32.08	46.29
Cash & Cash Equivalents at the end of the year	31.37	32.08
Notes		
1. The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.		
2. The accompanying notes are an integral part of the financial statements.		
3. Previous year figures have been regrouped /reclassified to conform to current year classification.		
4. Cash and Cash Equivalents Comprise		
	As at 31 March 2026	As at 31 March 2025
Cash on hand	0.03	0.01
Balances with Banks in Current and Deposit Accounts	31.34	32.07
Total	31.37	32.08

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766CIUMUO4063

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No: A59771

Place : Mumbai
Date : 27-05-2026

Notes to Consolidated Financial Statements 2025-26

Note 1: Significant Accounting Policies

1. Corporate Information

Orchasp Limited is Public limited company incorporated in India with its registered and corporate office at 19 & 20, Moti Valley, Trimulgherry, Secunderabad. India. The Company is listed on the BSE Limited. The company is engaged in providing IT Services, solutions, platforms and has been providing services to industry segments viz Health Care, Telecom, Manufacturing, Engineering, Energy Retail and Railways.

The financial statements for the year ended 31 st March 2026 were approved by the Board of Directors on the 27th May 2026.

a. Basis of Preparation of Financial Statements:

Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Standalone Financial Statements provide comparative information in respect of previous year.

i) Historical cost convention

These Financial Statements have been prepared under the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

ii) Current versus Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the 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 services and their realisation in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current noncurrent classification of assets and liabilities.

iii) Functional and Presentation Currency

The Financial Statements are presented in Indian Rupees (*) which is the Company's functional and presentation currency, and all amounts are rounded to the nearest rupee in lakhs.

iv) Principles of Consolidation

The Consolidated Financial Statements of Orchasp Limited and its overseas subsidiaries viz Cybermate Infotek Limited Inc and Cybermate International, Unipessoal LDA are prepared in accordance with the generally accepted accounting principles as applicable in India and the Indian Accounting Standard (Ind AS) 110 on Consolidated Financial Statements.

The Consolidated financial statements are prepared using uniform accounting policies for similar transactions to the extent in similar circumstances.

The company consolidates financial statements of all entities which are controlled by it.

The financial statements of the company and its subsidiaries are consolidated on a line-by-line basis by adding together like items of assets and liabilities, income, and expenses. Intragroup balances and intra group transactions and resulting unrealised profits have been eliminated.

List of overseas subsidiaries considered in consolidated financial statements.

Name of the Subsidiary	Country of Incorporation	Extent of Holding as on	
		31-03-2026	31-03-2025
Cybermate Infotek Limited Inc	USA	100%	100%
Cybermate International, Unipessoal, LDA	Portugal	100%	100%
Orchasp Inc	USA	100%	100%

2. Summary of Significant Accounting Policies

a. Property, Plant & Equipment:

(i) Recognition and measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit & Loss when the asset is discarded/sold.

(ii) Depreciation

The company depreciates property plant and equipment on straight-line method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

b. Intangible Assets:

(i) Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity is recognised at cost only if it is probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable on monetary assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably.

(ii) Depreciation

The company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:

Software acquired.

Particulars	Useful life
Software License	2 years

Software internally developed.

Particulars	Useful life
Product/Platform	4 years

c. Impairment

The carrying amount of Property, Plant & Equipment, Intangible Assets, and Investment Property are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

d. Foreign Currency Transactions:**i) Functional and Presentation currency:**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the company's functional and presentation currency.

ii) Transactions and Balances:

Transactions in foreign currencies are translated into functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/ (losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

e. Revenue Recognition:

The Company derives revenue primarily from software development, maintenance of software/ hardware and allied services, sale of software licenses, subscriptions for services and ecommerce.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. The Company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

The Company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

i) Time and Material Contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

ii) Fixed- price contracts:

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

ii) Services contracts:

Revenue from services contracts is recognized rateably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

iv) Sale of licenses & Subscriptions

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenues from Sale of Subscriptions shall be recognized linear to the period of the contract.

v) Ecommerce/Retail

Revenue from Ecommerce transactions i.e., sale of third-party products/applications/services shall be recognized on realization of the merchandise.

vi) Other Income

Profit on Sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying amount of the investment.

Dividend income is recognized when the company's right to receive dividends is established.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

f. Income Tax:

Income Tax comprises current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the

Income Tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

Deferred tax is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized, or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of Profit & Loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

g. Provisions, Contingent Liabilities, Commitments and Contingent

Assets:

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

h. Earnings per Share:

Basic earnings per share is computed using the net profit/ (loss) for the year (without taking impact of OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures, or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

i. Segment Reporting:

In accordance with the requirement of AS-108 on Segment reporting, the company has determined its business segment as Computer Programming Consultancy and related services. There are no other primary reportable segments. Thus, the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statement of the company for the year ended 31 st March 2020. There are no secondary reportable segments (Geographical Segments).

j. Financial Assets

Initial Recognition and Measurement: All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTP L), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

“Revenue Recognition: Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Financial asset at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) to present the subsequent changes in fair value through profit and loss account.

Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) at fair value through profit and loss account.

iii) Impairment of financial assets:

The company assesses at each balance sheet date whether a financial asset is impaired. The company recognises the loss if any on such impairment in accordance with IND AS 109.

iv) Financial Liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

k. Investment in Subsidiaries, Associates and Joint Ventures:

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone financial statements.

l. Earnings per share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

m. Employee Benefits:

Contributions to Provident and Employee State Insurance etc. accruing during the accounting period are charged to the statement of Profit and Loss. Provision for liabilities in respect of gratuity are accrued and provided at the end of each accounting period. Gratuity liability towards existing eligible employees will be met by the fund administered by LIC.

3. Critical Accounting - Estimates, Assumptions and Judgements:

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the

revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates.

Estimates and underlying assumptions are reviewed on a regular basis. The following areas of revenues, expenses, assets, and liabilities are likely to be impacted by events which give rise to revision of estimates made.

i) Revenue

The company uses estimates for computation of costs and efforts as a proportion of total costs and efforts made. These estimates are then used to derive the progress made towards completion of the contract.

ii) Provisions/Expenses

Provision for future expenses, liabilities are made on some occasions on the basis of pending effort for completion.

iii) Property, Plant & Equipment:

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

iv) Intangibles:

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net book value on transition.

v) Income taxes

The provision for income tax at the end of each period is made on the basis of estimates on revenues and the receivables.

vi) Other Estimates:

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

Consolidated Statement Of Changes In Equity for the Year Ended 31st March, 2026

INR in lakhs

A. Equity Share Capital

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
6,391.01	-	-	537.50	6,928.51

2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
2,996.83	-	-	3,394.18	6,391.01

B. Other Equity

(a) Current reporting period

Particulars	Reserves & Surplus						Other Comprehensive Income			Total Equity attributable to equity holders of the company	
	Share application pending allotment	Equity component of financial instruments	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income		Money received against share warrant
Balance as at 1st April,2025	-	-	4,484.30	339.72	-	-	-	0.60	-	-	4,824.63
Changes in equity during the year	-	-	-	-	-	-	-	-	-	-	-
Increase in share capital on account of fresh issue	-	-	322.50	-	-	-	-	-	-	-	322.50
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-
Foreign Exchange Variation											-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-		-	-	-	-	-	-	-
Profit for the Period	-	-	-	105.20	-	-	-	-	-	-	105.20
Balance as at 31st March,2026	-	-	4,806.80	444.93	-	-	-	0.60	-	-	5,252.33

Consolidated Statement Of Changes In Equity for the Year Ended 31st March, 2026 (Contd.,)

(b) Previous reporting period

INR in lakhs

Particulars	Reserves & Surplus							Other Comprehensive Income			Total Equity attributable to equity holders of the company
	Share application money pending allotment	Equity component of compound financial instruments	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	Money received against share warrant	
Balance as at 1st April, 2024	-	-	1,283.61	1,392.08	-	-	-	5,135.60	-	-	7,811.29
Changes in equity during the year	-	-	-	-	-	-	-	(6,594.87)	-	-	(6,594.87)
Increase in share capital on account of fresh issue	-	-	3,200.69	-	-	-	-	-	-	-	3,200.69
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-
Foreign Exchange Variation	-	-	-	-	-	-	-	1,459.87	-	-	1,459.87
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	(1,052.35)	-	-	-	-	-	-	(1,052.35)
Balance as at 31st March, 2025	-	-	4,484.30	339.72	-	-	-	0.60	-	-	4,824.63

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766CIUMUO4063

Place : Mumbai
Date : 27-05-2026

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No 59771

Note 2 : Property, Plant & Equipment – 2025-26

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2026

INR-Lakhs

Particulars	Build-ings	Electrical Equip-ment	Office Equip-ment	Comput-er Equip-ment	Furni-ture and Fixtures	Total
Gross Carrying Value as of 1st April, 2025	-	-	0.97	6.82	136.55	144.35
Additions	-	0.12	0.31	0.44	0.81	1.68
Deductions						-
Gross Carrying Value as of 31st March, 2026	-	0.12	1.29	7.26	137.37	146.03
Additions		-				-
Deductions		-				-
Accumulated depreciation as of April 1, 2025	-	-	0.31	4.17	128.58	133.05
Depreciation	-	0.01	0.20	2.24	1.18	3.62
Accumulated depreciation on dele-tions				-		-
Accumulated depreciation as of March 31, 2026	-	0.01	0.50	6.41	129.75	136.68
Carrying Value as of March 31, 2026	-	0.11	0.79	0.85	7.61	9.35
Carrying Value as of March 31, 2025	-	-	0.67	2.65	7.98	11.29

Note 2 : Property, Plant & Equipment – 2024-25

The changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2025

INR-Lakhs

Particulars	Build-ings	Elec-trical Equip-ment	Office Equip-ment	Com-puter Equip-ment	Furni-ture and Fixtures	Total
Gross Carrying Value as of 1st April, 2024	-	-	0.85	6.82	130.49	138.16
Additions	-	-	0.12	-	6.07	6.19
Deductions						-
Gross Carrying Value as of 31st March, 2025	-	-	0.97	6.82	136.56	144.35
Additions		-				-
Deductions		-				-
Accumulated depreciation as of April 1, 2024	-	-	0.13	2.01	128.29	130.44
Depreciation	-	-	0.17	2.16	0.28	2.62
Accumulated depreciation on dele-tions				-		-
Accumulated depreciation as of March 31, 2025	-	-	0.31	4.17	128.58	133.05
Carrying Value as of March 31, 2025	-	-	0.67	2.65	7.98	11.29
Carrying Value as of March 31, 2024	-		0.72	4.81	2.20	7.72

Note 3 : Intangible Assets – 2025-26

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2026 are as follows:

INR-Lakhs

Particulars	Total
Gross carrying value as of 1st April, 2025	3,848.46
Additions	-
Deletions	3,848.46
Gross carrying value as of March 31, 2026	3,847.06
Accumulated amortisation as of 1st April, 2025	
Amortisation expenses	
Deletions	
Accumulated amortisation as of March 31, 2026	3,847.06
Carrying value as of March 31, 2026	1.41
Carrying value as of March 31, 2025	1.41

Note 3 : Intangible Assets – 2024-25

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2025 are as follows:

INR-Lakhs

Particulars	Total
Gross carrying value as of 1st April, 2024	3,848.46
Additions	-
Deletions	3,848.46
Gross carrying value as of March 31, 2025	3,847.06
Accumulated amortisation as of 1st April, 2024	
Amortisation expenses	
Deletions	
Accumulated amortisation as of March 31, 2025	3,847.06
Carrying value as of March 31, 2025	1.41
Carrying value as of March 31, 2024	1.41

Note 4 : Financial Investments

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Investment by Wholly Owned Subsidiary		
Cybermate International, Unipessoal LDA, Portugal in the Equity of Healthcare Infotek, Togo	-	6,825.00
Orchasp Inc., USA, in the Equity of Healthcare Infotek, Togo	6,825.00	-
Note: During the year the Company has transferred the assets reflected in Cybermate International, Unipessoal LDA, to Orchasp Inc for compliance purposes.		
Total Financial Investments	6,825.00	6,825.00

Note 5 : Deferred Tax Asset

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Deferred tax Asset	5.62	6.63
During the year	-0.58	-1.01
Deferred Tax Liability/ (Asset) - Net	5.04	5.62

Note 6 : Current Investments

INR-Lakhs

Particulars	As at March 31, 2026 INR-Lakhs	As at March 31, 2025 INR-Lakhs
Equity instruments of other Companies-Quoted		
Tech Mahindra Ltd @ Rs.1103.2 (20 equity shares of Rs. 5/- each)	0.23	0.22
HCL Infosystems Ltd @ Rs.12.50 (100 Equity Shares of Rs. 2/- each)	0.03	0.01
Syndicate Bank Ltd @ 194.40 (15 Equity Shares of Rs.10/- each)	0.04	0.04
HCL Technologies Ltd @ Rs.1098.15 (40 Equity Shares of Rs.2/- each)	0.42	0.44
APTECH LTD @ Rs.2.0 (25 Equity Shares of Rs.2/- each)	0.00	0.00
ITC Ltd @ Rs.378.93 (15 Equity Shares of Rs.1/- each)	0.05	0.06
Total Current Investments	0.76	0.77

Note 7 : Trade Receivables

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Unsecured		
Considered good	16,025.58	12,972.63
Considered doubtful		-
Notes : We have made Disclosure in accordance with Schedule III to Companies Act in Note 26		
Total Trade Receivables	16,025.58	12,972.63

Note 8 : Cash & Cash Equivalents

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with Banks		
In Current & Deposit accounts	31.34	32.07
Cash on hand	0.03	0.01
Total Cash & Cash Equivalents	31.37	32.08

Note 9 : Other Financial Assets

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Security Deposits	1.84	1.74
Rental Deposits	3.30	3.30
Total Other Financial Assets	5.14	5.04

Note 10 : Other Current Assets

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Advances Recoverable in cash or kind	27.61	21.45
Advance Taxes & Duties	275.22	262.08
Other Current Assets		
Total Other Current Assets	302.83	283.53

Note 11 : Share Capital

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Equity Share Capital		
Authorised	8,500.00	8,500.00
C.Y 42,50,00,000 (P.Y. 42,50,00,000) shares of Re.2/- each		
Issued,Subscribed and Paid up	6,928.51	6,391.01
C.Y 34,64,25,366 (P.Y.31,95,50,366) Equity Shares of Re.2/- each		
Total Paid up Equity Share Capital	6,928.51	6,391.01

Authorised

The Company's Authorised Capital is of Rs.8500.00 lakhs (Previous Year Rs. 8500.00 lakh) distributed into 4250.00 lakh (Previous Year Rs. 4250.00 lakh) Equity Shares Of Rs.2/- each

Issued, Subscribed & Paid-Up

The Issued and Subscribed Capital of the Company as at 31st March 2026 is of Rs.6928.51 lakhs represented by 34,64,25,366 Equity shares of Rs.2/- each and Paid up Capital as at 31st March 2025 is of Rs.6391.01 lakhs represented by 31,95,50,366 Equity shares of Rs.2/- each

The reconciliation of the Equity Share Capital of the Company is given as under:

INR - Lakhs

Particulars	Issued & Subscribed		Fully Paid-up		Partly Paid-up	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Balance as at 31st March 2025	31,95,50,366	6,391.01	31,95,50,366	6,391.01	-	-
Add: Preferential Allotment to Mrs. P. Rajeswari, Promoter	2,68,75,000	537.50	2,68,75,000	537.50	-	-
Balance as at 31st March 2026	34,64,25,366	6,928.51	34,64,25,366	6,928.51	-	-

The Company's Paid-up Capital of Rs. 6928.51 lakhs (Previous Year Rs. 6391.01) Equity Shares of Rs.2/- each, is distributed as under

INR-Lakhs

Shareholders holding more than 5 % of the paid up Capital	As At 31st March 2026		As At 31st March 2025	
	Number	%	Number	%
a) Promoter & Promoter Group				
1. Mrs.P.Rajeswari	5,59,74,237	16.16	2,90,99,237	9.11
b) Others				
1. Global Focus fund	61,24,370	1.77	1,64,11,302	5.14
2. M7 Global Fund PCC Cell Dewcap Fund	3,13,99,397	9.06	3,25,25,182	10.18
3. Nova Global Opportunities Fund PCC- Touchstone	4,31,51,997	12.46	4,33,66,909	13.57
4. Zeal Global Opportunitites Fund	3,08,98,531	8.92	3,08,98,531	9.67

Shares held by promoters at the end of the year 31-03-2026			% Change during the year
Promoter name	No. of Shares	% of total shares	
P.Rajeswari	5,59,74,237	16.16	7.05
P Chandra Sekhar	78,19,326	2.26	-
K S Shiva Kumar	42,605	0.01	-
K Koteswara Rao	1,78,200	0.05	-
Total	6,40,14,368	18.48	7.05

Note 12 : Other Equity

INR-Lakhs

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Equity attributable to equity holders of the company
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance as at 1st April, 2024	1,283.61	1,392.08				5,135.60		7,811.29
Changes in equity for the year ended March 31, 2024	-	-	-	-		(6,594.87)		(6,594.87)
Increase in share capital on account of fresh issue	3,200.69	-	-	-			-	3,200.69
Issue of Share Warrants		-	-	-		-	-	-
Foreign Exchange Variation	-	-	-	-		1,459.87	-	1,459.87
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-		-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-		-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-		-	-	-
Reversal of Provision	-	-	-	-		-	-	-
Profit for the Period	-	(1,052.35)	-	-		-	-	(1,052.35)
Balance as at 31st March, 2025	4,484.30	339.72	-	-		0.60	-	4,824.63

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Equity attributable to equity holders of the company
	Securities Premium Reserve	Re-tained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance as at 1st April, 2025	4,484.30	339.72	-	-	-	0.60	-	4,824.63
Changes in equity for the year ended March 31, 2025	-	-	-	-	-	-	-	-
Increase in share capital on account of fresh issue	322.50	-	-	-	-	-	-	322.50
Issue of Share Warrants	-	-	-	-	-	-	-	-
Foreign Exchange Variation	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	-	-	-
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	105.20	-	-	-	-	-	105.20
Balance as at 31st March, 2026	4,806.80	444.93	-	-	-	0.60	-	5,252.33

Note 13 : Trade Payables

INR-Lakhs\

Particulars	As at March 31, 2026	As at March 31, 2025
Dues to other than Micro and small enterprises		
(A) Total Outstanding dues to Micro Enterprise and small Enterprise	-	-
(B) Total Outstanding dues of creditors other than Micro Enterprise and small Enterprise	8,819.52	5,981.26
Notes : We have not received intimation from any vendor/creditor confirming their status under MSME category		
Total Trade Payables	8,819.52	5,981.26

Note 14 : Other Financial Liabilities

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Current maturities of Long Term Borrowings		
Short Term Borrowings		
From Related Parties	470.32	1,303.05
From Others	262.54	262.54
Notes : We have made adequate disclosure under Related Party Transaction in Note No. 30		
Total Other Financial Liability	732.86	1,565.58

Note 15 : Other Current Liabilities

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Interest Payable		
Outstanding Expenses Payable	-	-
Audit Fee Payable	24.98	21.89
Directors Remuneration Payable	566.65	534.62
Other Payable	472.48	430.85
Total Other Current Liabilities	1,064.10	987.36

Note 16 : Provisions

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Employee Benefits		
PF Payable	3.03	2.52
ESI Payable	1.46	0.43
PT Payable	0.32	0.12
Salaries Payable	122.98	126.23
Others		
Statutory Liabilities	18.46	3.33
Others	5.83	-
Total Provisions	152.08	132.63

Note 17 : Income tax Liability

INR-Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Income Tax	254.90	254.90
Current Year Income Tax (Net)	-	-
Total	254.90	254.90

Note 18 : Revenue from Operations

INR-Lakhs

S. No.	Particulars	As at March 31, 2026	As at March 31, 2025
I	Revenue from Operations		
	Export Sales	2,053.06	2,072.09
	Domestic Sales	72.55	36.18
	Total Revenue from Operations	2,125.62	2,108.27

Note: 19 Other Income

INR-Lakhs

S. No.	Particulars	As at March 31, 2026	As at March 31, 2025
I	(a) Dividend Income	0.04	-
	(b) Net Gain on sale of Investments / Assets	-	-
	(c) Other non-operating income	10.02	10.02
	(d) Other income	0.35	43.58
	(e) Interest received from bank-Fixed Deposit	-	0.60
	(f) Exchange Rate Gain	383.44	-
	Total Other Income	393.85	54.21

Note : 20 Employee Benefit Expenses

INR-Lakhs

S. No.	Particulars	As at March 31, 2026	As at March 31, 2025
I	(a) Salaries & Wages	2,206.62	1,750.25
	(b) Contribution to Provident & Other Funds	2.99	2.51
	(c) Staff Welfare Expenses	3.50	2.05
	Total Employee Benefit Expenses	2,213.11	1,754.81

Note 21 : Finance Cost

INR-Lakhs

S. No.	Particulars	As at March 31, 2026	As at March 31, 2025
I	(a) Interest Expense	-	14.80
	Total Finance Cost	-	14.80

Note 22 : Administrative & Other Operating Expenses

INR-Lakhs

S. No.	Particulars	As at March 31, 2026	As at March 31, 2025]
I	(a) Telephone, Postage and Others	1.50	0.95
	(b) Business Promotion Expenses	11.46	1.84
	(c) Conveyance	1.09	1.25
	(d) Travelling expenses	1.22	1.63
	(e) Office Maintenance	44.51	31.59
	(f) Printing & Stationery Expenses	1.48	2.29
	(g) Late submission fee of FCGPR	1.90	-
	(h) Managerial Remuneration	30.00	30.00
	(i) RTA & Secretarial Expenses	46.31	25.27
	(j) Professional Consultancy fee	-	4.50
	(k) Board Meeting Expenses	2.15	2.70
	(l) Bank Charges	1.75	0.19
	(m) Rent	23.65	22.53
	(n) Legal Expenses	2.10	2.19
	(o) Electricity & Water	4.82	4.27
	(p) AGM Expenses	0.27	-
	(q) Rates & Taxes	1.98	0.82
	(r) Repair & maintainance	9.35	11.75
	(s) Operating Expenses	-	0.17
	(t) Foreign Exchange Loss	-	1,286.65
	(u) Other expenses	2.91	0.07
	(v) Auditors Remuneration		
	(i) Audit Fee	4.50	4.50
	Total Administrative & Other Operating Expenses	192.94	1,435.16

23. Explanation to Modified Opinion on Financial Statements

1. The statutory auditors have expressed a qualified opinion on the financial statements of the company pertaining to
 - a. Investment in Wholly Owned Subsidiary at Portugal viz Cybermate International, Unipessoal, LDA
We clarify that the Portuguese authority has issued a notice of cancellation of the Certificate of Incorporation of the WOS due to non-filing of statutory information. We have transferred the investment to our subsidiary "Orchasp Inc" to rectify the non-compliance. We are in the process of completing the compliance as per generally accepted accounting principles, practices, laws and regulations.
 - b. Non-Receipt of trade receivables and payables due for more than 6 months.
We are of the opinion that the delays have been caused due to adverse conditions prevailing in the business and financial markets. We have extended our timelines by another six months for realizing of debtors due to adverse market conditions.
 - c. Non-payment of Statutory dues for a period of more than 6 months
The delay in remittance of statutory dues was due to temporary liquidity constraints faced by the Company during the year. We are taking necessary steps to regularize the outstanding dues, and a significant portion is being paid subsequently.

24. Contingent Liabilities:

The Following are the contingent liabilities not provided for in respect of matters under dispute as the company is confident that the outcome would be in its favor based on merits.

a) Income Tax Dues

S. No	Name of the statute	Nature of Dues	U/S	Demand (in lakhs)	Period to which amount Relates	Forum Where Dispute is Pending
1	Income Tax Act, 1961	Income Tax	154	456.51	2009-10	Pending with CIT(A) - NFAC
2	Income Tax Act, 1961	Income Tax	143(3) rws 254	443.82	2011-12	Pending with CIT(A) - NFAC
3	Income Tax Act, 1961	Income Tax	147	383.45	2013-14	Pending with CIT(A) - NFAC
4	Income Tax Act, 1961	Income Tax	143(3) r.w.s 254	118.26	2013-14	Pending with CIT(A) - NFAC
5	Income Tax Act, 1961	Income Tax	143(3)	227.43	2014-15	Pending with CIT(A) - NFAC
			TOTAL	2190.18		

b) Penalty Levied by the Enforcement Directorate.

With regard to the order of the Enforcement Directorate, on 28th December 2021 levying penalty for non-filing of APRs and Write off pertaining to Unrealised Receivables from Overseas Debtors on the company has filed an appeal and the company has not made any provision. The total amount of fines levied on the company is Rs.111.59 crores.

c) Goods and Services Tax, 2017

During the year under review the GST authorities carried out an audit for the period 2021-2022, 2022-2023, 2023-2024. The GST authorities have raised a demand for payment of GST on reverse charge mechanism under various paras for an amount of Rs 12.58 crores. The company is yet to remit or contest the order.

25. Sundry Creditors Disclosures in Accordance with Schedule III to Companies

Act along with Micro, Small and Medium Enterprises Classification.

Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

We are providing the necessary disclosure under the IND AS Schedule to the Companies Act 2013.

INR-Lakhs

Particulars	Outstanding as at 31-03-2026 for following periods from due date of Payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Other	2,858.50	253.02	1,391.66	4,316.34	8,819.52
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

INR-Lakhs

Particulars	Outstanding as at 31-03-2025 for following periods from due date of Payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Other	250.54	1397.64	2,791.24	1,541.84	5,981.26
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

26. Sundry Debtors Disclosures in Accordance with Schedule III to Companies Act.

INR-Lakhs

Particulars	Outstanding as at 31-03-2026 for following periods from due date of Payment					
	Less than 6 months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivables considered good	1,505.89	1,553.37	2,382.02	829.10	9,755.20	16,025.58
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Receivables - Credit Impaired	-	-	-	-	-	-
Particulars	Outstanding as at 31-03-2025 for following periods from due date of Payment					
	Less than 6 months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade Receivables considered good	1,504.58	879.51	833.34	2,659.92	7,095.28	12,972.63
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Receivables - Credit Impaired	-	-	-	-	-	-

27. Subsidiary Companies

During the year the company incorporated a new wholly owned subsidiary in the USA to market the health records platform indusayush. The Company is in the process of obtaining approvals from RBI to commence operations.

1. The Company also transferred its investment in Cybermate International, Unipessoal, LDA to newly incorporated US subsidiary, i.e. Orchasp Inc for compliance purposes.

Thus consequent to cancellation of certificate of incorporation of in Cybermate International, Unipessoal, LDA and completing of transfer of the investment to Orchasp Inc, Cybermate International, Unipessoal, LDA shall no longer be reported.

2. CIL Inc. USA, the wholly owned subsidiary in USA which has remained dormant shall continue to be reported with NIL performance until regulatory comply is achieved.

Further a Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in **Form AOC - 1** is annexed to the Boards' Report as **Annexure III** pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.

28. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, nor secondary reportable segments.

There are no secondary reportable segments (Geographical Segments).

29. Earnings Per Share

INR-Lakhs

Sl. No	Particulars	2026	2025
1	Profits attributable to Equity Shareholders	105.78	(1,052.35)
2	Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	32,41,89,064.63	31,95,50,366
3	Basic EPS - Rs.	0.03	(0.42)
4	Diluted EPS - Rs.	0.03	(0.42)

30. Related Party Disclosures

I. Key Management Personnel

1. Mr. P. Chandra Sekhar – Director
2. Mr. B.V.B. Ravie Kishore - Director
3. Mr. V.S. Roop Kumar- Director - (Upto 06-03-2026)
4. Mr. B. Srinivasa Reddy – Director - (Upto 06-03-2026)
5. Ms. G. Ponnari – Director - (Upto 12-02-2026)
6. Ms. Sirisha Pattapurathi – Director - (From 10-02-2026)

7. Mr. Srinivas Sunkara – Director – (From 10-02-2026)
8. Mr. Ravi Prasad Muthyam – Director – (From 06-03-2026)
9. Ms. Sangeeta Mundhra-Company Secretary & Compliance Officer

II. Parties where control exists - Wholly Owned Subsidiary

1. Orchasp Inc
2. Cybermate Infotek Limited Inc
3. Cybermate International Unipessol, LDA

III. Enterprises controlled by Key Management Personnel

1. Orchasp Consulting (P) Ltd
2. Orchasp Securities (P) Ltd
3. CIL Infoserve Ltd
4. Bilwa Infrastructure Ltd
5. Aagama IT Biz Solutions (P) Ltd
6. Aagama Consulting Group
7. Kora Trading & Contracting Co.WLL.
8. Wahtulmsylh Llmqawlat

IV. Relatives of Key Management Personnel

1. Mrs. P. Rajeswari – Wife of Sri P.C. Pantulu.
2. Mr. P. Srikrishna – Brother of Sri P. C. Pantulu
3. Mrs. K. Sirisha- Wife of Mr. P. Chandra Sekhar
4. Mr. P. Manjush- cousin of Mr. P. Chandra Sekhar
5. Ms. P. Sirisha - Daughter of Sri P. C. Pantulu.

Notes: During the year the Company has availed services from Apptest Corporation, USA. Mr. P. Chandra Sekhar is a director of a Company which is also promoted by the promoter of Apptest Corporation. Since there is no shareholding or control exercised by Mr. P. Chandra Sekhar, Apptest Corporation is not listed as an enterprise controlled by him.

INR-Lakhs

Particulars	2025-26		2024-25	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
A. Rendering Services				
(i) Receivables				
(a) CIL Infoserve Ltd	-42.30	195.99	2.48	238.03
(b) Bilwa Infrastructure Ltd	-3.62	109.17	-10.89	112.80
(c) Orchasp Securities (p) Ltd	1.98	20.69	1.99	18.71
(d) Orchasp Consulting (p) Ltd	14.49	-90.52	-3.37	-105.01
Total	-29.45	235.33	-9.79	264.53
(ii) Payables				
(a) Agama IT Biz Solutions (P) Ltd	29.87	84.37	42.50	54.50
(b) Agama Consulting Group	-	-9.00	-	-9.00

Particulars	2025-26		2024-25	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
(c) Kora Trading & Contracting Co., WLL	92.70	967.05	22.46	874.35
(d) Wahtulmsylh Llmqawlat	78.58	819.77	19.03	741.18
Total	201.15	1862.18	83.99	1661.03
B. Advances from				
(i) Key Management Personnel				
(a) Sri P. C. Panthulu	-	1,013.81	0.00	1,013.81
(b) Mr. P. Chandra Sekhar	27.34	237.54	40.19	210.20
Total	27.34	1251.35	40.19	1224.
(ii) Relatives of Key Managerial Personnel				
(a) Mrs .P. Rajeswari Pattapurathi	-0.20	16.83	-	17.03
(b) Mrs. K. Sirisha Kashukela	0.13	55.12	0.01	54.99
(c) Mr. P. Manjush Pattapurathi	-	5.00	-	5.00
(d) Mr. P.S rikrishna Pattapurathi	-	2.18	0.41	2.18
Total	-0.07	79.13	0.42	79.20
C. Managerial Remuneration				
(a) Mr. K. S. Shiva Kumar	-	128.46	0.01	128.46
(b) Mr. P. Chandra Sekhar	29.78	255.61	29.79	225.83
(c) Sri P. C. Panthulu	-	174.66	-0.00	174.66
Total			29.79	528.94
D. Director Sitting Fee				
(a) Mr. K. Koteswara Rao	0.40	0.70	0.18	0.30
(b) Mr. B. Srinivasa Reddy	0.40	1.95	0.60	1.55
(c) Mr. V.S. Roop Kumar	0.48	1.55	0.16	1.08
(d) Ms. G. Ponnari	0.20	1.05	0.39	0.85
(e) Mr. B.V.B. Ravi Kishore	0.72	2.62	0.82	1.90
Total	2.20	7.87	2.15	5.68

INR-Lakhs

Statement of Aggregated Related party transactions for the period ended 31st March, 2026					Total
Nature of transaction	Associate/Subsidiary	Key Managerial Personnel	Relatives of Key Managerial Personnel	Enterprises controlled by relatives of Key Managerial Personnel	
Remuneration	-	29.78 (29.78)	-	-	29.78(29.78)
Trade payables	-			83.99 (83.99)	83.99 (83.99)
Trade receivables	-			9.77(9.77)	9.77(9.77)
Advances/loans/ICDs Received	-	38.43(38.43)	0.01(0.01)	NIL(NIL)	38.42(38.42)
Advances/loans/ICDs repaid	-	NIL(NIL)	NIL(NIL)	NIL(NIL)	NIL(NIL)
Balance outstanding as on 31-03-2026	-	-	-	-	-
Receivable	-	-	-	83.99(83.99)	83.99(82.20)
Payable	-	68.21(68.21)	0.01(0.01)	9.77(9.77)	152.19(152.19)

31. Audit Fees

INR-Lakhs

Sl. No.	Particulars	2026	2025
	As Auditor		
1	For Statutory Audit	4.00	4.00
2	For Tax Audit	0.50	0.50
	Total	4.50	4.50

32. Earnings in Foreign Currency

INR-Lakhs

Sl. No.	Particulars	2026 Rs.in Lacs	2025 Rs.in Lacs
1	Export Earnings	2,053.06	2,072.09
	Total	2,053.06	2,072.09

33. Expenditure in Foreign Currency

INR-Lakhs

Sl. No.	Particulars	2026	2025
1	Operational Expenses	-	-
2	Consultancy & Professional Fee	2,147.93	1,698.27
3	Service Charges	-	-
4	Interest – FCCB	-	8.39
5	Recruitment & Office Costs	-	-
6	Travel	-	-
7	Training	-	-
	Total	2,147.93	1,706.66

34. Foreign Currency Convertible Bonds – Disclosure.

The bond holders have sought allotment of such no of equity shares of Rs. 2/- Each of the Company towards interest accrued on FCCBs amounting to USD 5,00,000. i.e Rs. 4,17,40,650/- as of 31st March 2025 in accordance with applicable laws and regulations. The shareholders have approved the allotment of equity shares to Global Focus Fund (Band Holders) at the 31st Annual General Meeting of the Company held on 30th September 2025. However, the company has not allotted the equity shares in compliance with SEBI(ICDR) regulations as the allottee has transacted in the equity shares of the company during the year on different dates. Hence the resolution passed by the shareholders on 30th September 2025 is now being renewed for considering allotment of such number of equity shares of the company at an appropriate time in the ensuing period in compliance with the SEBI(ICDR) regulations.

35. Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

36. Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.

37. Additional Regulatory Information

- i) The company does not have any title deeds of Immovable Properties.
The company does not own any land or buildings either in its name or any other name and hence there are no title deeds for submission.
- ii) The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- iii) The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.
- iv) The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment.
- v) There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- vi) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- vii) The Company is not declared as wilful defaulter by any bank or financial institution or other lenders.
- viii) The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- xi) The Company does not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

x) Key Financial Ratios

Particulars	Numerator	Denominator	March, 2025	March, 2026	Variance %
Current Ratio	Current Investments + Trade receivables + Cash & Cash Equivalents + Other current Assets	Trade payables + Other financial Liabilities+ Other current Liabilities + Provisions + Current Tax liabilities	1.49	1.48	0.39%
Debt- Equity Ratio	Equity Component of FCCB	Equity Share Capital	1.03	-	-
Debt Service Coverage Ratio	Profit before tax + Interest on FCCB	Interest on FCCB	-70.11	-	-
Return on Equity Ratio	Profit after tax	Equity Share Capital	-0.16	0.02	109.49%
Trade Receivables turnover Ratio	Sales	(Opening Trade receivables + Closing trade receivables)/2	0.18	0.17	3.46%
Trade Payables turnover Ratio	Employee benefit expenses + Other expenses	(Opening Trade Payables + Closing trade Payables)/2	0.63	0.33	48.31%
Net Capital turnover Ratio	Sales	Equity Share Capital+ Other equity	0.19	0.17	8.16%
Net profit Ratio	Profit after tax	Sales	-0.50	0.04	108.35%
Return on Capital employed	Profit after tax	Equity Share Capital+ Other equity	-0.09	0.01	109.60%
Return on investment	Profit after tax	Equity Share Capital	-0.16	0.02	109.49%

- xi) There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- xii) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), 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 by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii) The company has also 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.
- xiv) The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- xv) The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

As per our report of even date.

For J M T & Associates
Chartered Accountants
Firm Regn. No. 104167W



Vijaya Pratap M
Membership No. 213766
UDIN: 26213766CIUMUO4063

For and on behalf of the Board



P. Chandra Sekhar
Managing Director & CFO
DIN : 01647212



M. Ravi Prasad
Director
DIN: 06603818



Sangeeta Mundhra
Company Secretary
M.No: A59771

Place : Mumbai
Date : 27-05-2026





Notes

Notes

Board of Orchasp Limited

Mr. P. Chandra Sekhar	-	Managing Director & CFO
Mr. K. Krishna Shankar	-	Non-Independent & Non-Executive Director
Mrs. P. Sirisha	-	Non-Independent & Non-Executive Woman Director (From 10-02-2026)
Mr. B.V.B. Ravi Kishore	-	Independent Director
Mr. S. Srinivasu	-	Independent Director (From 10-02-2026)
Mr. M. Ravi Prasad	-	Independent Director (From 06-03-2026)
Mr. B. Srinivasa Reddy	-	Independent Director (Upto 06-03-2026)
Mr. V. S. Roop Kumar	-	Independent Director (Upto 06-03-2026)
Ms. G. Ponnari	-	Independent Director (Upto 12-02-2026)
Ms. Sangeeta Mundhra	-	Company Secretary & Compliance Officer
Statutory Auditor	-	J M T & Associates Chartered Accountants 301, 304, 305, A-wing WinsWay Complex, Old Police Lane, Near Andheri Rly. Stn., Andheri (East), Mumbai-400069.
Secretarial Auditor	-	T. Durga Pallavi 7-2-1669, Athena C504, Lodha Casa Paradiso Apts. Sanatnagar, Hyderabad- 500018
CIN	-	L72200TG1994PLC017485
Registered Office	-	Plot No 19 & 20, Moti Valley, Trimulgherry Secunderabad. 500015 Telangana
E-mail: Investors	-	secretarial@orchasp.com info@orchasp.com
Website	-	https://www.orchasp.com
Listed	-	BSE Ltd. & NSE Ltd.
ISIN No	-	INE215B01022
Scrip Code	-	532271
Symbol	-	'ORCHASP'
Registrar & Share Transfer Agent	-	Aarthi Consultants (P) Ltd, Gagan Mahal, Street No 7 Aravindra Nagar, Domalguda, Hyderabad - 500029. Telangana



ORCHASP

Orchasp Limited

CIN: L72200TG1994PLC017485



Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Trimulgherry,
Secunderabad - 500 015. Telangana State, India.
Phone: +91 40 47766123 / 24, Fax: +91 40 47766143
Email: info@orchasp.com Website: www.orchasp.com